

INSTRUCTIONS FOR SUBSCRIPTION AND PAYMENT FOR THE NEW SHARES OF THE ISSUER POSLOVNI SISTEM MERCATOR, d.d., Dunajska cesta 107, Ljubljana

Date: October 27, 2014

These instructions specify the rules for subscription and payment of new shares of the issuer **POSLOVNI SISTEM MERCATOR, d.d., Dunajska cesta 107, Ljubljana** (**»The Issuer«**), based on resolution No. 2 of the twenty-first extraordinary general meeting (Shareholders Assembly) of the Issuer, dated October 21, 2014, on the increase of the company's share capital by new in-kind and cash contributions, as reported in the Notarial Record of Proceedings by the Notary Public Nada Kumar, ref. No. SV-1824/2014, dated October 21, 2014, and announced on the Ljubljana Stock Exchange (Ljubljanska borza, d.d.) website at (<http://seonet.ljse.si>) and the Issuer's website, by issue of no less than 2,325,582 new ordinary registered no par value shares of the Issuer ("**New Shares**") which shall be of the same class as the already issued ordinary registered no par value shares of the Issuer, at an emission price of EUR 86 per each New Share.

Persons eligible to subscribe and pay for the New Shares

Only the person or the creditor specified in item 2.6 of the resolution on the increase of share capital, i.e. **Agrokor Investments B.V., with address at Prins Bernhardplein 200, 1097 JB, Amsterdam, Kingdom of the Netherlands** (**»Subscriber«**), is eligible to subscribe and pay for the New Shares.

Deadline for subscription and payment for the New Shares

Subscription of new shares will start on October 27, 2014, and it will last to and including November 15, 2014.

Subscription point and subscription procedure

Subscription of new shares will take place at the Issuer's registered seat (headquarters) at **Dunajska cesta 107, Ljubljana**, in the office of the secretary for the field of finance and IT, room 712, 7th floor, each business day from 9 AM to 3 PM.

The New Shares shall be subscribed by filling out and signing the subscription certificate attached herewith (Appendix 1). The subscription certificate shall be signed by the Subscriber's statutory representative or holder of power of attorney; the signed subscription certificate (complete with the appendix "Subject of the In-kind Contribution") shall be presented to the Issuer. The Issuer shall provide to the person who fills out and signs the subscription certificate for the account of the Subscriber a confirmed copy of the subscription certificate.

The person filling out and signing the subscription certificate for the account of the Subscriber shall present at the subscription point to the Issuer a personal identification document and (in case of a representative based on power of attorney) the original power of attorney which shall be handed to the Issuer.

By filling out and signing the subscription certificate, the Subscriber confirms he is aware of these instructions and agrees with them.

Any subscription certificate that is not presented to the Issuer by no later than on November 15, 2014, shall not be valid. If the Subscriber sends the filled out and signed subscription certificate by mail, such subscription certificate must arrive at the Issuer's address no later than by November 15, 2014, in order to be valid (complete with the original power of attorney if the

subscription certificate is signed for the account of the Subscriber by a representative based on power of attorney).

Payment for the New Shares

Along with the signing of the subscription certificate, the Subscriber shall be obliged to pay the price of the New Shares in the amount of the emission price per one New Share (EUR 86.00) multiplied by the number of the New Shares subscribed by the Subscriber.

The Subscriber shall effect the payment for the New Shares by transferring an amount of EUR 52.00 to the Issuer's account number SI56 0292 3026 0861 755, with the bank NLB, d.d., and by validly completing with the Issuer a legal transaction in compliance with the draft agreement on the payment of in-kind contribution by conversion of cash receivables (Appendix 2), by which the Subscriber shall assign its cash receivables that are the subject of the in-kind contribution and which are specified in the subscription certificate, to the Issuer.

Contact information for explanations: Boštjan Kralj, tel. 003861-560-1276

Poslovni sistem Mercator, d.d.
Management Board