

Main emphases on adopted resolutions of the 28th regular Shareholders Assembly of the company Poslovni sistem Mercator d.d. held on Monday, July 26, 2021, at the company headquarters in Ljubljana, Dunajska cesta 107

1st Item of the Agenda: 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.

The resolution was adopted.

2nd Item of the Agenda: Presentation of Annual Report and the Supervisory Board's Report on the results of Annual Report review and audit for the 2020 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 PROPOSALS:

2.A. Granting discharge from liability to the company Supervisory Board for the fiscal year 2020

The Shareholders Assembly confirms and approves of the work of the company Supervisory Board for the fiscal year 2020, and hereby grants discharge from liability to the Supervisory Board.

The resolution was adopted.

2.B. Granting discharge from liability to the company Management Board for the fiscal year 2020

The Shareholders Assembly confirms and approves of the work of the company Management Board for the fiscal year 2020, and hereby grants discharge from liability to the Management Board.

The resolution was adopted.

3rd Item of the Agenda: Changes to the company Articles of Association

RESOLUTION PROPOSALS:

The following changes and amendments to the Articles of Association of the joint-stock company Poslovni sistem Mercator d.d. shall be adopted:

3.A. Changes of company activity

Article 11 of the Articles of Association shall be amended in such way that:

- 35.140 Trade of electricity shall be added as an activity,**
- and the following activities shall be struck:**
 - 64.190 – Other monetary intermediation**
 - 64.300 – Trusts, funds and similar financial entities**
 - 66.110 – Administration of financial markets**
 - 66.120 – Security and commodity contracts brokerage**
 - 66.300 – Fund management activities**
 - 69.101 – Legal representation**

3.B. Change to Article 16, Paragraph 2 of the Articles of Association

**The wording of Article 16, Paragraph 2, shall be changed to the following wording:
The Assembly may be attended and voted at only by those shareholders who register their attendance no later than at the end of the fourth day before the Shareholders Assembly, and who are entered as shareholders in the central register of dematerialized securities as at the end of the seventh day before the Assembly.**

3.C. Change to Article 18 of the Articles of Association

Article 18 of the Articles of Association shall be amended in such way that three new paragraphs shall be added after Paragraph 3, with the following wording:

The party convening the Shareholders Assembly may specify in the convocation thereof that the shareholders may attend the Assembly and vote before the Assembly or at the Assembly by using electronic means, without their physical presence (electronic Assembly/general meeting).

If an electronic Assembly is held, then the following rules shall be observed in particular:

- the technical solution for the electronic Assembly shall enable the broadcast of video (image) and sound of the entire Assembly;**
- the company shall provide suitable conditions and method for establishing the identity of the shareholders or their proxies, and for safe electronic communication, in a way that does not make participation difficult for the shareholders due to disproportionate requirements;**
- the technical solution should enable the shareholders to vote on Assembly proposals, raise questions, hold a discussion, send counterproposals or propose additional agenda items, announcing intent to challenge resolutions, and other corporate actions related to a Shareholders Assembly/General Meeting;**
- the technical solution shall ensure safe electronic communication;**
- required publicity shall be provided with regard to the electronic Assembly, with adequate notification in the Shareholders Assembly convocation.**

The company Management Board shall be authorized to specify in further detail the rules of the procedure for participation and voting at the electronic Assembly,

and other aspects of the execution of the electronic Assembly, and disclose such rules on the company website.

The resolution was adopted.

4th Item of the Agenda: 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.**

The resolution was adopted.

- 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.**

The resolution was adopted.

- 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.**

The resolution was adopted.

- 4.4 The simplified decrease of share capital shall be effective as of the day it is entered into the court register.**

The resolution was adopted.

Poslovni sistem Mercator, d.d.
Management Board