



**Pursuant to Articles 18 and 19 of the Articles of Association of the company POSLOVNI SISTEM MERCATOR, d.d., Article 195, Paragraph 2 of the Companies Act (ZGD-1), the Rules and Regulations of the Ljubljana Stock Exchange, d.d., and based on the resolution adopted by the Management Board on May 17<sup>th</sup> 2011, the Management Board hereby convenes**

**17<sup>th</sup> regular Shareholders Assembly, in Ljubljana, on June 22<sup>nd</sup> 2011 at 1 PM  
at the company headquarters at Dunajska cesta 107.**

Convocation of the Shareholders Assembly, Assembly documentation, Attendance Form and Authorization Form are available in attached files.

This announcement will be published on the company's website at [www.mercator.si](http://www.mercator.si) as of May 20<sup>th</sup> 2011, and will remain posted for a period of at least five years.

Poslovni sistem Mercator, d.d.,  
Management Board



# Mercator

Pursuant to Articles 18 and 19 of the Articles of Association of the company Poslovni sistem Mercator, d.d., Article 195, Paragraph 2 of the Companies Act (ZGD-1), the Rules and Regulations of the Ljubljana Stock Exchange, d.d., and based on the resolution adopted by the Management Board on May 17<sup>th</sup> 2011, the Management Board hereby convenes the

**17<sup>th</sup> regular Shareholders Assembly  
to take place in Ljubljana, on June 22<sup>nd</sup> 2011 at 1 PM  
at the company headquarters, Dunajska cesta 107**

## **I. AGENDA AND RESOLUTION PROPOSALS**

### **1. Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson**

RESOLUTION PROPOSAL:

*Mr. Uroš Ilić, attorney at law, from Ljubljana, shall be appointed as the Shareholders Assembly Chairman.*

#### **Summary of resolution explanation as announced in the Shareholders Assembly Documentation:**

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

### **2. Presentation of Annual Report and the Supervisory Board's Report on the results of Annual Report review and audit for the business year 2010; information on the compensation and rewards of the members of managerial and supervisory bodies; allocation of distributable profit, dividend payment; and granting discharge to the Management Board and the Supervisory Board**

RESOLUTION PROPOSAL:

*1. 1. Distributable profit, amounting to EUR 40,418,098.46 as at December 31<sup>st</sup> 2010, shall be allocated as follows:*

*a) a part of the distributable profit in the amount of EUR 30,122,888.00 shall be allocated for dividend payment in the amount of EUR 8.00 gross per ordinary share;*

*b) the remaining part of the distributable profit in the amount of EUR 10,295,210.46 EUR shall remain unallocated.*

*Dividends shall be paid out in cash in 60 days after the resolution is adopted, to those shareholders who are duly registered with the KDD – Central Clearing Corporation, as at June 27<sup>th</sup> 2011.*

2. *The Shareholders Assembly grants discharge to the company Supervisory Board for the fiscal year 2010.*

3. *The Shareholders Assembly grants discharge to the company Management Board for the fiscal year 2010.*

**Summary of resolution explanation as announced in the Shareholders Assembly Documentation:**

The proposal on the allocation of distributable profit takes the following aspects into consideration: company's previous dividend policy; current balance of retained earnings; expectations and the importance of dividend payments for major and minor shareholders in the current circumstances; the effect of the amount of dividend on the appeal of the shares from the aspect of the shareholders; effect of dividend policy on the stability of ownership composition, structure of financing sources, amount of equity, solvency and liquidity; company development capacity; and other aspects. The proposal to grant discharge includes confirmation and approval of the work of the Management Board and Supervisory Board in the 2010 fiscal year.

**3. Appointment of a certified auditing company for the year 2011**

RESOLUTION PROPOSAL:

*The auditing company KPMG Slovenija, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana, shall be appointed as the company auditor for 2011.*

**Summary of resolution explanation as announced in the Shareholders Assembly Documentation:**

The auditing company proposed for appointment has the relevant experience in auditing in the field of business activities in which the company is engaged, as well as references both in Slovenia and abroad. Furthermore, it has provided auditing services for the Mercator Group in the last four years.

Resolutions to the agenda item 2 are proposed by the Management Board and the Supervisory Board; the resolution to the agenda item 1 is proposed by the Management Board; and the resolution to agenda item 3 is proposed by the Supervisory Board.

**II. INFORMATION FOR THE SHAREHOLDERS**

**Access to Shareholders Assembly Documentation, proposed resolutions including explanations, and information on the Shareholders Assembly**

Materials, or documentation, for the Shareholders Assembly, including resolution proposals and full explanations, Annual Report complete with Supervisory Board Report and the statement of corporate governance, and other documents specified in Article 297.a, Paragraph 2, of the Companies Act (ZGD-1), shall be made available to the company shareholders at the company headquarters in Ljubljana, Dunajska cesta 107 (ground floor), each workday from the day of announcement of the Shareholders Assembly convocation to the day of the Shareholders Assembly session from 9 AM to 12 noon. All documentation referred to above will also be available on the company website at <http://www.mercator.si>. Convocation of the Shareholders Assembly,

explanation of the resolution proposals, wording of the proposed changes to the Articles of Association, and other materials are also published on the website of the Ljubljana Stock Exchange, d.d. (<http://seonet.ljse.si>). Information referred to in Article 296 of the Companies Act (ZGD-1), Paragraph 3, and in-depth information on the rights of the shareholders with regard to submitting any requests for additional agenda items, counter-proposals to proposed resolutions, election/voting proposals, and shareholder rights to information (Article 298, Paragraph 1; Article 300, Paragraph 1; and Articles 301 and 305 of the Companies Act ZGD-1) are published on the company website.

#### **Requests and proposals by the shareholders**

Shareholders whose combined shareholdings amount to one twentieth (five percent) of share capital, may request in writing in seven days after the convocation of the Shareholders Assembly an additional item of the agenda. A written proposal of the resolution on which the Shareholders Assembly should vote/decide, or an explanation of the agenda item in case no resolution is adopted with regard to a particular agenda item, shall be attached to the request. Pursuant to Article 298, Paragraph three of the Companies Act (ZGD-1), the company Management Board shall announce those additional agenda items that are requested by the shareholders no later than seven days after the announcement of Shareholders Assembly convocation. The shareholders may submit the requests for additional items of the agenda to the company by electronic mail, to the address [skupscina@mercator.si](mailto:skupscina@mercator.si).

The shareholders may submit, in writing, resolution and election proposals to each item of the agenda. A shareholder proposal will only be announced by the company Management Board in the same way as this convocation, if it is submitted to the company within seven days after the convocation of the Shareholders Assembly complete with a reasonably justified proposition, along with the statement that the shareholder/proposing party will counter the proposal by the Management or Supervisory Board and that she or he intends to convince other shareholders to vote for her/his proposal. Pursuant to Article 301 of the Companies Act (ZGD-1), the shareholder shall not be required to justify an election proposal. The shareholder's proposal shall be announced and communicated in the way provided by Article 296 of the ZGD-1 only if the shareholder has submitted a reasonably justified proposal within seven days after the announcement of the Shareholders Assembly convocation. The shareholders may also submit the resolution and election proposals to the company by electronic mail, to the address [skupscina@mercator.si](mailto:skupscina@mercator.si).

Requests for additional agenda items and resolution or election/voting proposals submitted by electronic mail must be sent as a scanned image file attached to the e-mail message. The image file must include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the legal person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

#### **Shareholder's right to information**

Shareholders shall be entitled to raise questions at the Shareholders Assembly and request information on company affairs if such information is required for assessment of agenda items; furthermore, the shareholders may exercise their right to information pursuant to Article 305, Paragraph 1, of the Companies Act (ZGD-1).

#### **Attendance conditions and assertion of voting rights**

The Assembly may be attended and voted at only by those shareholders who register their attendance in writing in such way that the Management Board receive their application no later than three days before the Shareholders Assembly, i.e. by June 18<sup>th</sup> 2011, and who are entered as shareholders in the central register of dematerialized securities as at COB (close of business) of June 18<sup>th</sup> 2011. The application shall be submitted by regular mail to the address Mercator, d.d., Dunajska cesta 107, Ljubljana, Tajništvo pravnega sektorja (Legal Affairs Secretary Office). The applications to

the Shareholders Assembly cannot be submitted using electronic means. Only applications with original signatures of the shareholders or their proxies shall be accepted and deemed valid. The Shareholders Assembly application form shall be available at the company website, and freely available at the company headquarters at Dunajska cesta 107, Ljubljana (ground floor), each workday from the day of announcement of the convocation to the day of the Shareholders Assembly convention, from 9 AM to 12 noon.

Each shareholder with the right to attend the Shareholders Assembly may also appoint a proxy to attend the Shareholders Assembly on their behalf and exercise their voting right. The power of attorney/authorization must be submitted to the company in writing. The power of attorney/authorization shall remain in custody of the company. Proxy voting form is available at the company website; it is also freely available at the company headquarters at Ljubljana, Dunajska cesta 107 (ground floor), each workday from the day of announcement of the convocation to the day of the Shareholders Assembly session, from 9 AM to 12 noon. The power of attorney/authorization may also be submitted to the company by electronic mail, to the address [skupscina@mercator.si](mailto:skupscina@mercator.si), scanned into an image file and attached to the e-mail message. Such document shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the legal person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature. The shareholders may also revoke the power of attorney/authorization in the same way it was submitted, at any time until the day of the Shareholders Assembly.

The shareholders or their proxies or attorneys shall be obliged to prove their identity upon request by presenting a personal identification document and written authorization/power of attorney; in addition, statutory representatives shall also be required to present an extract from the judicial or business register.

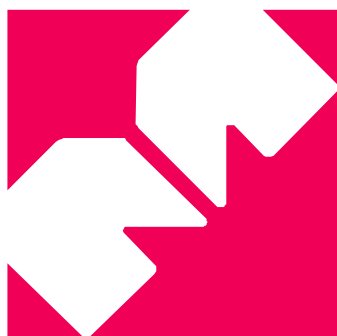
As at the day of Shareholders Assembly convocation, the company has 3,765,361 ordinary registered no par value shares. Pursuant to the relevant legislation, each ordinary share carries one vote for its owner at the Shareholders Assembly. As at the day of Shareholders Assembly convocation, the company has 42,192 treasury shares which do not carry voting rights.

The shareholders are kindly requested to check in at the Shareholders Assembly reception office upon their arrival, no later than half hour before the beginning of the convention / session, to confirm their presence with their signatures on the list of attendants and to claim their voting devices. The hall where the Shareholders Assembly is to take place will be open 30 minutes before the beginning of the session.

The Shareholders Assembly is convened for 1 PM. In case of absence of quorum at such time, the Assembly shall be rescheduled for 2 PM on the same day at the same place, regardless of the share of total share capital represented at the Assembly.

President of the Management Board  
Žiga Debeljak

Supervisory Board Chairman  
Robert Šega



# Mercator

## MATERIALS

for the 17<sup>th</sup> regular Shareholders Assembly  
of the company Mercator, d.d.

May 2011



**Mercator**

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4. Proxy form



**Mercator**

**I. Documents pertaining to item one of the agenda**

**OPENING OF THE SHAREHOLDERS ASSEMBLY AND APPOINTMENT OF THE SHAREHOLDERS ASSEMBLY CHAIRPERSON**

The Management Board hereby proposes to the Shareholders Assembly of the company Mercator, d. d., the following

**Resolution:**

*Mr. Uroš Ilić, attorney at law, from Ljubljana, shall be appointed as the Shareholders Assembly Chairman.*

**Explanation:**

*Pursuant to Article 20 of the Articles of Association of the public limited company Poslovni sistem Mercator, d.d., (hereinafter referred to as the Articles of Association), the company Shareholders Assembly shall be presided over by a Chairperson appointed by the shareholders upon proposal by the party convening the Assembly. The Management Board as the convening party proposes Mr. Uroš Ilić, attorney at law from Ljubljana, to be elected as the Shareholders Assembly Chairman.*

*Furthermore, a notary public shall be present at the Shareholders Assembly, to record and write down the Shareholders Assembly resolutions in the form of a notary's minutes/notarial record; the notary public shall be appointed by the party convening the Assembly. In the case at hand, the Management Board as appointed notary public Nataša Erjavec from Ljubljana.*

Ljubljana, on May 17<sup>th</sup> 2011

President of the Management Board:  
Žiga Debeljak



**Mercator**

## II. Documents pertaining to item two of the agenda

**PRESENTATION OF ANNUAL REPORT AND THE SUPERVISORY BOARD REPORT ON THE RESULTS OF ANNUAL REPORT REVIEW AND AUDIT FOR THE FISCAL YEAR 2010; INFORMATION ON THE COMPENSATION AND REWARDS OF THE MEMBERS OF MANAGERIAL AND SUPERVISORY BODIES; ALLOCATION OF DISTRIBUTABLE PROFIT, DIVIDEND PAYMENT; AND GRANTING DISCHARGE TO THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD**

The Management Board and Supervisory Board hereby propose to the Shareholders Assembly of the company Mercator, d.d., the following

### **Resolutions:**

*1. 1. Distributable profit, amounting to EUR 40,418,098.46 as at December 31<sup>st</sup> 2010, shall be allocated as follows:*

- a) a part of the distributable profit in the amount of EUR 30,122,888.00 shall be allocated for dividend payment in the amount of EUR 8.00 gross per ordinary share;*
- b) the remaining part of the distributable profit in the amount of EUR 10,295,210.46 EUR shall remain unallocated.*

*Dividends shall be paid out in cash in 60 days after the resolution is adopted, to those shareholders who are duly registered with the KDD – Central Clearing Corporation, as at June 27<sup>th</sup> 2011.*

*2. The Shareholders Assembly grants discharge to the company Supervisory Board for the fiscal year 2010.*

*3. The Shareholders Assembly grants discharge to the company Management Board for the fiscal year 2010.*

### **Explanation:**

Pursuant to Article 294 of the Companies Act (ZGD-1) and Article 17 of the Articles of Association, the Shareholders Assembly shall vote on the allocation of distributable profit simultaneously with voting on whether discharge is to be granted to the members of the Management Board and Supervisory Board. According to the said Act, discussion on the discharge shall be related to the discussion on the allocation of distributable profit; to facilitate the decision-making process, the Management Board shall present to the Shareholders Assembly the Annual Report and the Supervisory Board's Report on the results of the Annual Report audit/review. Furthermore, the Article referred to above provides that

the Management Board shall inform the shareholders at the Shareholders Assembly when deciding on the allocation of distributable profit, about the compensation and rewards received by the members of the managerial and supervisory bodies in the company and its subsidiaries in the previous business year. This information shall also be disclosed in the Annual Report.

Considering these provisions, the Annual Report for the fiscal year 2010 and Supervisory Board Report on the confirmation of 2010 Annual Report shall be presented and discussed at the Assembly within the same item of the agenda, before the discussion of allocation of distributable profit and before granting discharge. Furthermore, the Management Board shall inform the Shareholders Assembly about the compensation and rewards received in the 2010 fiscal year by the members of the managerial and supervisory bodies for performance of their duties. As these topics are mutually related, it is quite reasonable to discuss them together.

The proposal on the allocation of distributable profit for the 2010 fiscal year, as presented by the Management Board and the Supervisory Board, takes the following aspects into consideration: company's previous dividend policy; current balance of retained earnings; expectations and the importance of dividend payments for major and minor shareholders in the current circumstances; the effect of the amount of dividend on the appeal of the shares from the aspect of the shareholders; effect of dividend policy on the stability of ownership composition, structure of financing sources, amount of equity, solvency and liquidity; company development capacity; and other aspects.

The proposal to grant discharge includes confirmation and approval of the work of the Management Board and Supervisory Board in the 2010 fiscal year. This proposal shall be voted on separately for the Management Board and the Supervisory Board, pursuant to the recommendation specified in the Corporate Governance Code.

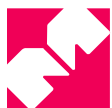
Ljubljana, on May 17<sup>th</sup> 2011

President of the Management Board:  
Žiga Debeljak

Supervisory Board Chairman:  
Robert Šega

Appendix to item 2 of the agenda:

- Annual Report complete with the Corporate Governance Statement and the information on the compensation and rewards paid out to the managerial and supervisory bodies, and written Supervisory Board Report.



**Mercator**

**III. Documents pertaining to item three of the agenda**

**APPOINTMENT OF A CERTIFIED AUDITING COMPANY FOR THE YEAR 2011**

Based on the proposal by the Audit Committee, the Supervisory Board hereby proposes to the Shareholders Assembly of the company Mercator, d.d., the following

**Resolution:**

*The auditing company KPMG Slovenija, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana, shall be appointed as the company auditor for 2011.*

**Explanation:**

Pursuant to Articles 297.a and 280 of the Companies Act (ZGD-1) and the Auditing Act, the Supervisory Board, based on a proposal by the Audit Committee, hereby proposes to the Shareholders Assembly the auditing company KPMG Slovenija, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana, for appointment as the company auditor. The company has the relevant experience in auditing for the field of activity in which the company is engaged, as well as references both in Slovenia and abroad. Furthermore, this auditing company has performed auditing services for the Mercator Group in the last four years.

Cooperation with the auditing company KPMG Slovenija, d.o.o., has thus far been successful and they have performed their services in a highly professional manner. This auditing company has not performed any consulting services for the company, and the revenues generated by performing auditing services for the Mercator Group do not exceed 30 percent of their total revenue. These circumstances additionally vouch for their independence and impartiality.

The auditor was also selected by taking into account the Corporate Governance Code for Publicly Traded Companies which in Section 18.3 provides that the company change the key auditing partner of the same auditing company, or change the auditing company altogether, once per five years.

Ljubljana, on May 17<sup>th</sup> 2011

Supervisory Board Chairman:  
Robert Šega



**Mercator**

## **INFORMATION FOR THE SHAREHOLDERS**

### ***1. Total number of shares and voting rights as at the day of Shareholders Assembly convocation***

As at the day of Shareholders Assembly convocation, the company has 3,765,361 ordinary registered no par value shares. Pursuant to the relevant legislation, each ordinary share carries one vote for its owner at the Shareholders Assembly. As at the day of Shareholders Assembly convocation, the company has 42,192 treasury shares which do not carry voting rights.

### ***2. Information on additional items of the agenda***

Shareholders whose combined shareholdings amount to one twentieth (five percent) of share capital, may request in writing after the convocation of the Shareholders Assembly an additional item of the agenda. A written proposal of the resolution on which the Shareholders Assembly should vote/decide, or an explanation of the agenda item in case no resolution is to be adopted with regard to a particular agenda item, shall be attached to the request. It shall suffice to send the request to the company no later than seven days after the announcement of Shareholders Assembly convocation.

Pursuant to Article 298, Paragraph three of the Companies Act (ZGD-1), the company Management Board shall announce those additional agenda items that are requested and submitted by the shareholders no later than seven days after the announcement of this Shareholders Assembly convocation.

The shareholders may submit the requests for additional items of the agenda to the company by electronic mail, to the address [skupscina@mercator.si](mailto:skupscina@mercator.si). Requests for additional agenda item submitted by electronic mail must be sent as a scanned image file attached to the e-mail message. The image file must include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

The additional agenda item shall only be discussed at the Shareholders Assembly if it is announced in the same way as the Shareholders Assembly convocation, no later than 14 days before the Shareholders Assembly; otherwise, it shall be discussed at the first subsequent Shareholders Assembly. The Management Board will provide in the same deadline and in the same way an announcement of the consolidated copy of the agenda.

### ***3. Information on shareholder proposals***

The shareholders may submit, in writing, resolution proposals to each item of the agenda. A shareholder proposal will only be announced by the company Management Board if the shareholder submits within seven days after the convocation of the Shareholders Assembly to the company a reasonably justified proposition, along with the statement of whether the shareholder will counter the proposal by the managerial/supervisory body, and whether the shareholder intends to convince other shareholders to vote for her/his proposal. The shareholder shall not be required to justify an election proposal.

The shareholders may also submit the resolution and election proposals to the company by electronic mail, to the address [skupscina@mercator.si](mailto:skupscina@mercator.si). Resolution or election/voting proposals submitted by electronic mail must be sent as a scanned image file attached to the e-mail message. The image file must include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company has the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

The Management Board shall not announce the shareholder's proposal and the pertaining explanation in the following cases:

- if announcement of the proposal would constitute a criminal or minor offence;
- if the proposal could lead to a Shareholders Assembly resolution that would be in breach of the legislation or the provisions of the Articles of Association;
- if the explanation of the proposal includes obviously wrong or misleading information or insults in its key points;
- if the shareholder's proposal with the same contents has already been submitted to the company Shareholders Assembly;
- if the same shareholder's proposal with essentially the same explanation has been submitted at at least two company Shareholders Assemblies in the last five years, and if less then one twentieth (five percent) of the represented share capital voted in favour of such proposal;
- if the shareholder makes it clear that she / he would not attend the Shareholders Assembly and would not be represented there; or
- if the shareholder has not upheld her or his submitted proposal at the Shareholders Assembly in the last two years, or did not do so via proxy.

The Management Board shall not announce the explanation to the proposal if it includes more than 3,000 characters. The Management Board has the right to announce any proposal and their respective explanations in a summary, if several shareholders submit their proposals on the same issue. Shareholder proposals that are not submitted to the company within seven days after the announcement of the Shareholders Assembly convocation and are presented at latest at the Shareholders Assembly, shall be discussed at the Assembly.

#### ***4. Information on the shareholder's right to information***

The Management Board shall provide reliable information on company affairs at the Shareholders Assembly, if such information is required for assessment of the agenda items. Upon questions posed by several shareholders with regard to the same issue, the Management Board may submit the information in a combined reply. The Management Board will submit information on legal and business relations of the company with its subsidiaries, if this is deemed necessary for assessment of the agenda.

Regardless of the provisions from the previous paragraph, the Management Board shall not be required to submit information in the following cases:

- if submitting the information is, by sound economic judgement, of such nature that it could cause injury to the company or an associated company;
- if the information is related to balancing and assessment methods, when the description of such methods in the appendix suffices for assessment of property, finance, and performance aspects of the company corresponding to the actual circumstances;
- if submitting such information would constitute a criminal or minor offence or non-compliance with sound business practice;
- if the information has already been announced on the company website in the FAQ section at least seven days before the Assembly.

If a shareholder is provided with information outside the Shareholders Assembly, the same information shall be submitted to any other shareholder upon their request, even if such information is not deemed necessary for assessment of the agenda item. If a shareholder is not provided with the required information at the Shareholders Assembly, they may request that their question and the reason for which access to information was denied be entered into the Assembly minutes.

#### **5. Attendance conditions and assertion of voting rights**

The Assembly may be attended and voted at only by those shareholders who register their attendance in writing in such way that the Management Board receive their application no later than three days before the Shareholders Assembly, i.e. by June 18<sup>th</sup> 2011, and who are entered as shareholders in the central register of dematerialized securities as at COB (close of business) of June 18<sup>th</sup> 2011. The application shall be submitted by regular mail to the address Mercator, d.d., Dunajska cesta 107, Ljubljana, Tajništvo pravnega sektorja (Legal Affairs Secretary Office). The applications to the Shareholders Assembly cannot be submitted using electronic means. Only applications with original signatures of the shareholders or their proxies shall be accepted and deemed valid. The Shareholders Assembly application form is available at the company website, and it is freely available at the company headquarters at Dunajska cesta 107, Ljubljana (ground floor), each work day from the day of announcement of the convocation to the day of the Shareholders Assembly convention, from 9 AM to 12 noon.

Each shareholder with the right to attend the Shareholders Assembly may also appoint a proxy to attend the Shareholders Assembly on their behalf and exercise their voting right. The power of attorney/authorization must be submitted to the company in writing. The power of attorney/authorization shall remain in custody of the company. Proxy voting form is available at the company website; it is also freely available at the company headquarters at Ljubljana, Dunajska cesta 107 (ground floor), each workday from the day of announcement of the convocation to the day of the Shareholders Assembly session, from 9 AM to 12 noon. The power of attorney/authorization may also be submitted to the company by electronic mail to the address [skupscina@mercator.si](mailto:skupscina@mercator.si), scanned into an image file and attached to the e-mail message. Such document shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature. The shareholders may also revoke the power of attorney/authorization in the same way it was submitted, at any time until the day of the Shareholders Assembly.

The shareholders or their proxies or attorneys shall be obliged to prove their identity upon request by presenting a personal identification document and written authorization / power of attorney; in addition, statutory representatives shall also be required to present an extract from the judicial or business register.

The shareholders are kindly requested to check in at the Shareholders Assembly reception office upon their arrival, no later than half hour before the beginning of the convention / session, to confirm their presence with their signatures on the list of attendants and to claim their voting devices. The hall where the Shareholders Assembly is to take place will be open 30 minutes before the beginning of the session.

The Shareholders Assembly is convened for 1 PM. In case of absence of quorum at such time, the Assembly shall be rescheduled for 2 PM on the same day at the same place, regardless of the share of total share capital represented at the Assembly.

President of the Management Board  
Žiga Debeljak

Supervisory Board Chairman  
Robert Šega

*Attendance Form*

\_\_\_\_\_  
(First and last name, or company name of the shareholder)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Place and postal code)

\_\_\_\_\_  
(Unique personal identification number – for natural persons only)\*

**MERCATOR, d.d.**

**Dunajska cesta 107**

**1000 LJUBLJANA**

**(Office of the Legal Affairs Secretary)**

**ATTENDANCE APPLICATION**

**for the 17<sup>th</sup> regular shareholders assembly of MERCATOR, d.d.**

The undersigned: \_\_\_\_\_

(First and last name of the shareholder, or first and last name of company representative and company name of the shareholder)

**hereby announce**

my attendance at the 17<sup>th</sup> Shareholders Assembly of the company MERCATOR, d.d., convened for June 22<sup>nd</sup> 2011, at 1 PM at the company head offices in Ljubljana at Dunajska cesta 107.

I shall attend the said Shareholders Assembly (circle accordingly):

- personally
- by proxy

Date and place: \_\_\_\_\_

\_\_\_\_\_  
(Handwritten signature of the shareholder or their representative, and seal of the legal person, if applicable)

**Appendix:**

- authorization for representation at the Shareholders Assembly (only for attendance by proxy)
- extract from judicial or business register (for legal persons)

*\* Unique personal identification number – EMŠO – as a piece of personal information may only be used for the purpose of attendance and exercising the rights at the Shareholders Assembly. By signing this statement, the shareholder agrees to the use and processing of this information for the purposes of the Shareholders Assembly. The shareholder has the right to view, copy by hand or machine, amend, edit, block, or delete this information.*

*Proxy form*

\_\_\_\_\_  
(First and last name, or company name of the shareholder)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Place and postal code)

\_\_\_\_\_  
(Unique personal identification number – for natural persons only)\*

**MERCATOR, d.d.**

**Dunajska cesta 107**

**1000 LJUBLJANA**

**(Office of the Legal Affairs Secretary)**

**AUTHORIZATION / POWER OF ATTORNEY**

**for attendance and exercising of voting right at the 17<sup>th</sup> regular Shareholders Assembly of  
MERCATOR, d.d.**

The undersigned: \_\_\_\_\_

(First and last name of the shareholder, or first and last name of company representative and company name of the shareholder)

**hereby authorize**

\_\_\_\_\_  
(First and last name, address, and Unique personal identification number of the proxy)

to attend on my behalf and exercise the voting right at the 17<sup>th</sup> Shareholders Assembly of the company MERCATOR, d.d., convened for June 22<sup>nd</sup> 2011 at 1 PM at the company head offices in Ljubljana at Dunajska cesta 107, for all shares of the issuer Mercator, d.d., code (symbol) MELR, of which I am the owner. Upon request by the party convening the Assembly, the proxy shall provide proof of his or her identity by presenting a personal identification document.

Date and place: \_\_\_\_\_

\_\_\_\_\_  
(Handwritten signature of the shareholder or their representative, and seal of the legal person, if applicable)

*\* Unique personal identification number – EMŠO – as a piece of personal information may only be used for the purpose of attendance and exercising the rights at the Shareholders Assembly. By signing this statement, the shareholder agrees to the use and processing of this information for the purposes of the Shareholders Assembly. The shareholder has the right to view, copy by hand or machine, amend, edit, block, or delete this information.*