

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 23, 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 main shareholder, i.e., the company FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia ("Main 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 Main 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 Main 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 Main Shareholder in exchange for consideration in the amount of EUR 204.33 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 Main Shareholder shall transfer the Cash Consideration to KDD d.o.o.:

- if the Company shares held by Minority Shareholders are free of any encumbrances, for the account of Minority Shareholders, or,
- if Company shares held by Minority Shareholders are encumbered with a pledge, for 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 Main Shareholder into the Court Register.

2.5 The Main 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) opposes the squeeze-out of minority shareholders from the company due to woefully inadequate cash consideration proposed by the main shareholder, the company FORTENOVA GRUPA d.d., with regard to which we have received since the previous (cancelled) 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, sadly, confirmed VZMD's publicly disclosed concern and presumption 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 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 mandatory 90-percent threshold, as provided by law, 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 considered neither in determining the mandatory prerequisites for the minority shareholder squeeze-out, nor in the calculation of an appropriate cash consideration.

After VZMD filed a counterproposal that included a higher cash consideration for the General Meeting of Shareholders (Shareholders Assembly) convened for December 6, 2021, at the request of the main shareholder, which was subsequently cancelled on November 22, 2011, also at the request of the main shareholder, and the release of the Mercator management's position in this respect, the VZMD prepared and received further corroboration and analyses that all point out the necessity to increase the cash consideration to at least EUR 204.33 per Mercator share. In the previous counterproposal dated November 12, 2021, the VZMD proposed EUR 145.25 per share as adequate cash consideration, which our experts based on the Presentation of Final Enterprise Value Estimates (<https://nagodba.agrokor.hr/storage/2018/06/Agrokor-Presentation-on-Final-Enterprise-Value-Estimates-1.pdf>) for companies held by the company AGROKOR, dated June 2018, which estimates the value of POSLOVNI SISTEM MERCATOR to between EUR 623 million and EUR 1,315 million, with the mean value of EUR 878.6 million.

Mercator's Management Board publicly released the VZMD's counterproposal, along with a note that it disagrees with and opposes such counterproposal, stating that the VZMD's proposal was "based on a document that is more than 3 years old". VZMD's experts find such conduct of Mercator's Management Board highly inappropriate, and they are perplexed by the utterly false and misleading statements or arguments in the Management Board's publicly released opinion, since the same Management Board, throughout the period (of the last three years), reported every time – at General Meetings of Shareholders (Shareholders Assemblies), upon presentation of Annual Reports and otherwise – on improving business performance. Indeed, as this (new) counterproposal (dated November 25, 2021) was being drafted, Mercator's Management Board posted on the Ljubljana Stock Exchange's portal (SeoNet) a press release titled "Mercator improves business performance again in the first nine months of the year".

The VZMD points out that AGROKOR as the majority shareholder estimated Mercator's value in 2018 based on the estimated EBITDA for the years 2019 and 2020. EBITDA for 2019 was estimated at EUR 106.6 million, and EBITDA for 2020 was estimated at EUR 115.7 million. According to Mercator's own annual reports, however, actual EBITDA for 2019 was EUR 170.4 million (exceeding AGROKOR's estimate by 59.84%), and actual EBITDA for 2020 was EUR 162.76 million (40.67% above the AGROKOR's estimate). Thus, actual EBITDA for 2019 and 2020 was more than 40% higher than in AGROKOR's estimate from 2018.

Considering these – official and publicly released – statements and the incomparably higher value, it is more than obvious that a fair cash consideration amounts to at least EUR 204.33 per Mercator share, which is hereby demanded 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. 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. Appropriateness of cash consideration offered by the main shareholder was, in compliance with the law, reviewed and approved by an auditor, the company PIT Leitner d.o.o. Therefore, the Management Board of the company Poslovni sistem Mercator d.d. opposes the counterproposal by the shareholder VZMD.

Poslovni sistem Mercator d.d.

Management Board

