



NOTARY PUBLIC BOJAN PODGORŠEK

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Ref. No.: SV 437/22

NOTARIAL RECORD OF PROCEEDINGS

31st (thirty-first) general meeting of shareholders (Shareholders Assembly) of the company
POSLOVNI SISTEM MERCATOR d.d.
Dunajska cesta 107, 1000 Ljubljana,
registration number 5300231000,

which took place on Tuesday, April 12, 2022 (twelfth of April, two thousand twenty-two), at 11.00 a.m. (eleven hours zero minutes in the morning), at the company headquarters in Ljubljana, Dunajska cesta 107 (one hundred seven). The convocation of the general meeting of shareholders (Shareholders Assembly) was announced on April 11, 2022 (eleventh of April, two thousand twenty-two) on the website of AJPES (Agency of the Republic of Slovenia for Public Legal Records and Related Services) under the number 5408652 (five-four-zero-eight-six-five-two), on the company website, and on the website of the Ljubljana Stock Exchange (Ljubljanska borza d.d.), SEOnet. A copy of the announcement on the AJPES website is attached with this Notarial Record of Proceedings. Other proofs of convocation and written power of attorney for representation at the session are kept by the company.-----

Item 1 (one) of the agenda: Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson -----

Based on the attached power of attorney issued by Tomislav Čizmić, President of the Management Board of the company, the session was opened by the proposed Shareholders Assembly chairman Pavle Pensa, attorney at law. The Shareholders Assembly chairman presented to the participants the information about the convocation. He declared that the Shareholders Assembly reached quorum and that it can make valid decisions, since the sole shareholder FORTENOVA GRUPA d.d., Zagreb, is in attendance, represented based on written power of attorney by Hido Lajtman. The sole shareholder holds 6,215,418 (six million two hundred fifteen thousand four hundred eighteen) shares representing 99.32% (ninety-nine point three two percent) of the share capital and 100% (one hundred percent) of shares bearing voting right (voting shares). Company share capital is divided into 6,257,610 (six million two hundred fifty-seven thousand six hundred ten) shares. The company holds 42,192 (forty-two thousand one hundred ninety-two) treasury shares that do not bear any voting right. The Statement of Shareholders, attached herewith, indicates that the participating shareholder is entered as the shareholder in the central register of dematerialized securities at the end of the seventh day

before the session of the general meeting of shareholders (Shareholders Assembly), i.e., on the cut-off date of April 5, 2022 (fifth of April, two thousand twenty-two).-----

Pavle Pensa, attorney at law, proposes the following **resolution** for a vote by raising hands:---

- *Pavle Pensa, attorney at law from Ljubljana, shall be appointed Chairman of the Shareholders Assembly.* -----

Result of the vote: -----

- number of shares for which valid votes were cast was: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen); -----
- share of these shares in the company's share capital: 99.32% (ninety-nine point three two percent) and 100% (one hundred percent) without the treasury shares; -----
- total number of valid votes cast: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen); -----
- number of votes in favour of (FOR) the proposal: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen) or 100% (one hundred percent) of the votes cast; -----
- number of votes AGAINST the proposal: 0 (zero); -----
- number of ABSTAINED votes: 0 (zero).-----

The elected chairman of the Shareholders Assembly Pavle Pensa finds that the resolution is unanimously adopted and declares it. He signs the attached Statement of shareholders (list of participants).-----

Item two of the agenda: Delisting of shares from the regulated market -----

The Shareholders Assembly chairman reads the proposed resolution, complete with explanation, and invites the attendants to a discussion. After finding that there was no discussion, he proposes the following **resolution** for a vote: -----

- 2.1. *All 6,257,610 (six million two hundred fifty-seven thousand six hundred ten) 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 (SI zero zero three one one zero zero zero eight two) and symbol MELR shall be delisted from the regulated securities market (standard/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.* -----

Result of the vote: -----

- number of shares for which valid votes were cast was: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen); -----
- share of these shares in the company's share capital: 99.32% (ninety-nine point three two percent) and 100% (one hundred percent) without the treasury shares; -----
- total number of valid votes cast: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen); -----
- number of votes in favour of (FOR) the proposal: 6,215,418 (six million two hundred fifteen thousand four hundred eighteen) or 100% (one hundred percent) of the votes cast; -----
- number of votes AGAINST the proposal: 0 (zero);-----
- number of ABSTAINED votes: 0 (zero).-----

The Shareholders Assembly chairman finds that the resolution was unanimously adopted with a 100% (one hundred percent) majority of the share capital, excluding treasury shares, and declares it.-----

The Shareholders Assembly chairman closes the Shareholders Assembly (general meeting of shareholders) session at 11.05 a.m. (eleven hours five minutes in the morning).-----

This Notarial Record of Proceedings does not include the entire content of particular statements of the participants, but rather only the legally relevant facts as provided in Article 69 of the Notary Act (Zakon o notariatu – ZN, Official Journal of the Republic of Slovenia, No. 13/94 – 189/20) and Article 305, Paragraph four, of the Companies Act (Zakon o gospodarskih družbah, Official Journal of the Republic of Slovenia, No. 65/09 – 18/21).-----

This Notarial Record of Proceedings, complete with all attachments, was read, approved, and signed following the conclusion of the session on April 12, 2022, by the Shareholders Assembly chairman Pavle Pensa, attorney at law.-----

Appendices: -----

- power of attorney by the President of the Management Board to open the Shareholders Assembly; -----
- statement of shareholders from the share register as at the cut-off date for attendance at the general meeting of shareholders (Shareholders Assembly), -----
- copy of announcement of convocation on the website of AJPES (Agency of the Republic of Slovenia for Public Legal Records and Related Services) -----

Signatures, m.p.:

Shareholders Assembly chairman Pavle Pensa, attorney at law

Notary Public Bojan Podgoršek