

POSLOVNI SISTEM MERCATOR d.d.
President of the Management Board
Dunajska cesta 107
1000 LJUBLJANA

REQUEST FOR CONVOCAION OF GENERAL MEETING OF SHAREHOLDERS (SHAREHOLDERS ASSEMBLY)

Pursuant to Article 295, Paragraph 3, of the Companies Act (ZGD-1), the shareholder FORTENOVA GRUPA d.d., which is the holder of all shares bearing voting right, i.e., 6,215,418 shares of the issuer Mercator d.d., representing 100% of all votes, hereby

requests

that the Management Board of the company Mercator d.d. convene the general meeting of company shareholders (the Shareholders Assembly) with the following

agenda:

1. 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.

2. Delisting of shares from the regulated market

Resolution proposal:

- 2.1. All 6,257,610 ordinary registered no-par value shares of the issuer Poslovni sistem Mercator d.d., issued in the central register of dematerialized securities, kept by the Securities Clearing Corporation (Klirinško depotna družba d.o.o.) in Ljubljana with the ISIN code SI0031100082 and symbol MELR shall be delisted from the regulated securities market (prime listing of the Ljubljana Stock Exchange – Ljubljanska borza d.d.).
- 2.2. Considering the fact that on the day of adoption of this resolution the company Poslovni sistem Mercator d.d. has only one – main – shareholder, the company no longer offers shares for acquisition in exchange for adequate consideration to those shareholders who would oppose the Shareholders Assembly and object to such resolution.
- 2.3. This resolution about the delisting of shares from the regulated market shall be effective upon its entry into the court register.

Explanation:

At the 30th extraordinary general meeting (Shareholders Assembly) of the company Poslovni sistem Mercator d.d., held on December 23, 2021, a resolution on minority shareholder squeeze-out was adopted, based on which all shares of the company, which are not treasury

shares and which had not been held by the main shareholder, were transferred to the main shareholder in exchange for a consideration of EUR 36.00 per MELR share.

With the transfer of shares to FORTENOVA GRUPA d.d. as at April 1, 2022, FORTENOVA GRUPA d.d. thus became the sole shareholder of the company Poslovni sistem Mercator d.d. As a result, trading with shares on the regulated securities market (prime listing of the Ljubljana Stock Exchange – Ljubljanska borza d.d.) is no longer reasonable.

Zagreb, April 5, 2022



FORTENOVA GRUPA d.d.



Fabris Peruško
Chief Executive Director



James Pearson
Executive director