



Mercator

Pursuant to Article 298 and in relation to Article 296 of the Companies Act (ZGD-1), the company POSLOVNI SISTEM MERCATOR D.D. hereby announces

TWO ADDITIONAL AGENDA ITEMS AND CONSOLIDATED AGENDA

for the 26th Shareholders Assembly

taking place in Ljubljana on June 5, 2019, at 3.30 p.m. at the company headquarters at Dunajska cesta 107,

the convocation of which was announced on May 3, 2019, in the Delo daily paper and on the websites at www.mercatorgroup.si and seonet.ljse.si.

On May 10, 2019, the company Poslovni sistem Mercator d.d. received from the shareholder Agrokor d.d. who holds 4,237,376 ordinary registered shares of the issuer Poslovni sistem Mercator d.d. with the symbol MELR, which accounts for a 69.5680% share of the company's total share capital, a request to expand the agenda of the 26th regular Shareholders Assembly of Poslovni sistem Mercator d.d. with two additional agenda items, complete with resolution proposals and the following wording:

Additional item of the agenda: Information about the resignation of Supervisory Board members, and appointment of new Supervisory Board members

RESOLUTION PROPOSAL:

The Shareholders Assembly shall be informed that on May 10, 2019, Irena Weber resigned from the position of Supervisory Board member, and her term of office shall therefore be terminated as of June 05, 2019.

The Shareholders Assembly shall be informed that on May 10, 2019, Vladimir Bošnjak resigned from the position of Supervisory Board member, and his term of office shall therefore be terminated as of June 05, 2019

The Shareholders Assembly shall appoint Miodrag Borojević as Supervisory Board member for a four-year term of office starting on June 05, 2019.

The Shareholders Assembly shall appoint Paul Michael Foley as Supervisory Board member for a four-year term of office starting on June 05, 2019.

Additional item of the agenda: Change to the company Articles of Association

RESOLUTION PROPOSAL:

In Article 36, Section 1, list item 11 of the Articles of Association of the company Poslovni sistem Mercator d.d., the full stop at the end of the sentence shall be replaced with a semi-colon, and the following wording shall be added: "[...] however, the Supervisory Board may specify, by adopting a relevant resolution, a lower value of property or asset for which Supervisory Board consent shall be required."

Additional items shall be discussed as items 3 and 4 of the agenda, and the previous agenda item 3 shall be discussed as item 5 of the agenda. Taking into account this expansion, the **clean and consolidated copy of the agenda for the 26th regular Shareholders Assembly of the company Poslovni sistem Mercator d.d.**, convened for June 5, 2019, at 3.30 p.m. at the company headquarters in Ljubljana, Dunajska cesta 107, **shall have the following wording:**

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

RESOLUTION PROPOSAL:

Pavle Pensa, attorney at law from Ljubljana, shall be appointed Chairman of the Shareholders Assembly.

2. Presentation of Annual Report and the Supervisory Board's Report on the results of Annual Report review and audit for the 2018 fiscal year; information on the compensation and rewards of the members of managerial and supervisory bodies; information on the Supervisory Board evaluation procedure; and granting discharge from liability to the company Supervisory Board and Management Board.

RESOLUTION PROPOSAL:

A) Granting discharge from liability to the company Supervisory Board for the fiscal year 2018
The Shareholders Assembly confirms and approves of the work of the company Supervisory Board for the fiscal year 2018, and hereby grants discharge from liability to the Supervisory Board.

B) Granting discharge from liability to the company Management Board for the fiscal year 2018
The Shareholders Assembly confirms and approves of the work of the company Management Board for the fiscal year 2018, and hereby grants discharge from liability to the Management Board.

3. Information about the resignation of Supervisory Board members, and appointment of new Supervisory Board members

RESOLUTION PROPOSAL:

3.1. The Shareholders Assembly shall be informed that on May 10, 2019, Irena Weber resigned from the position of Supervisory Board member, and her term of office shall therefore be terminated as of June 05, 2019.

3.2. The Shareholders Assembly shall be informed that on May 10, 2019, Vladimir Bošnjak resigned from the position of Supervisory Board member, and his term of office shall therefore be terminated as of June 05, 2019

3.3. The Shareholders Assembly shall appoint Miodrag Borojević as Supervisory Board member for a four-year term of office starting on June 05, 2019.

3.4. The Shareholders Assembly shall appoint Paul Michael Foley as Supervisory Board member for a four-year term of office starting on June 05, 2019.

4. Change to the company Articles of Association

RESOLUTION PROPOSAL:

In Article 36, Section 1, list item 11 of the Articles of Association of the company Poslovni sistem Mercator d.d., the full stop at the end of the sentence shall be replaced with a semi-colon, and the following wording shall be added: "[...] however, the Supervisory Board may specify, by adopting a relevant resolution, a lower value of property or asset for which Supervisory Board consent shall be required."

5. Appointment of a certified auditing company for the year 2019

RESOLUTION PROPOSAL:

The auditing company DELOITTE REVIZIJA, d.o.o., Dunajska cesta 165, Ljubljana, shall be appointed as the company auditor for 2019.

Pursuant to the effective legislation and the company Articles of Association, the request to amend the agenda of the 26th Shareholders Assembly, complete with relevant appendices (Irena Weber's statement of resignation dated May 10, 2019; Vladimir Bošnjak's statement of resignation dated May 10, 2019; information on the proposed candidate Miodrag Borojević; information on the proposed candidate Paul Michael Foley) and the consolidated agenda of the 26th regular Shareholders Assembly, complete with other material for the Shareholders Assembly, are publicly available on the website of the company Mercator d.d. at www.mercatorgroup.si and on the website of the Ljubljana Stock Exchange at seonet.ljse.si, and available at the company headquarters in Ljubljana, Dunajska 107, every business day

from the day of announcement of the agenda amendment until the day of the Shareholders Assembly session, from 9.00 a.m. to 2.00 p.m.

President of the Management Board
Tomislav Čizmić