



Intereuropa[®]
Globalni logistični servis, delniška družba



***The Managing Board
Koper, 22 May 2006***

Pursuant to Section 6.30 of the Statute of INTEREUROPA d.d., the Company's Managing Board convenes the

The 15th General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32, to be held on

Friday, 7th July 2006 at 12.00

in the Conference Hall at the Company's head-office in Koper, Vojkovo nabrežje 32, IX Floor, with the following

Agenda:

1. Opening, establishing the quorum, electing the working bodies of the General Meeting

The Managing and Supervisory Board propose the General Meeting 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.

Based on the Teller's Report, the Chairman declares the General Meeting to be in quorum.

2. Submission of Annual Report for the financial year 2005, with Auditor's Opinion and report by the Supervisory Board to the Annual Report

The Managing and Supervisory Board propose the General Meeting 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.

3. Resolving on the use of Accumulated (Balance Sheet) Profit, and on awarding the discharge note to the Managing and Supervisory Boards

The Managing and Supervisory Board propose the General Meeting to adopt the Resolution:

1. The Accumulated 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 20.06; 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.

4. Changes and Amendments to the Statute

The Managing Board and the Supervisory Board propose to the General Meeting to adopt the following resolutions relating to the change and amendment to the Statute of the Company Intereuropa d.d. in Sections 2.1, 3.1, 6.26 and 9.1 in accordance of Art. 183, 293 and 329 of the Companies Act (ZGD-1), and Section 6.37 of the Statute:

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.

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 President, 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.

5. Resolving 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 relevant exchange rate upon the introduction of the Euro.

Pursuant to Art.298 (par. 3) ZGD-1, the Managing and Supervisory Board propose to the General Meeting to adopt the Resolution:

In accordance with Art.694 of the ZGD-1, the General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba, has 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.

6. Changes to the Rules of Procedure of the General Meeting

The Managing and Supervisory Board propose the General Meeting to adopt the Resolution:

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

- 1. The Preamble of the Rules of Procedure of 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 of 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 of the General Meeting, incl. all the amendments, shall be adopted.*

7. Appointment of Auditors for the year 2006

The Supervisory Board proposes the General Meeting 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.

8. Informing the General Meeting on the appointment of the Supervisory Board members representing the Employees

By the Resolution of the Works Council of 17 November 2005, the following Members of the Supervisory Board of Intereuropa d.d. representing the employees were elected and appointed: Mr. Vinko Vindiš, Mrs Zlatka Čretnik and Mrs. Nevija Pečar. The term of office of the newly elected Supervisory Board Members shall be from 18 November 2005 to 18 November 2009.

The materials for the General Meeting with Resolutions Proposal for all agenda items, including the text of the Annual Report for 2005, the Auditor's Opinion, the Report by the Supervisory Board on having examined and confirmed the Annual Report, and the proposed Amendments to the Statute and the Rules of Procedure of the General Meeting with the consolidated text of both these acts, are available to the shareholders for perusal in the

Secretariat of the Managing Board at the Company's registered office in Koper, Vojkovo nabrežje 32, VIII Floor, every working day between 9 and 12 a.m., from 6 June to 6 July 2006.

The Agenda with substantiated proposals of resolutions, and the materials are available to shareholders on the SEO-Net information system and on the web site of Intereuropa as well..

Proposals by Shareholders

Each counter proposition of shareholders to the proposed Resolutions according to the agenda items shall be submitted in writing, substantiated and filed in one week after the publication of the convocation at the Secretariat of Managing Board at the Company's registered office in Koper, Vojkovo nabrežje 32, VIII Floor.

Voting arrangements

The General Meeting decides on the proposals according to the agenda as published.

Attending the General Meeting

*The right to attend the General Meeting and exercise the voting rights in the GM shall be granted to shareholders entered in the Share Register, kept with the Central Securities Clearing Corporation in Ljubljana (KDD), their proxy holders or representatives, who all have to register for attendance in the GM, no later than **three days before** the General Meeting Date, in the Secretariat at the head-office in Koper, Vojkovo nabrežje 32, VIII Floor. The proxy holder shall also attach the power of attorney when registering.*

The proxy shall be made in writing and contain the general information: For natural persons, the full name and address of the grantor and the attorney, place and date, and the grantor's signature; for legal persons, the full name and address of the attorney and the company name, registered office, signature and stamp of the grantor).

Each share grants the shareholder one vote.

The Conference Hall of the venue will be opened 60 minutes before the General Meeting is to convene. In that time, the ballots (electronic voting devices) will be delivered. Should the General Meeting not be in quorum, it shall be reconvened on the same day, i.e. 7 July 2006 at 13:00 in the same Conference Hall. In such a case, the reconvened General Meeting shall decide validly regardless of the quorum, i.e. the percentage of the capital represented.

Shareholders kindly requested to attend the General Meeting

INTEREUROPA d.d.

President of the Managing Board

ANDREJ LOVŠIN, M.A.