

Pursuant to Article 295, Paragraph 3, of the Companies Act (ZGD-1), the Management Board of the company Poslovni sistem Mercator d.d. hereby convenes the

31st extraordinary General Meeting of Shareholders (Shareholders Assembly) of the company Poslovni sistem Mercator d.d.,

to take place on April 12, 2022, at 11.00 a.m. at the company headquarters at Dunajska cesta 107, Ljubljana.

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.

Explanation of the resolution proposal:

Pursuant to the company Articles of Association, the company Shareholders Assembly shall be presided over by a Chairperson elected by the shareholders upon proposal by the party convening the 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 of the resolution proposal:

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.

The general meeting of shareholders (Shareholders Assembly) may only be attended by and voting rights may only be exercised by the shareholder who is entered as a shareholder in the centralized register of dematerialized securities as at the end (close of business) of the 7th day before the general meeting of shareholders (Shareholders Assembly), i.e., on April 5, 2022 (cut-off date).

Ljubljana, April 6, 2022

President of the Management Board:
Tomislav Čizmić