

Agrokor, d.d.
HR/10000 Zagreb
Trg Dražena Petrovića 3

www.agrokor.hr
Tel.: 385 1 48 94 111
Fax: 385 1 48 94 080



POSLOVNI SISTEM MERCATOR d.d.

Dunajska cesta 107
1000 Ljubljana

Pursuant to the provisions of the Article 295 of the Companies Act ("**ZGD-1**"), AGROKOR koncern za upravljanje društvima, proizvodnju i trgovinu poljoprivrednim proizvodima, dioničko društvo (abbreviated name: AGROKOR d.d.), Trg Dražena Petrovića 3, Zagreb, Republic of Croatia (»**AGROKOR d.d.**«) hereby submits the following

**REQUEST FOR CONVOCAION OF SHAREHOLDERS ASSEMBLY OF THE COMPANY
POSLOVNI SISTEM MERCATOR D.D. ("The Company")**

1 ENTITLEMENT TO REQUEST THE SHAREHOLDERS ASSEMBLY

The company AGROKOR d.d. is the holder of 3,040,597 Company shares, which represents 80.75% of the Company share capital. As the shareholding of the company AGROKOR d.d. in the Company exceeds one twentieth of the Company's total share capital, the company AGROKOR d.d. is entitled pursuant to Article 295, Paragraph 3, of the ZGD-1 to request convocation of the Company Shareholders Assembly.

2 CONVOCAION REQUEST

The company AGROKOR d.d. requests that the Company Management Board convene, pursuant to Article 295, Paragraph 4, of the Companies Act (ZGD-1), as soon as possible and no later than within one month, the Company Shareholders Assembly, which shall be held no later than in two months from the receipt of this request, with the agenda submitted as an appendix to this request for the convocation of Shareholders Assembly of the Company.

Zagreb, on this September 15, 2014

AGROKOR, d.d.

Damir Kuštrak, Management Board member
[signed]

[seal]

Ivan Crnjac, Management Board member
[signed]

Appendices:

- Agenda
- Proposals for resolutions to be voted on by the Shareholders Assembly, complete with explanations

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APPENDIX TO THE REQUEST FOR CONVOCAION OF THE SHAREHOLDERS ASSEMBLY
OF THE COMPANY POSLOVNI SISTEM MERCATOR, d.d.

AGENDA

I. AGENDA

- 1. Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson**
- 2. Increase of the Company share capital by new in-kind and cash contributions**

Zagreb, on this September 15, 2014

AGROKOR, d.d.

Damir Kuštrak, Management Board member
[signed]

[seal]

Ivan Crnjac, Management Board member
[signed]

APPENDIX TO THE REQUEST FOR CONVOCAATION OF THE SHAREHOLDERS ASSEMBLY
OF THE COMPANY POSLOVNI SISTEM MERCATOR, D.D.

RESOLUTION PROPOSALS COMPLETE WITH EXPLANATIONS

1. Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson

RESOLUTION PROPOSAL:

- 1.1. Grega Peljhan, attorney at law from Ljubljana, shall be appointed Chairman of the Shareholders Assembly.

Explanation of the resolution proposal:

Pursuant to the company Articles of Association, the company Shareholders Assembly shall be presided over by a Chairperson appointed by the shareholders upon proposal by the party convening the Assembly.

2. Increase of the Company share capital by new in-kind and cash contributions

RESOLUTION PROPOSAL:

- 2.1. Share capital of the Company POSLOVNI SISTEM MERCATOR d.d. shall be increased with new in-kind and cash contributions from EUR 157,128,514.53 by EUR 97,046,536.86, so that the total share capital of the Company after the increase amounts to EUR 254,175,051.39.
- 2.2. In order to increase the share capital, at least 2,325,582 new ordinary registered no par value shares shall be issued in dematerialized form with the notional value of EUR 41.73, which shall be of the same class as the already issued ordinary registered no par value shares of the Company, and which shall grant their respective shareholders (i) the right to participate in Company management, (ii) the right to participate in the Company profits (dividend), (iii) the right to a proportional share of the remaining property in case of the company bankruptcy or liquidation.
- 2.3. The emission value per 1 (one) new ordinary registered no-par value shares shall be EUR 86 (eighty-six EUR).
- 2.4. The new shares shall be issued in dematerialized form by entry into the central register of dematerialized securities with the KDD, d.d. (Central Securities Clearing Corporation). The shareholder who subscribes and pays up the new shares, or the person to which such shareholder transfers the right to be ascribed such shares before the issues of shares, shall be entered as the shareholder into the central register.
- 2.5. Priority right of the existing company shareholders to subscribe the new shares shall be omitted.
- 2.7. Within the deadline for subscription and payment of the new shares, which shall be possible at the company headquarters from the 6th to the 25th day following the Shareholders Assembly, the shares may be subscribed and paid up by Agrokor Investments B.V., with business address at Prins Bernhardplein 200, 1097 JB, Amsterdam, the Kingdom of the Netherlands, in exchange for the payment of EUR 52.00 and an in-kind contribution which shall consist of transferring to

the company POSLOVNI SISTEM MERCATOR d.d. its receivable to the Company, with principle amount of EUR 200,000,000.00, pertaining to the »220,000,000 Super Subordinated Loan Agreement« dated June 26, 2014, signed between the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the creditors, based on which the company Agrokor Investments B.V. granted and provided to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 200,000,000.00. In exchange for the payment of cash and in-kind contribution (transfer of receivable), Agrokor Investments B.V. shall acquire one new ordinary registered no par value share in dematerialized form with notional value of EUR 41.73 for every EUR 86 of the sum of the cash contribution and the amount of the transferred receivable, so that Agrokor Investments B.V. shall acquire a total of 2,325,582 new ordinary registered no par value shares in dematerialized form with a notional value of EUR 41.73.

- 2.8. Capital increase by in-kind contributions shall be reviewed by an auditor.
- 2.9. Concurrently with submission of the statement of subscription of new shares, the subscriber shall also pay the acquisition value for the shares in the amount of the emission value per share as specified in section 2.3. of this resolution, multiplied by the number of new shares subscribed, as follows:
- a) For payment by cash contribution, by paying the cash contribution to the cash account which shall be specified in the invitation to subscribe and pay up the new shares. The shares shall be deemed paid by cash contribution when the entire amount due for payment by cash contribution is transferred to the cash account specified in the invitation to subscribe and pay up the new shares; and
 - b) For payment by in-kind contribution by validly and effectively transferring the receivable to the company POSLOVNI SISTEM MERCATOR d.d.
- 2.10. The subscription of shares shall be valid if the shares are paid up. The issue of shares shall be deemed successful if 2,325,582 shares are paid up and subscribed in exchange for cash and in-kind contribution, within the deadlines for subscription of and payment for the shares as specified in the invitation to subscribe and pay up the new shares. If the issue of shares is not successful, the amounts of cash contributions shall be returned to the subscriber within 8 (eight) days from the day when it is established that the issue is not successful; the subscriber shall not be entitled to any interest on such payments. If the issue of shares is not successful, the transfer of receivables to the company shall be deemed non-effective; in such case, the creditor's receivable shall not be deemed transferred (i.e. shall be deemed non-transferred) to the Company.
- 2.11. If fewer than 2,325,582 shares are subscribed and paid up within the deadlines for subscription and payment of shares by cash and in-kind contributions, then the subscription of all shares shall be deemed invalid and all subscription shall be invalidated.
- 2.12. The final amount of the increase of share capital shall be equal to the sum of new shares multiplied by the notional value of one share, which is EUR 41.73. The increase of share capital shall be effective as at the day it is entered into the court register.
- 2.13. The company Supervisory Board shall be authorized to adopt the changes and amendments to the company Articles of Association in order to adjust the wording thereof to reflect the completed increase of the company share capital.

Explanation of the resolution proposal:

Pursuant to the "220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, signed between the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the creditors, the company Agrokor Investments B.V. granted and provided to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 200,000,000.00. Pursuant to the said agreement, the creditor shall have the right to convert the loaned amount into the borrower's equity, subject to condition that the Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d. adopt a relevant resolution on the increase of capital. Adoption of the proposed resolution will allow the creditor to swap its receivable pertaining to the principal in the amount of EUR 200,000,000 for the equity of the company POSLOVNI SISTEM MERCATOR d.d.

The emission value per one share is EUR 86, which is equal to the value per one share as specified in the successfully completed takeover bid by the company Agrokor d.d.

The increase of share capital by cash contribution in the amount of EUR 52.00 is necessary to allow the issue of an integer number of new shares.

Regardless of the fact that this is a capital increase by in-kind contribution, in which both the subject of the in-kind contributions and the person to provide the in-kind contributions are specified in the Shareholders Assembly convocation, the omission of pre-emptive right of the existing shareholders is necessary because the specific in-kind contribution can only be provided by a specific person.

Notary public Nada Kumar shall be present at the Shareholders Assembly.

Zagreb, on this September 15, 2014

AGROKOR, d.d.

Damir Kuštrak, Management Board member
[signed]

[seal]

Ivan Crnjac, Management Board member
[signed]