



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

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1000 Ljubljana

in po elektronski poti na
skupscina@mercator.si

and via e-mail to skupscina@mercator.si

Delničar FORTENOVA GRUPA d.d.,
Marijana Čavića 1, 10000 Zagreb, Republika
Hrvatska (v nadaljevanju: **Fortenova Grupa**)
na podlagi tretjega odstavka 295. člena
Zakona o gospodarskih družbah (v
nadaljevanju: **ZGD-1**) in določbe tretjega
odstavka 18. člena statuta družbe Poslovni
sistem Mercator d.d., Dunajska cesta 107,
1000 Ljubljana (v nadaljevanju: **Družba**),
vlaga naslednjo

Pursuant to the Paragraph 3 Article 295 of
the Slovenian Companies Act (hereinafter:
CA-1) and provision of the Paragraph 3
Article 18 of the articles of association of the
company Poslovni sistem Mercator d.d.,
Dunajska cesta 107, 1000 Ljubljana
(hereinafter: the **Company**), the shareholder
FORTENOVA GRUPA d.d., Marijana Čavića
1, 10000 Zagreb, the Republic of Croatia
(hereinafter: **Fortenova Group**), submits the
following

ZAHTEVO ZA SKLIC
skupščine delničarjev družbe Poslovni
sistem Mercator d.d.

REQUEST FOR CONVOCATION
of the general meeting of shareholders
of the company Poslovni sistem
Mercator d.d.

I. Izpolnjevanje pogoja iz 295. člena ZGD-1

Delničar Fortenova Grupa je v času te
zahteve imetnik 5.427.500 delnic Družbe z
oznako MELR, kar predstavlja 89,11%
osnovnega kapitala Družbe. Posledično je v
skladu z določbo tretjega odstavka 295.
člena ZGD-1 in tretjega odstavka 18. člena
statuta Družbe upravičen zahtevati, da
uprava Družbe skliče skupščino Družbe in na
dnevni red tako sklicane skupščine uvrsti
spodaj navedene točke dnevnega reda
skupaj s predlogi sklepov.

**I. Fulfilment of conditions under Article
295 of CA-1**

At the moment of this request, Fortenova
Group is holder of 5,427,500 shares of the
Company with ticker MELR, which represent
89.11% of share capital of the Company.
Pursuant to the provisions of Paragraph 3
Article 295 of CA-1 and Paragraph 3 Article
18 of articles of association of the Company,
the shareholder is hence entitled to request
that the management board of the Company
convenes the general meeting of
shareholders of the Company and places on
the agenda the below listed points, together
with proposals of resolutions.

II. Predmet zahteve

Delničar Fortenova Grupa zahteva, da
uprava Družbe v skladu s četrnim odstavkom
295. člena ZGD-1 čimprej, vendar
najpozneje v enem mesecu, skliče
skupščino, ki mora zasedati najpozneje v
dveh mesecih od prejema te zahteve, z
dnevnim redom, ki je naveden v tej zahtevi.

II. Subject of the request

The shareholder Fortenova Group requests
that pursuant the Paragraph 4 Article 295 of
the CA-1 the management board of the
Company as soon as possible, but no later
than in one month, convenes the general
meeting, which must be held at the latest in
two months after the receipt of this request,
with the agenda stated in this request.



Delničar Fortenova Grupa predlaga naslednji dnevni red skupščine in predloge sklepov:

1. Otvoritev skupščine, ugotovitev sklepčnosti, izvolitev organov skupščine

PREDLOG SKLEPA:

»Za predsednika skupščine se izvoli Pavle Pensa, odvetnik v Ljubljani.«

Obrazložitev predloga sklepa:

V skladu s statutom družbe skupščino vodi predsednik, ki ga na predlog sklicatelja izvolijo delničarji.

2. Povečanje osnovnega kapitala s stvarnimi vložki

PREDLOG SKLEPA:

»2.1 Osnovni kapital družbe POSLOVNI SISTEM MERCATOR d.d. se poveča z novim stvarnim vložkom iz 218.175.051,39 EUR za 5.970.011,94 EUR tako, da celotni osnovni kapital družbe po povečanju znaša 224.145.063,33 EUR.

2.2 Zaradi izvedbe povečanja osnovnega kapitala bo izdanih 166.667 novih nematerializiranih navadnih imenskih kosovnih delnic z ISIN kodo SI0031100082 in s pripadajočim zneskom 35,82 EUR, ki tvorijo isti razred z že izdanimi rednimi navadnimi imenskimi kosovnimi delnicami družbe in dajejo delničarjem (i) pravico do udeležbe pri upravljanju družbe, (ii) pravico do udeležbe pri dobičku družbe (dividendo) in (iii) pravico do sorazmernega dela preostalega dela premoženja po likvidaciji ali stečaju družbe.

2.3 Emisijski znesek 1 (ene) nove navadne imenske kosovne delnice je enak 36,00 EUR (šestintrideset evrov).

2.4 Nove delnice bodo izdane v nematerializirani obliki z vpisom v centralni register nematerializiranih vrednostnih papirjev pri KDD – Centralna klirinško

The shareholder Fortenova Group proposes the following agenda and proposals of resolutions:

1. Opening of the general meeting, establishment of the quorum, election of bodies of general meeting

PROPOSAL OF RESOLUTION:

“Attorney Pavle Pensa, who is based in Ljubljana, shall be elected as the chairman of the general meeting .”

Reasons for proposal of the resolution

In accordance with the company's articles of association the general meeting is to be chaired by the person, nominated by the convening person and elected by the shareholders.

2. Share capital increase with contribution in kind

PROPOSAL OF RESOLUTION:

“2.1 Share capital of the company POSLOVNI SISTEM MERCATOR d.d. shall be increased with new contribution in kind from EUR 218,175,051.39 for EUR 5,970,011.94, so that after the increase the entire share capital of the company amounts EUR 224,145,063.33.

2.2 As a result of share capital increase, 166,667 new book-entry ordinary registered no-par value shares with ISIN code SI0031100082 and with corresponding amount of EUR 35.82, which constitute the same class with the already issued ordinary registered no-par value shares of the company and give shareholders (i) the right to participate in governance of the company, (ii) the right to participate in profits of the company (dividend), and (iii) the right to proportional part of remaining assets after liquidation or bankruptcy of the company, shall be issued.

2.3 The issue amount of 1 (one) new ordinary registered no-par value share is equal to EUR 36,00 (thirty-six euros).

2.4 New shares will be issued in book-entry form with registration in the central register of book-entry securities with KDD – Central Securities Clearing Corporation, LLC. The



depotna družba, d.o.o. Delničar, ki vpiše in vplača nove delnice, se vpiše kot imetnik delnic v centralni register.

2.5 Prednostna pravica obstoječih delničarjev družbe do novih delnic se izključuje.

2.6 V roku za vpis in vplačilo novih delnic, ki bo na sedežu družbe od 3. dne od zasedanja skupščine do 25. dne od zasedanja skupščine, lahko nove delnice vpiše in vplača FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republika Hrvatska in sicer tako, da kot predmet stvarnega vložka prenese na družbo POSLOVNI SISTEM MERCATOR d.d. del svoje terjatve do družbe POSLOVNI SISTEM MERCATOR d.d., in sicer v znesku 6.000.012,00 EUR, kar predstavlja del terjatve na vračilo glavnice iz naslova posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014, sklenjene med družbo POSLOVNI SISTEM MERCATOR d.d. kot posojilodajalcem in družbama Agrokor Investments B.V. in Agrokor d.d. kot posojilodajalcema, pri čemer je Agrokor d.d. kot prvotni posojilodajalec na podlagi navedene pogodbe izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini glavnice 20.000.000,00 EUR, terjatve posojilodajalca Agrokor d.d. iz naslova navedene posojilne pogodbe pa so bile kasneje prenesene na družbo FORTENOVA GRUPA d.d. FORTENOVA GRUPA d.d. na podlagi vplačila stvarnega vložka (prenosa terjatve) pridobi eno novo nematerializirano navadno imensko kosovno delnico s pripadajočim zneskom 35,82 EUR za vsakih 36 EUR prenesene terjatve. Za stvarni vložek se tako zagotovi 166.667 novih nematerializiranih navadnih imenskih kosovnih delnic s pripadajočim zneskom 35,82 EUR.

2.7 Povečanje kapitala s stvarnimi vložki mora pregledati revizor.

2.8 Hkrati s podano izjavo o vpisu novih delnic je dolžan vpisnik vplačati prodajno

shareholder, who subscribes and pays new shares, is registered as a holder of shares in the central register.

2.5 Preference right of the existing shareholders of the company to new shares is excluded.

2.6 Within the deadline for subscription and payment of new shares, which will be possible at the seat of the company from the 3rd day after the general meeting until the 25th day after the general meeting, the new shares can be subscribed and paid by FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, the Republic of Croatia, by transferring as a contribution in kind to the company POSLOVNI SISTEM MERCATOR d.d. a part of its claim against the company POSLOVNI SISTEM MERCATOR d.d., namely a part of the claim in the amount of EUR 6,000,012.00, for repayment of the principal pursuant to the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated 26 June 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as borrower and companies Agrokor Investments B.V. and Agrokor d.d. as lenders, while Agrokor d.d. as original lender has on the basis of the said agreement paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 20,000,000.00, and Agrokor d.d.'s receivables resulting from the said loan agreement have been subsequently transferred to the company FORTENOVA GRUPA d.d. Based on the payment of the contribution in kind (transfer of claim), FORTENOVA GRUPA d.d. receives one new book-entry ordinary registered no-par value share with the corresponding amount of EUR 35,82 for each EUR 36 of the transferred claim. 166,667 new book-entry ordinary registered no-par value shares with the corresponding amount of EUR 35,82 are granted for contribution in kind.

2.7 The share capital increase with contributions in kind shall be reviewed by an auditor.

2.8 Concurrently with submitted subscription statement, the subscriber must pay the value



vrednost delnic v višini emisijskega zneska delnice iz točke 2.3 tega sklepa, pomnoženega s številom vpisanih novih delnic, in sicer tako da veljavno prenese terjatev v znesku 6.000.012,00 EUR, ki je navedena pod točko 2.6 tega sklepa, na družbo POSLOVNI SISTEM MERCATOR d.d.

2.9 Vpis delnic je veljaven, če so delnice tudi vplačane.

2.10 Končni znesek povečanja osnovnega kapitala je enak številu novo vpisanih in vplačanih delnic, pomnoženim s pripadajočim zneskom ene delnice v višini 35,82 EUR.

2.11 Nadzorni svet družbe je pooblaščen za sprejem sprememb in dopolnitev statuta družbe zaradi uskladitve njegovega besedila z izvedenim povečanjem osnovnega kapitala družbe.

2.12 Povečanje osnovnega kapitala začne veljati z dnem vpisa v sodni register.«

Obrazložitev predloga sklepa:

Na podlagi posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014, sklenjene med družbo POSLOVNI SISTEM MERCATOR d.d. kot posojilojemalcem in družbama Agrokor Investments B.V. in Agrokor d.d. kot posojilodajalcema je Agrokor Investments B.V. izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini 200.000.000,00 EUR in Agrokor d.d. izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini 20.000.000,00 EUR. V skladu z navedeno pogodbo ima vsak imetnik posojilne terjatve pravico, da posojeni znesek, pod pogojem, da skupščina družbe POSLOVNI SISTEM MERCATOR d.d. sprejme ustrezen sklep o povečanju kapitala, konvertira v kapital posojilojemalca.

Terjatev iz naslova glavnice v višini 200.000.000,00 EUR je posojilodajalec Agrokor Investments B.V. konvertiral že leta

of shares equal to the issue amount of the share under the point 2.3 of this resolution, multiplied with the number of subscribed new shares, by validly transferring claim in the amount of EUR 6,000,012.00, which is described under point 2.6 of this resolution, to the company POSLOVNI SISTEM MERCATOR d.d.

2.9 Subscription of shares is valid if shares are paid.

2.10 Final amount of share capital increase is equal to the amount of newly subscribed and paid shares, multiplied with the corresponding amount of one share in the amount of EUR 35,82.

2.11 The supervisory board of the company is authorized to adopt changes and supplementations of articles of association of the company to align their text with the performed share capital increase of the company.

2.12 Share capital increase begins to be valid as of the registration in the court register.”

Reasons for proposal of the resolution

Pursuant to the “EUR 220.000.000 Super Subordinated Loan Agreement” dated 26 June 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as borrower and companies Agrokor Investments B.V. and Agrokor d.d. as lenders, Agrokor Investments B.V. paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 200,000,000.00, and Agrokor d.d. paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 20,000,000.00. In accordance with the said agreement, each holder of the loan claim has a right to convert the loaned amount in the capital of the borrower, subject to the general meeting of POSLOVNI SISTEM MERCATOR d.d. adopting an appropriate resolution on share capital increase.

The claim resulting from principal amount of EUR 200,000,000.00, Agrokor Investments B.V. as lender already converted in 2014



2014 na podlagi sklepa sprejetega na 21. izredni skupščini družbe POSLOVNI SISTEM MERCATOR d.d. z dne 21. 10. 2014.

Terjatev družbe Agrokor d.d. na podlagi posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014 je bila prenesena na družbo FORTENOVA GRUPA d.d. S sprejetjem predlaganega sklepa bo družbi FORTENOVA GRUPA d.d. omogočeno, da del svoje terjatve iz naslova glavnice po omenjeni posojilni pogodbi konvertira v osnovni kapital družbe POSLOVNI SISTEM MERCATOR d.d., in sicer del, ki znaša 6.000.012,00 EUR.

Emisijska vrednost ene delnice je 36 EUR in je tako enaka ceni iz prevzemne ponudbe družbe FORTENOVA GRUPA d.d., ki je bila objavljena in podana na podlagi dovoljenja Agencije za trg vrednostnih papirjev z dne 25. 05. 2021.

Glede na to, da gre za povečanje kapitala s stvarnim vložkom, pri katerem je potrebno že v sklicu skupščine navesti tako predmet stvarnega vložka, kot osebo, ki bo vložila stvarni vložek, je izključitev prednostne pravice obstoječih delničarjev nujna, saj lahko konkreten stvarni vložek prispeva le točno določena oseba. Izključitev prednostne pravice na način, določen v predlaganem sklepu, je v ekonomskem interesu družbe, saj se s tem zmanjšuje zadolženost družbe. Povečanje osnovnega kapitala s stvarnim vložkom je tudi potrebno, da bo omogočena izpolnitev obveznosti do imetnikov obveznic po pogodbi o vpisu obveznic, z izdajo katerih je delničar zagotovil denarna sredstva za refinanciranje t.i. WGD dolga družbe POSLOVNI SISTEM MERCATOR d.d.

based on the resolution adopted on the 21st extraordinary general meeting of the company POSLOVNI SISTEM MERCATOR d.d. dated 21 October 2014.

The claim of the company Agrokor d.d. on the basis of the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated 26 June 2014 was transferred to the company FORTENOVA GRUPA d.d. With adoption of the proposed resolution, the company FORTENOVA GRUPA d.d. will be able to convert part of its claim resulting from the principal amount under the mentioned loan agreement into the share capital of the company POSLOVNI SISTEM MECATOR d.d., namely a part of the claim in the amount of EUR 6,000,012.00.

The issue amount of one share is EUR 36 and is equal to the price under the mandatory takeover offer of the company FORTENOVA GRUPA d.d., which was published and given on the basis of the authorization of the Slovenian Securities Agency dated 25 May 2021.

Considering the share capital increase with contribution in kind, where a convocation of the general meeting must include the object of contribution in kind as well as a person, which will contribute the contribution in kind, the exclusion of preference right of the existing shareholders is necessary, as the concrete contribution in kind can only be contributed by exactly determined person. Exclusion of the preference right, as set out in the proposed resolution, is in the economic interest of the company, as it decreases its indebtedness. The share capital increase is also necessary to enable fulfilment of obligations towards the noteholders under the subscription agreement for notes, with issuance of which the shareholder has guaranteed the funds for refinancing of the so-called WGD debt of the company POSLOVNI SISTEM MERCATOR d.d.



Prijedlog za sazivanje skupštine dioničara društva Poslovni sistem Mercator d.d. – potpisna stranica
Proposal to convene the shareholder assembly of Poslovni sistem Mercator d.d. – signature page

Zagreb, dne 27. 07. 2021.

Fortenova grupa d.d.

Fabris Peruško, glavni izvršni direktor

James Pearson, izvršni direktor