

POSLOVNI SISTEM MERCATOR, d.d.

Management Board
Dunajska cesta 107
1000 LJUBLJANA

Ljubljana, on this January 18th 2012

SUBJECT: Request for convocation of Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR, d.d.

Pursuant to Article 295, Paragraph 3, of the Companies Act (hereinafter referred to as ZGD-1), UNICREDIT BANKA SLOVENIJA d.d., Šmartinska cesta 140, 1000 Ljubljana, holder of 301,437 ordinary registered shares of the company POSLOVNI SISTEM MERCATOR, d.d. (hereinafter referred to as the Company), with the symbol MELR, representing a total of 8.01 percent of the company share capital, requests that the company's Management Board convenes the Shareholders Assembly with the following **agenda**:

1. Opening of the Shareholders Assembly and appointment of the Shareholders' Assembly chairperson
2. Appointment of a special auditor to review particular transactions of the company

RESOLUTION PROPOSALS AND EXPLANATION THEREOF

The shareholder UNICREDIT BANKA SLOVENIJA, d.d., proposes the following resolutions for agenda items 1 and 2:

1. Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson**Resolution proposal to agenda item 1:**

"Mr. Aleš Rojs, attorney at law, shall be appointed chairman of the Shareholders Assembly." (or as proposed by the Management Board)

Explanation:

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 Management Board or by the party convening the Assembly.

2. Appointment of a special auditor to review particular transactions of the company**Resolution proposal to agenda item 3:**

"The Shareholders Assembly shall appoint the company ERNST & YOUNG Revizija, poslovno svetovanje, d.o.o, Dunajska cesta 111, 1000 Ljubljana, as the auditor to review the management of particular company transactions. The special auditor shall review the management of all company transactions pertaining to the company's intent to announce a takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., Trubarjeva ulica 28, 3270 Laško, with the symbols PILR and PILH, and pertaining to the takeover bid for the said shares, in the period of the last five years before the day this resolution is adopted; furthermore, the

auditor shall review the takeover intent and the takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., with the symbols PILR and PILH. In reviewing the said transactions, the special auditor shall review in particular the compliance and appropriateness of the decision (from a legal-formal aspect, aspect of economic justifiability and economic benefit or viability) to announce a takeover intent and a takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., with the symbols PILR in PILH; the execution (from the aspect of transparency, economic justifiability and economic benefit or viability) of the announcement of the takeover intent and the takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., with the symbols PILR in PILH; and the impact of the takeover intent and takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., with the symbols PILR in PILH on the company operations and performance (from the aspect of economic benefit and viability, the aspect of risk exposure and risk management, and the financial and accounting aspect).

Pursuant to the provision of the Article 320 of the ZGD-1, the special auditor shall prepare a written report on the findings of the special audit and present the auditor's position or view of all transactions specified in this Shareholders Assembly resolution."

Explanation:

Pursuant to Article 318, Paragraph 1 of the ZGD-1, company shareholders may appoint, subject to such proposal being upheld by the ordinary majority of the vote, a special auditor to review the management of individual company transactions in the last five years. The shareholders request a special audit of the management of company affairs and transactions regarding the takeover intent and the takeover bid for the shares of the issuer PIVOVARNA LAŠKO, d.d., with the symbols PILR in PILH, because they believe that circumstances exist from which it can be deduced or otherwise concluded that the announcement of the takeover intent and the takeover bid could involve actions that represent a failure to act as a prudent and diligent manager; which could be detrimental to the company; and which could expose the company to excessive risk.

As a company shareholder, UNICREDIT BANKA SLOVENIJA, d.d., requests that the company Management Board convene the Shareholders Assembly immediately.

Yours faithfully,

UNICREDIT BANKA SLOVENIJA, d.d.

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[signed]

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First and last name: Rok Rozman
Company name: Authorized representative /
Officer with statutory power

[signed]

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First and last name: France Arhar
Company name: Management Board
President