



POSLOVNI SISTEM MERCATOR d.d.
Dunajska cesta 107
1000 Ljubljana

and electronically at skupscina@mercator.si

The shareholder FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia (hereinafter referred to as **Fortenova Group**), pursuant to Article 298 and other provisions of the Companies Act (ZGD-1, hereinafter referred to as **ZGD-1**), in relation to the 28th regular Shareholders Assembly (General Meeting) of the shareholders of the company Poslovni sistem Mercator d.d., Dunajska cesta 107, 1000 Ljubljana (hereinafter referred to as **Mercator d.d.**), convened for July 26, 2021, at 3.30 p.m. at the headquarters of the company Mercator d.d., hereby files the following

**REQUEST TO AMEND THE AGENDA
of the 28th regular Shareholders Assembly (General Meeting) of the
shareholders of the company Poslovni sistem Mercator d.d.**

I. Compliance with the condition pursuant to Article 298 of the ZGD-1

At the time of filing of this request, Fortenova Group holds 5,366,179 shares of the company Mercator d.d., with the symbol MELR. Thus, the shareholder exceeds one twentieth of the total share capital, in accordance with which the right is granted pursuant to Article 298, Paragraph 1, of the ZGD-1, to request an amendment to the agenda or to request an additional agenda item.

The shareholder Fortenova Group requests that the company Mercator d.d. announces this request to amend the agenda in the same way that it announced the convocation of the Shareholders Assembly (General Meeting) within the deadline stipulated by law.

II. Subject of the request

The shareholder Fortenova Group hereby requests that the agenda of the 28th regular Shareholders Assembly of the company Poslovni sistem Mercator d.d. be amended by adding a new 4th agenda item (along with the resolution proposal) with the following wording:

"4. Covering of net loss of the fiscal year 2020 and simplified decrease of share capital



RESOLUTION PROPOSALS:

- 4.1 Net loss for the fiscal year that started on January 1, 2020, and ended on December 31, 2020, amounting to EUR 55,419,885.41, shall be partly covered with positive retained earnings in the amount of EUR 16,309,818.54.
- 4.2 Share capital of the company POSLOVNI SISTEM MERCATOR d.d., amounting to EUR 254,175,051.39, shall be decreased according to the rules of simplified decrease of share capital pursuant to Article 379 of the Companies Act (ZGD-1), based on the balance sheet as of December 31, 2020, by an amount of EUR 36,000,000.00, for the purpose of covering of net loss for the fiscal year 2020 that started on January 1, 2020, and ended on December 31, 2020; after such decrease, the share capital of the company shall amount to EUR 218,175,051.39.
- 4.3 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 adopted resolution on simplified decrease of the company share capital or completed decrease of the company share capital.
- 4.4 The simplified decrease of share capital shall be effective as of the day it is entered into the court register.

Explanation of the resolution proposal:

As evident from the company financial statements for the fiscal year 2020, the company generated in 2020 a net loss of EUR 55,419,885.41. The company's positive retained earnings amount to EUR 16,309,818.54. Net loss for the 2020 fiscal year cannot be fully covered with the (positive) retained earnings. Pursuant to Article 379 of the Companies Act (ZGD-1), partial coverage is thus proposed for the net loss for the fiscal year 2020, which cannot be covered with the (positive) retained earnings, by means of simplified decrease of share capital, in the amount of EUR 36,000,000.00. Simplified decrease of share capital is proposed based on the audited financial statements of the company as of December 31, 2020.

Conditions from Article 379, Paragraph 2 of the companies Act (ZGD-1), for simplified decrease of share capital are met. In addition to the retained earnings, that only suffice for partial coverage of the net loss for the fiscal year 2020, the company does not have at its disposal revenue reserves and share premium, the release of which could cover the loss, except for legal reserves and share premium as per Article 64, Paragraph 1, Sections 1 through 3 of the Companies Act (ZGD-1), the total amount of which would not exceed 10% after the decrease of the remaining share capital. Moreover, the

company does not have at its disposal other statutory reserves or other revenue reserves; the company only has legal reserves that, combined with share premium as per Article 64, Paragraph 1, Sections 1 through 3, fall short of reaching 10% of share capital, or after the decrease of the remaining share capital, and reserves related to own (treasury) shares, that cannot be used for covering the loss."

Zagreb, on this June 30, 2021

Fortenova grupa d.d.

Fabris Peruško, chief executive director

James Pearson, executive director