

Main emphases on adopted resolutions of the 30th extraordinary Shareholders Assembly of the company Poslovni sistem Mercator d.d. held on Thursday, December 23, 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: Squeeze-out of minority shareholders

RESOLUTION PROPOSALS:

- 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 Čaviča 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 36 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).*

The resolution was adopted.

Poslovni sistem Mercator, d.d.
Management Board