

Pursuant to Articles 299 and 300 of the Companies Act (ZGD-1) and the Rules and Regulations of the Ljubljana Stock Exchange, d.d., the company Poslovni sistem Mercator, d.d., hereby announces the following:

COUNTERPROPOSAL FOR THE 30th EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (SHAREHOLDERS ASSEMBLY) OF POSLOVNI SISTEM MERCATOR d.d., CONVENED FOR DECEMBER 6, 2021

Counterproposal to item 2 of the agenda (Squeeze-Out of Minority Shareholders), as proposed by the shareholder VZMD – Pan-Slovenian Shareholders Association, Hrenova 13, 1000 Ljubljana

RESOLUTION COUNTER-PROPOSAL:

- "2.1 *The Shareholders Assembly shall peruse the Report on Requirements for Transfer of Shares and Appropriateness of the Amount of Cash Consideration for Minority Shareholders, prepared by the majority shareholder, i.e., the company FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia ("Majority Shareholder"), and the Report on Appropriateness of Cash Consideration, prepared by the auditor PIT Leitner d.o.o.*
- 2.2 *The Shareholders Assembly shall be informed that the Majority Shareholder of the company POSLOVNI SISTEM MERCATOR d.d., Dunajska cesta 107, 1000 Ljubljana ("the Company"), holds 5,594,167 shares of the Company with symbol MELR, which corresponds to 90.005% (rounded to three decimal places) share in the share capital of the Company, taking into account the 42,192 treasury shares held by the Company, pursuant to Article 384, Paragraph 2, in relation to Article 528, Paragraph 2 of the Companies Act (ZGD-1).*
- 2.3 *All Company shares that are not treasury shares or shares held by the Majority Shareholder, i.e., 621,261 MELR shares held by minority shareholders of the Company on the day of entry of this resolution into the Court Register ("Minority Shareholders"), shall be transferred to the Majority Shareholder in exchange for consideration in the amount of EUR 145.25 per one MELR share ("Cash Consideration") on the day when this resolution is entered into the Court Register.*
- 2.4 *Pursuant to Article 23 of the Book-Entry Securities Act (ZNVP-1), the Majority Shareholder shall transfer the Cash Consideration to KDD d.o.o. for the following account:*
- *if the Company shares held by Minority Shareholders are free of any encumbrances, to the account of Minority Shareholders, or,*
 - *if Company shares held by Minority Shareholders are encumbered with a pledge, to the account of the pledgee and/or pledgees to the benefit of whom the pledge is entered in the central register of book-entry securities operated by KDD d.o.o., on the share or shares held by a Minority Shareholder or Minority Shareholders on the day of entry of the resolution on the transfer of shares to the Majority Shareholder into the Court Register.*
- 2.5 *The Majority Shareholder shall, immediately after the entry of this resolution into the Court Register, pay the Cash Consideration to the Minority Shareholders. ERSTE&STEIERMÄRKISCHE BANK d. d., Jadranski trg 3a, Rijeka, Croatia, shall be jointly and severally liable for the payment of the Cash Consideration pursuant to Paragraph 2 of the Article 385 of the Companies Act (ZGD-1)."*

Counter-proposal explanation:

The Pan-Slovenian Shareholders Association (Vseslovensko združenje malih delničarjev – VZMD) fundamentally opposes the squeeze-out of minority shareholders from the company, especially considering the inadequate cash consideration proposed by the majority shareholder, the company FORTENOVA GRUPA d.d., with regard to which they have received since the Shareholders Assembly convocation numerous calls from shareholders who absolutely disagree with such amount of cash consideration.

Moreover, the proposed squeeze-out of minority shareholders has, in their opinion, sadly, confirmed the VZMD's publicly disclosed concern, anticipation, and warning that the only purpose of the capital increase, adopted at the most recent Shareholders Assembly, in the amount of no more than EUR 5.9 million, was for the majority shareholder to exceed the 90% ownership threshold and thus enable the subsequent minority shareholder squeeze-out. With the exclusion of the right of the remaining shareholders to participation in the capital increase, the majority shareholder exceeded the said 90-percent threshold with a surgical precision of no more than 0.005 percent! VZMD is currently challenging this capital increase, which is why – such is the belief of the experts working with the VZMD – it should not be taken into account neither in determining the mandatory prerequisites for the minority shareholder squeeze-out, nor in the calculation of an appropriate cash consideration.

A Presentation of Estimated Values of Individual Companies held by Agrokor in June 2018 (<https://nagodba.agrokor.hr/storage/2018/06/Agrokor-Presentation-on-Final-Enterprise-Value-Estimates-1.pdf>) is available on AGROKOR's WEBSITE (<https://nagodba.agrokor.hr/en/presentation-final-enterprise-value-estimates/>) in which the value of POSLOVNI SISTEM MERCATOR is estimated to be in the range from EUR 623 million to EUR 1,315 million, with mean value of EUR 878.6 million. Taking into account the mean value as estimated by AGROKOR, and disregarding the recent disputed capital increase and the number of treasury shares (which do not bear a right to a cash consideration in case of a squeeze-out), the cash consideration for the squeezed-out minority shareholders should be EUR 145.25 per share, which is also proposed by the VZMD with this counterproposal.

Management Board opinion regarding the counterproposal

Squeeze-out of minority shareholders of the company Poslovni sistem Mercator d.d. was proposed by the majority shareholder FORTENOVA GRUPA d.d. The company Management Board was obliged to announce the Shareholders Assembly convocation in line with this shareholder's request to do so. In their counterproposal, the shareholder VZMD opposes the squeeze-out of minority shareholders from the company due to the inadequate cash consideration proposed by the majority shareholder (EUR 36 per MELR share), as in their opinion the cash consideration should amount to EUR 145.25 per MELR share. It follows from the report by the company FORTENOVA GRUPA d.d. as the majority shareholder, that the amount of cash consideration of EUR 36 per share was specified by the majority shareholder based on the opinion of the certified enterprise value appraiser – the company KPMG d.o.o. whose opinion was that the market value for a 100-percent share of the company's share capital, based on the rules of valuation in case of transfer of minority shareholder's shareholdings to the majority shareholder (taking into account the company assets and profit), was in the range from

EUR 28 to EUR 36 per share; therefore, the offered cash consideration is at the upper end of the interval of estimated/appraised value. The appropriateness of the cash consideration offered by the majority shareholder has been, consistently with the law, reviewed and approved by the auditor, the company PIT LEITNER d.o.o., while the cash consideration proposed by the VZMD in their counterproposal is based on a document that is more than 3 years old (Presentation of Estimated Values of Individual Companies held by Agrokor in June 2018) and which, in the opinion of the Management Board, does not provide a realistic account of the assets and profits of the company Poslovni sistem Mercator d.d., nor an appropriate amount of cash consideration to minority shareholders. Therefore, the Management Board opposes the counterproposal by the shareholder VZMD.

Poslovni sistem Mercator d.d.

Management Board