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AGROKOR

Poslovni sistem Mercator d.d.
Management Board
Dunajska cesta 107

1000 LJUBLJANA
SLOVENIA

Pursuant to the provision of Article 298 of the Companies Act (hereinafter referred to as ZGD-1), and with regard to the convocation of the 26th regular Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d., Dunajska cesta 107, Ljubljana, which is to take place on June 05, 2019, at 3.30 p.m. at the company headquarters, the shareholder Agrokor d.d., Marijana Čavića 1, Zagreb, hereby submits the following

REQUEST TO AMEND THE AGENDA

of the 26th regular Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d., convened for June 05, 2019

1.

Agrokor d.d. is the holder of 4,237,376 shares of the issuer Poslovni sistem Mercator d.d., representing a 69.5680% share of the total share capital of the company Poslovni sistem Mercator d.d. Thus, the assumption from Article 298, Paragraph 1, of the ZGD-1 for submitting a request to amend the agenda of the company Shareholders Assembly is met.

2.

Pursuant to Article 298, Paragraph 1, of the ZGD-1, Agrokor d.d. hereby submits a request to amend the agenda of the 26th regular Shareholders Assembly of the company Poslovni sistem Mercator d.d., convened for June 05, 2019; more precisely, Agrokor d.d. requests that new items 3 and 4 be added after item 2 of the Shareholders Assembly agenda, with the following wording:

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 is therefore 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 is therefore 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."

Explanation:

On May 10, 2019, the shareholder Agrokor d.d. was informed that Irena Weber and Vladimir Bošnjak were resigning from the position of Supervisory Board member, with both resignations being effective as of June 05, 2019.

In order to ensure that the Supervisory Board is complete, Agrokor d.d. proposes that the Shareholders Assembly appoint two new Supervisory Board members: Mr Miodrag Borojević and Mr Paul Michael Foley.

Please find attached to the request to amend the agenda the statements of resignation submitted by the two Supervisory Board members to date, and the information about the new proposed candidates.

It is evident from the information about the proposed candidates that they are competent persons with relevant references and experience. This will ensure unhindered operation of the Supervisory Board of the company Poslovni sistem Mercator d.d.

The shareholder Agrokor d.d. also proposes a change in the company Articles of Association. The current Articles of Association stipulate in Article 36, Section 1, list item 11, that the Supervisory Board approval shall be required for Management Board resolutions or decisions to sell, transfer, lease out, or to include in any other transactions or use the Company real property portfolio, or decisions on acquisition or lease thereof, if the value of such property exceeds EUR 5,000,000 or the equivalent amount in any other currency as per the average rate of the Bank of Slovenia as at the day of the decision. The shareholder believes that the Supervisory Board should have the option to, by adopting a relevant resolution, specify a lower value of property for which Supervisory Board consent is required. The Supervisory Board may therefore decide independently on when to request approval, depending on the specified value of property or asset, taking into consideration the market conditions and importance of particular transactions.

Zagreb, May 10, 2019

[stamp]

FABRIS PERUŠKO
Extraordinary Commissioner
[signed]

Appendices:

- Statement of resignation dated May 10, 2019
- Statement of resignation dated May 10, 2019
- Information about the proposed candidate, dated May 10, 2019
- Information about the proposed candidate, dated May 10, 2019

APPENDICES

Poslovni sistem Mercator d.d.
Deputy Supervisory Board Chairman
Dunajska cesta 107

1000 LJUBLJANA
SLOVENIA

STATEMENT OF RESIGNATION

The undersigned Irena Weber, Zagreb, Rapska ulica 65, irrevocably resign from the position of Supervisory Board member of the company Poslovni sistem Mercator d.d., Ljubljana, effective as of the day of appointment of a new Supervisory Board member at the first subsequent company Shareholders Assembly.

Zagreb, May 10, 2019

[signed]
Irena Weber

The undersigned deputy Notary Public **Kristian Hukelj**, Zagreb, Mrazovićeve ulica 6, hereby confirm that the client:

IRENA WEBER, OIB (national identification number) 22832175271, ZAGREB, RAPSKA ULICA 65, recognized in my presence the signature on the document as hers. The signature on the document is genuine. Identification of the applicant submitting the document was established based on personal identity card No. 112094970 issued by Police Directorate Zagreb.

Notary Public fee for authentication pursuant to Tar. No. 1, Paragraph 4 of the Public Notary Fees Act in the amount of HRK 10.00 has been charged. Notary Public fee pursuant to Article 19, Paragraph 1 of the Rules and Regulations on Temporary Notary Public Fees, in the amount of HRK 30.00 plus VAT amounting to HRK 7.50 has been charged.

Number: OV-5975/2019
Zagreb, May 10, 2019

Deputy Notary Public
Kristian Hukelj
[signed]

The undersigned deputy Notary Public **Kristian Hukelj**, Zagreb, Mrazovićeva ulica 6, hereby confirm that this is a true copy of the original document:

Statement of resignation dated May 10, 2019, certified by deputy Notary Public Kristian Hukelj, of Zagreb, under certification number OV-5975/2019.

The document of which this is a certified copy consists of 1 page and it is certified in 1 copy. The applicant presenting the document is **JURAJ BLAŽIČKO, OIB 50076496723, ZAGREB, ULICA PETRA PETROVIĆA NJEGOŠA 6.**

Notary Public fee for authentication and certification pursuant to Tar. No. 11, Paragraph 1 of the Public Notary Fees Act in the amount of HRK 10.00 has been charged. Notary Public fee pursuant to Article 17 of the Rules and Regulations on Temporary Notary Public Fees, in the amount of HRK 30.00 plus VAT amounting to HRK 7.50 has been charged.

Number: OV-5980/2019
Zagreb, May 10, 2019

Deputy Notary Public
Kristian Hukelj
[signed]

Poslovni sistem Mercator d.d.
Deputy Supervisory Board Chairman
Dunajska cesta 107

1000 LJUBLJANA
SLOVENIA

TRANSLATION OF THE
ORIGINAL DOCUMENT

STATEMENT OF RESIGNATION

The undersigned Vladimir Bošnjak, Zagreb, Ulica Ante Topić-Mimare 45, irrevocably resign from the position of Supervisory Board member of the company Poslovni sistem Mercator d.d., Ljubljana, effective as of the day of appointment of a new Supervisory Board member at the first subsequent company Shareholders Assembly.

Zagreb, May 10, 2019

[signed]
Vladimir Bošnjak

The undersigned deputy Notary Public **Kristian Hukelj**, Zagreb, Mrazovićeua ulica 6, hereby confirm that the client:

VLADIMIR BOŠNJAK, OIB (national identification number) 47191051444, ZAGREB, ULICA ANTE TOPIĆ-MIMARE 45, recognized in my presence the signature on the document as his. The signature on the document is genuine. Identification of the applicant submitting the document was established based on personal identity card No. 105804177 issued by Police Directorate Zagreb.

Notary Public fee for authentication pursuant to Tar. No. 1, Paragraph 4 of the Public Notary Fees Act in the amount of HRK 10.00 has been charged. Notary Public fee pursuant to Article 19, Paragraph 1 of the Rules and Regulations on Temporary Notary Public Fees, in the amount of HRK 30.00 plus VAT amounting to HRK 7.50 has been charged.

Number: OV-5974/2019
Zagreb, May 10, 2019

Deputy Notary Public
Kristian Hukelj
[signed]

The undersigned deputy Notary Public **Kristian Hukelj**, Zagreb, Mrazovićeua ulica 6, hereby confirm that this is a true copy of the original document:

Statement of resignation dated May 10, 2019, certified by deputy Notary Public Kristian Hukelj, of Zagreb, under certification number OV-5974/2019.

The document of which this is a certified copy consists of 1 page and it is certified in 1 copy. The applicant presenting the document is **JURAJ BLAŽIČKO, OIB 50076496723, ZAGREB, ULICA PETRA PETROVIĆA NJEGOŠA 6**.

Notary Public fee for authentication and certification pursuant to Tar. No. 11, Paragraph 1 of the Public Notary Fees Act in the amount of HRK 10.00 has been charged. Notary Public fee pursuant to Article 17 of the Rules and Regulations on Temporary Notary Public Fees, in the amount of HRK 30.00 plus VAT amounting to HRK 7.50 has been charged.

Number: OV-5978/2019
Zagreb, May 10, 2019

Deputy Notary Public
Kristian Hukelj
[signed]

Information on the proposed Supervisory Board member Mr. Miodrag Borojević

Mr. Miodrag Borojević is an electrical engineer by vocation and holds a Master degree in management science.

Mr. Borojević was a CEO at O`key (Russian retailer), a CEO at REWE Group Italy (international retail group), a former Board member at Kaufland Croatia (one of the leading European hypermarket chains). He also held various executive positions at Kaufland International (Sales director, Head of Business Development).

Mr. Borojević currently serves as a member of the Board of Directors of Fortenova grupa d.d.

Information on the proposed Supervisory Board member Mr. Paul Foley

Mr. Paul Foley finished secondary education in the United Kingdom.

Mr. Foley has 23 years' of experience at Aldi Group (largest European discounter, Regional director, CEO at Aldi UK & Ireland) and 15 years' experience at Iceland Foods (largest English retailer, International business development, Sales director).

Paul Foley serves as a member of the Board of Directors of Fortenova grupa d.d. and is an active board member at a number of other companies, including Magnit (one of the largest Russian retailers).