



**Mercator**

Pursuant to Article 18 and 19 of the Articles of Association and bylaws, the Management Board and the Supervisory Board of POSLOVNI SISTEM MERCATOR, d.d., headquartered in Ljubljana, Dunajska cesta 107, hereby convene the

**15<sup>th</sup> regular Shareholders Assembly,  
to be held on Monday, July 20<sup>th</sup> 2009, at 1 PM,  
at the company headquarters.**

## **I. AGENDA AND PROPOSED RESOLUTIONS**

### **1. Opening of the assembly and election of the Shareholders Assembly Operational Bodies**

RESOLUTION PROPOSAL:

The Shareholders Assembly operational bodies shall be elected.

### **2. Adoption of resolutions on the allocation of distributable profit, payment of dividends and discharging the Management and Supervisory Board**

#### **a) Adoption of resolution on the allocation of distributable profit and payment of dividend**

RESOLUTION PROPOSAL:

1. Distributable profit as at December 31<sup>st</sup> 2008 in the amount of EUR 19,513,494.43 is to be allocated as follows:
  - ◇ Part of the distributable net profit in the amount of EUR 16,944,124.50 shall be allocated for the payment of dividends in gross amount of EUR 4.50 per ordinary share;
  - ◇ Remaining part of the distributable net profit in the amount of EUR 2,569,369.93 shall be allocated to other reserves from profit.
2. Dividends shall be paid out in cash within 60 days after the adoption of the resolution, to those shareholders that will be registered as owners of shares with the KDD – Central Securities Clearing Corporation as at July 23<sup>rd</sup> 2009.

## **b) Granting discharge to the Supervisory Board**

RESOLUTION PROPOSAL:

Shareholders Assembly hereby grants discharge to the company Supervisory Board for the 2008 business year.

## **c) Granting discharge to the Management Board**

RESOLUTION PROPOSAL:

Shareholders Assembly hereby grants discharge to the company Management Board for the 2008 business year.

## **3. Appointment of the Supervisory Board members**

RESOLUTION PROPOSAL:

Pursuant to Article 31, Paragraph 2 of the company Articles of Association and Bylaws, the company Supervisory Board consists of eight (8) members. The following persons shall be appointed as members of the Supervisory Board to represent the shareholders:

- Stefan Vavti,
- Robert Šega,
- Jadranka Dakič in
- Kristjan Verbič.

The appointed members of the Supervisory Board shall begin their respective terms as at the day of expiry of their previous term, i.e. on October 31<sup>st</sup> 2009. Pursuant to the company Articles of Association and Bylaws, the term lasts four years, i.e. until October 31<sup>st</sup> 2013.

## **4. Appointment of the authorized auditing company for the year 2009**

RESOLUTION PROPOSAL:

The auditing company KPMG Slovenia, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana, shall be appointed as the company auditor for the year 2009.

Resolution in section 1 is proposed by the Management Board; resolution in section 2 is proposed by the Management Board and the Supervisory Board jointly; resolutions in sections 3 and 4 are proposed solely by the Supervisory Board.

## **II. DISCLOSURE / AVAILABILITY OF THE DOCUMENTATION**

The documentation for the agenda, including the resolution proposals, adopted Annual Report, Supervisory Board report, and other documents, shall be available to the company shareholders at company headquarters in Ljubljana, Dunajska cesta 107 (ground floor), every workday from the announcement of the convocation until the day of the Shareholders Assembly from 9 to 12 AM; all relevant documentation is

also published on the stock market's electronic information dissemination system and on the company website at **www.mercator.si**.

### **III. TIME OF ASSEMBLY**

The assembly is convened to begin at 1 PM. If quorum is not reached at that time, the Assembly shall be rescheduled for the same day and same place at 2 PM, regardless of the extent of share capital representation.

The shareholders are kindly asked to report to the Assembly reception office upon their arrival half an hour before the beginning of the assembly, to confirm their presence by signing the list of shareholders present and to claim the voting forms. The room/hall in which the assembly is to take place shall be open 30 minutes before the beginning of the Assembly.

### **IV. TERMS OF ATTENDANCE**

The Assembly may be attended by shareholders or their representatives and proxies who duly register their attendance. The registration must arrive in writing to the address Mercator, d.d., Dunajska Cesta 107, 1000 Ljubljana, Tajništvo pravnega sektorja (Legal Office Secretarial Service), no later than three days before the Assembly. Upon registration, shareholder representatives and proxies must submit a written letter of authorization which shall remain in custody of the company.

Management Board President  
Mr. Žiga Debeljak

Supervisory Board Chairman  
Mr. Robert Šega