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Globalni logistični servis, delniška družba



Proposal of Resolution No. 1 to Agenda Item 1

Koper, 22.05.2006

Pursuant to Section 6.30 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Section 3 of the Companies Act (ZGD-1), the Managing Board and Supervisory Board adopted this

***Proposal of Resolution
on Electing the Working Bodies of the 15th General Meeting
of INTEREUROPA d.d.***

There was presented to the General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolution:

Mr Jože Kranjc be elected Chairman of the General Meeting.

To establish the quorum and exercise the voting after each item of the agenda, two tellers are appointed, Mrs Milena Kalc and Mr Aleš Štravs.

The General Meeting will also be attended by the Notary Mrs. Nevenka Kovačič.

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
ANDREJ LOVŠIN, M.A.*



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Proposal of Resolution No. 2 to Agenda Item 2

Koper, 22.05.2006

Pursuant to Sections 7.3, 7.4 (third paragraph), and 7.5 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Art. 272 and 282 of the Companies Act (ZGD-1), the Managing Board and Supervisory Board adopted this

***Proposal of Resolution
On the submission of the Annual Report for the financial year 2005, with Auditor's
Opinion and Report by the Supervisory Board to the Annual Report***

In accordance with Art.293 ZGD-1, there was presented to the General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolution:

The General Meeting was informed about, and has accepted the Annual Report for the financial year 2005 and the Report by Supervisory Board on the method and extent of auditing the Company in the preceding year, duly presented in accordance with Art.282 of the Companies Act (ZGD-1) by the Supervisory Board, aiming to inform the General Meeting of having adopted the Annual Report for 2005 without any remark or reservation.

Substantiation:

The Supervisory Board has examined the Annual Report and Proposal For the Appropriation of Accumulated Profit as submitted by the Management Board, together with the Auditor's Report which it views as satisfactory, and approved the Annual Report without remark or reservation, which means accordingly that the Annual Report was adopted.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
ANDREJ LOVŠIN, M.A*



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Proposal of Resolution No. 3 to Agenda Item 3

Koper, 22.05.2006

Pursuant to Sections 7.3, 7.4 (third paragraph), and 7.5 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Art.272 and 282 of the Companies Act (ZGD-1), the Managing Board and Supervisory Board adopted on 22 May 2006 this

Proposal of Resolution on the Appropriation of Accumulated (Balance Sheet) Profit, and awarding the discharge note to the Managing and Supervisory Boards

In accordance with Art.293 and 294 ZGD-1, there was presented to the General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolution:

1. The Accumulated Balance Sheet Profit of SIT 12,557,793 thousand shall be appropriated:

- for the payout of dividends to holders of ordinary, negotiable registered shares, in gross amount of SIT 250 per share, the allocation of SIT 1,975.603 thousand,
- The entire retained net profit from the years 1999 and 2000 amounting to SIT 1,959,016 thousand, and a portion of the net profit from 2001 amounting to SIT 16,587 thousand shall be appropriated for the dividend payout.*
- The remaining portion of Accumulated Profit of SIT 10,582,190 thousand shall remain undistributed.*

2. The General Meeting confirms and approves the work of the Managing and Supervisory Boards of Intereuropa d.d. for the year 2005, and gives a discharge for their work in the financial year 2005.

3. The dividend is payable to the shareholders who will be entered as such in the Share Register on 11 July 2006; the Share Register is kept in the central register with the Central Securities Clearing Corporation in Ljubljana (KDD). The dividend is to be paid out by 31 August 2006.

Substantiation:

The Appropriation of the Balance Sheet Profit proposed follows the long-term dividend policy set in the Company's Development Plan and is in line with the financial potential of the Company in view of the Development Plan. The Audited Annual Report for the year 2005 substantiates the award of the discharge to both the Managing and Supervisory Board.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
ANDREJ LOVŠIN, M.A*



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Proposal of Resolution No. 4 to Agenda Item 4

Koper, 22.05.2006

Pursuant to Art.298 (third paragraph) of the Companies Act (ZGD-1) and Section 6.2 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) the Managing Board and Supervisory Board adopted on 22 May 2006 this

Proposal of Resolution On adopting the changes and amendments to the Statute of Intereuropa d.d.

In accordance with Art.183, 293 and 329 of the Companies Act / ZGD-1, and Section 6.37 of the Company's Statute, there was presented to the General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolutions:

Resolution No. 1

The Section 2.1 of the Company's Statute shall be amended and a new paragraph one added, to read:

2.1. (two.one) The Company and the affiliated companies in the Group pursue a profit-generating activity, aiming primarily to maximise the value of the Company

Resolution no. 2

The Section 3.1 of the Company's Statute shall be amended to read:

3.1. (three.one) The share capital of the Company amounts to SIT 7,902,413,000.00 (in words: Seven billion nine hundred and two million four hundred and thirteen thousand SIT) and is divided into 7,902,413 (in words: Seven million nine hundred and two thousand four hundred and thirteen) ordinary, negotiable registered individual shares (share certificates).

Each individual share shall stand for an equal shareholding and the appurtenant amount in the Company's share capital. The shareholding of each individual share in the Company's share capital shall be determined in accordance with the number of the individual shares issued. Individual shares are indivisible (not to be divided in parts).

The holders of ordinary individual shares are entitled to:

- participation in the management of the Company,*
- a portion of the profit (dividend), and*
- receiving an adequate part of the residual assets after liquidation or bankruptcy of the Company.*

Resolution no. 3

Section 6.26 of the Company's Statute shall be amended to read:

6.26 (six.twenty-six) Members of Supervisory Board are entitled to receive attendance fee for their preparation for the sessions and attending them, in the amount fixed by the General Meeting.

Members of the Supervisory Board and members of committees/ boards are entitled to receive remuneration for their work, as follows:

- a Supervisory Board Member, to a monthly gross amount of EUR 1,000 (in words: one thousand EUR)
- the Supervisory Board Chairman, to a monthly gross amount of EUR 2,000.00 (in words: two thousand EUR),
- members of the committees / boards, 60% of the remuneration payable to a Supervisory Board Member for the pursuit of its function.

The General Meeting may change the amounts quoted in the preceding paragraph, by a simple majority of votes cast.

Resolution no. 4

The Section 9.1 of the Statute shall be amended to read:

9.1. (nine.one) Unless otherwise provided by special regulations/laws or this Statute, the information and communications of the Company subject to the publication requirement shall be published electronically via the SEO-Net information system of the Stock Exchange and on the website of the Company for no less than 7(seven) days, however, only after the publication by the Stock Exchange (SEO-net) in electronic form.

Resolution no. 5

Pursuant to the Resolutions on the Amendment to the Company's Statute, the consolidated version of the Statute is adopted.

SUBSTANTIATION OF RESOLUTIONS

1.) Substantiation of Resolution no. 1:

This amendment to the Statute complies with the requirement by the Provision 1.1.1. of the Public Corporation Management Code.

2.) Substantiation of Resolution no. 2:

The current Companies Act ZGD-1 requires, and allows, in its Art. 171, 172, 693 and 694 the change to the Statute in view of the estimated adoption of the Euro with effect of 1 January 2007. The corporations will have to comply with the requirements resulting from the introduction of the Euro by adjusting (translating) the nominal amounts of the shares and of the share capital.

ZGD-1 allows for two methods for determining the registered share capital of corporations:

1. by translation of the nominal amount of shares and the amount of the registered share capital from SIT to EUR, in accordance with the EUR rules and the national rights, or
2. By introduction of shares without stating the nominal amount (individual shares/ share certificates).

In the first method, a new General Meeting would have to be convened in order to determine the registered share capital in EUR, after the exchange rate SIT/EUR will have been fixed. In this case, the sum of individual nominal amount of the share, which may not be lower than 1 EUR, should equal to the amount that would in fact differ - due to rounding off – from the amount determined upon transition to the Euro.

In the second method (the fourth paragraph of Art. 694 ZGD-1), it is possible for the General Meeting of a corporation which is introducing individual share certificates to authorise the Supervisory Board, before the introduction or fixing the exchange rate SIT/EUR, to translate the amounts of the share capital that are stated in the Statute and expressed in Slovenian tolar into EUR at the applicable exchange rate as effective upon the introduction of the Euro.

3.) Substantiation of Resolution no. 3:

Up to now, the Supervisory Board members have been entitled to receive remuneration for attending the sessions and to participate in the profit, to the amount or one gross salary of a Management Board Member.

The Association of Supervisory Board Members recommends the remuneration for the members for the pursuit of their function, which is to assume the role of the attendance fee as used to date, primarily through participation in the profit not exceeding the amount of EUR 11,000 per year for big corporations, and up to 50% more for the Chairman.

The latest version of the Companies Act/ZGD-1 stipulates in Art. 284: “The remuneration to Supervisory Board members may consist of compensation (payment) or participation in the profit, as provided in the Statute of by the General Meeting. The compensation must be adequate to the responsibilities of the Supervisory Board members and the financial position of the Company.”

The current version of the ZGD-1 Act does not allow for other refunds for expenses or compensation /payments.

In accordance with the position of the Supervisory Board that it opts for the alternative pursuant to Art. 284 of the ZGD-1 instead of the participation in the profit as to date, the proposed Resolution No.3 complies with this option and allows to align with the recommendations by the Association of the Supervisory Board Members and Art.284 ZGD-1.

4.) Substantiation of Resolution no. 4:

The amended Section 9.1 of the Statute complies with the requirement by the Provision 1.3.5. of the Public Corporation Management Code.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
ANDREJ LOVŠIN, M.A*



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Proposal of Resolution No. 5 to Agenda Item 5

Koper, 22.05.2006

Pursuant to Art.298 (third paragraph) of the Companies Act (ZGD-1) and Section 6.2 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) the Managing Board and Supervisory Board adopted on 22 May 2006 this

Proposal of Resolution

on the issue of the authorization to the Supervisory Board to translate the amounts of the share capital stated in the Statute and expressed in Slovenian tolar into EUR at the effective exchange rate upon the introduction of the Euro.

In accordance with Art.694 ZGD-1, there was presented to the General Meeting of Intereuropa, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolution:

The General Meeting of Intereuropa, Globalni logistični servis, delniška družba, resolved to grant the authorization to the Supervisory Board to translate the amount of the share capital stated in the Statute in Slovenian tolar, into EUR at the effective exchange rate upon the introduction of the Euro, and consolidate the wording of the Statute in Section 3.1. - the share capital expressed in EUR.

Substantiation:

In view of facilitating - simplifying the adjustment (translation) of the registered share capital expressed in SI, with the estimated introduction of the Euro, the General Meeting has introduced individual shares (share certificates) before the date of introducing the Euro and before the exchange rate has been fixed. Accordingly, the authorization is granted to the Supervisory Board as stated in the proposed Resolution, pursuant to Art.694 (par.4) ZGD-1.

INTEREUROPA d.d.

***CHAIRMAN OF
SUPERVISORY BOARD***

INTEREUROPA d.d.

***PRESIDENT OF THE MANAGING BOARD
ANDREJ LOVŠIN, M.A.***



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Proposal of Resolution No. 6 to Agenda Item 6

Koper, 22.05.2006

Pursuant to Art.298 (third paragraph) of the Companies Act (ZGD-1) and Section 6.2 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) the Managing Board and Supervisory Board adopted on 22 May 2006 this

***Proposal of Resolution
Adopting the amendments to the Rules of Procedure on the General Meeting***

There was presented to the General Meeting of Intereuropa, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), pursuant to Section 6.41. of the Statute to adopt this Resolution:

The proposed changes to the Rules of Procedure on the General Meeting shall be adopted, as follows:

- 1. The Preamble of the Rules of Procedure on the General Meeting shall be amended to read: "Pursuant to Section 6.41 of the Statute of Intereuropa, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32, the General Meeting has adopted".*
- 2. Article 7 of the Rules of Procedure on the General Meeting shall be amended to read: "The Managing Board shall publish the convocation of the General Meeting in accordance with the provisions of the Statute, and the complete wording of the convocation, the proposed resolutions, terms and conditions for attending the GM, and all the materials shall also be accessible on the web site of the Company".*
- 3. The consolidated version of the Rules of Procedure on the General Meeting, incl. all the amendments, shall be adopted.*

Substantiation:

Having amended Art.7 of the Rules of Procedure on the General Meeting, we have complied with the requirement by the Provision 1.3.5. of the Public Corporation Management Code.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
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Proposal of Resolution No. 7 to Agenda Item 7

Koper, 22.05.2006

Pursuant to Art.298 (third paragraph) of the Companies Act (ZGD-1) and Section 6.2 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) the Supervisory Board adopted in its session held on 22 May 2006 this

***Proposal of Resolution
On the Appointment of Auditors for the year 2006***

In accordance with Art.293 ZGD-1, the Supervisory Board presented to the General Meeting of Intereuropa, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), to adopt the Resolution:

For the financial year 2006, auditing shall be entrusted to Auditors Deloitte&Touche revizija d.o.o., Dunajska 9, 1000 Ljubljana.

Substantiation:

The auditors Deloitte&Touche was first appointed for auditing by the General Meeting in 2005.

It is estimated that the appointment of this auditing company fully conforms to the Provision of the Public Corporation Management Code that recommends to change auditors after five years of auditing. Too frequent changes in audit firms engaged in auditing represent considerable burden on the Company's technical services in the process of auditing the Company's financial statements, because an audit team that is getting acquainted with the Intereuropa system for the first time needs much more explanatory instructions, data and information.

INTEREUROPA d.d.

***CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER***