



Intereuropa[®]
Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION NO. 1 TO AGENDA ITEM 1

Koper, 23.05.2007

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 17th General Meeting of INTEREUROPA d.d.

It has been 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 Matjaž Ujčič.

The General Meeting will 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 TO AGENDA ITEM 2

Koper, 23.05.2007

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 Presentation of the Annual Report 2006 for the Intereuropa Group, with
Auditor's Opinion and Report by the Supervisory Board Confirming the Annual Report
pursuant to Art. 282 ZGD-1***

In accordance with Art.293 ZGD-1, it has been 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 the Intereuropa Group Annual Report for the financial year 2006 and the Report by Supervisory Board on the method and extent of examining the Company's management for the reporting year, duly presented pursuant to Art. 282 of the Companies Act (ZGD-1) by the Supervisory Board to inform the General Meeting of having adopted the Annual Report 2006 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.*



PROPOSAL OF RESOLUTION TO AGENDA ITEM 3

Koper, 23.05.2007

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 in their sessions this

***Proposal of Resolution
on the Appropriation of Accumulated Profit, and on awarding the discharge note to the
Managing and Supervisory Boards***

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

1) The Accumulated Profit of SIT 11,246,675 thousand (EUR 46,932,000) shall be appropriated:

- For dividends to shareholders, SIT 200.00 (EUR 0.83) as gross dividend per share, in total SIT 1,580,483,000 (EUR 6,595,000),*
- The amount of SIT 17,897,000 (EUR 75,000) shall be paid out to the Managing Board and Supervisory Board as participation in the profit of the Company;*
- the remaining portion of Accumulated Profit of SIT 9,648,295,000 (EUR 40,262,000) 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 2006, and gives a discharge for their work in the financial year 2006.

3.) The dividend is payable to the shareholders who will be entered as such in the Share Register on 10.07.2007; 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 31.08.2007.

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 2006 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.



PROPOSAL OF RESOLUTION TO AGENDA ITEM 4

Koper, 23.05.2007

Pursuant to Art.284 of the Companies Act (ZGD-1) and Sections 6.15 and 6.26 of the Statute of INTEREUROPA, Global Logistics Service Ltd. Co. that was in force until 4 September 2006, the Managing and Supervisory Boards adopted in the session held on 23 May 2007 this

Proposal of Resolution Fixing the participation in the Company's profit by the Members of the Managing Board and Supervisory Board

In accordance with Art.284 and 293 ZGD-1 and Section 6.15 and 6.26 of the Company's Statute, it has been presented to the General Meeting of INTEREUROPA, Global Logistics Service, Ltd. Co. to adopt the Resolution: :

1.

Members of the Managing and Supervisory Board are entitled to participate in the Company's profit 2006 in accordance with the Statute of Intereuropa d.o.o., that was in force until 4.9.2006, as follows:

- § Members of the Managing Board shall be entitled to participate in the Company's profit in the amount of one average gross monthly salary received for the year 2006, proportional to the period served on the Supervisory Board in the year 2006.*
- § The President of the Supervisory Board participates in the profit up to 2/3 of the average monthly gross salary paid to the President of the Managing Board in the term June-August 2006. Other Members of the Supervisory Board participate in the profit up to 2/3 of the average monthly gross salary paid to the Deputy President and Member (HR Executive) of the Managing Board in June-August 2006.*

2.

The payout under this Resolution shall be effected in one month after being adopted.

Substantiation:

Under the provisions of Sections 6.15 and 6.26 of the Company's Statute that was in force until 4 September 2006, the members of the Managing and Supervisory Boards are entitled to participation in the profit of the Company in the amount fixed by the General Meeting, upon a substantiated proposal by the Supervisory Board, taking into account the operating results and the corporate policy of profit distribution. In the opinion of the Supervisory Board, the operating results in the Annual Report of the Intereuropa Group for the financial year 2006 show that the net sales revenues and the net profit or loss were achieved and exceeded, and the adopted Resolution on the appropriation of the accumulated profit substantiate and

support the proposed amounts for the participation of the Managing and Supervisory Boards' members in the Company's profit.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
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PROPOSAL OF RESOLUTION TO AGENDA ITEM 5

Koper, 23.05.2007

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 this

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

In accordance with Art. 284, 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

Section 6.26 of the Company's Statute shall be amended and read as follows:

6.26. The Supervisory Board members and members of SB committees are entitled to receive attendance fee for their preparation for the sessions and attending them, as well as the refund of the costs incurred at performing the work assigned by the Supervisory Board and the resp. commissions, in the amount fixed by the General Meeting.

The Supervisory Board Members may participate in the Company's profit on the basis of a Resolution adopted by the General Meeting, however, provided that the profit is also allocated for the payout to shareholders; the total amount (payable to SB members) may not exceed 3 (three) percent of the profit allocated for the distribution to the shareholders, deducted by the total annual amount of attendance fees received in the preceding year, divided among the Supervisory Board members in equal shares, however, not exceeding EUR 15,000 (in words: Fifteen thousand EUR) per individual Member.

Resolution No. 2

The Section 7.8 of the Company's Statute shall be amended and reads as follows:

7.8. When adopting the Annual Report, the General Meeting shall comply with the provisions of the Slovenian Companies Act (ZGD-1) and the International Financial Reporting Standards (IFRS).

Should the Managing Board change the completed Annual Report of the Company, it shall be again reviewed by the Auditor in two weeks' time after it was adopted by the General Meeting.

Resolution No. 3

Pursuant to the Resolutions on the Amendments to the Statute of the Company Intereuropa d.d., the consolidated version of the Statute with the changed first paragraph of the Section 12.1 of the Statute is adopted and reads as follows:

12.1 This Statute shall become effective when entered in the Register of Companies. With the date of enforcement hereof, the preceding version of the consolidated text of the Statute of the Company INTEREUROPA d.d., as adopted on 26.01.2007 (twenty-sixth January 2007) shall become ineffective and be replaced by this Statute.

SUBSTANTIATION OF RESOLUTIONS

1.) Substantiation of Resolution no. 1:

The shareholders Slovenska odškodninska družba d.d. (the Slovenian Restitution Fund, SOD) holding 374,926 shares of the Company Intereuropa d.d. or 6.01% of the Company's share capital, and Kapitalska družba d.d. (Slovenian Pension Management Fund, KAD) holding 719,797 shares of the Company Intereuropa d.d. or 9.1 % in the share capital, have filed a motion to the Managing and Supervisory Board of Intereuropa to put an item dealing with the remuneration of the Supervisory Board members to the agenda of the next General Meeting, whereby the Resolution wording be in strict compliance with the Decision adopted by the Government of the Republic of Slovenia on the positions concerning the remuneration of members of Supervisory Boards and Boards of Directors in public undertakings and commercial companies owned by the Republic of Slovenia, no. 00712-35/2005/24 of 15.02.2007.

As the current Section 6.26 of the Statute regulated the remuneration to the Supervisory Board members, the proposed Resolution no. 1 is the implementation of resp. requirement filed by Slovenska odškodninska družba d.d. and Kapitalska družba d.d. and strictly compliant with the Decision taken by the Government of the Republic of Slovenia.

2.) Substantiation of Resolution no. 2:

For the next five financial years, with effect from 01.01.2006, Intereuropa started to apply the International Financial Reporting Standards (IFRS) for its financial statements; therefore, the Section 7.8 of the Company's Statute has to be harmonized and amended accordingly .

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

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



PROPOSAL OF RESOLUTION TO AGENDA ITEM 6

Koper, 23.05.2007

Pursuant to Art.284 of the Companies Act (ZGD-1) and Sections 26.6 of the Statute of INTEREUROPA, Global Logistics Service Ltd. Co., the Managing and Supervisory Boards adopted in the session held on 23 May 2007 this

Proposal of Resolution on the attendance fee and refund of costs incurred to the members of the Supervisory Board and members of its Committees

I.

The Supervisory Board members and the members of Supervisory Board committees are entitled to receive attendance fee for attending and their preparation for the sessions, in the gross amount per session:

- a.) For the Supervisory Board members, EUR 825.00 (gross) per session,*
- b.) For the Supervisory Board President, EUR 1,072.00 (gross) per session,*
- c.) For the members of the SB committees, EUR 495.00 (gross) per session,*
- d.) For the Chairman of a SB Committee, EUR 643.00 (gross) per session*

If the session is conducted by the Vice President or another Member in the absence of the President, the chairperson is entitled to receive the attendance fee in equal amount as it would be payable to the President if he had conducted the session.

In a correspondence session of the Supervisory Board, the members or the president are entitled to 80% of the regular attendance fee.

II.

Members of the Supervisory Board and members of the Supervisory Board committees are also entitled to receive per-diem allowance and travel expense refund in accordance with the resp. regulations and acts regulating these matters for the Company Intereuropa d.d.

The cost of accommodation may only be refunded if the distance from the permanent/temporary residence of the SB Member or other persons involved in the SB committees to the place of business of the resp. body is no less than 100 km, if such member or another person is unable to return as no public transport is scheduled, or for other objective reasons.

III.

This Resolution shall be effective and applied as of the day of its adoption. This Resolution supersedes the Resolution adopted by the General Meeting on 17.07.1998.

Substantiation:

The shareholders Slovenska odškodninska družba d.d. (the Slovenian Restitution Fund, SOD) holding 374,926 shares of the Company Intereuropa d.d. or 6.01 % of the Company's share capital, and Kapitalska družba d.d. (Slovenian Pension Management Fund, KAD) holding 719,797 shares of the Company Intereuropa d.d. or 9.1 % in the share capital, have filed a motion to the Managing and Supervisory Board of Intereuropa to put an item dealing with the remuneration of the Supervisory Board members to the agenda of the next General Meeting, whereby the Resolution wording be in strict compliance with the Decision adopted by the Government of the Republic of Slovenia on the positions concerning the remuneration of members of Supervisory Boards and Boards of Directors in public undertakings and commercial companies owned by the Republic of Slovenia, no. 00712-35/2005/24 of 15.02.2007.

As the current Section 6.26 of the Statute and the Resolution adopted by the General Meeting on 17.07.1998 regulated the payments of attendance fees to to the members of the Supervisory Board and of its committees for attending and the preparation for the sessions in a different way, the proposed Resolution is the implementation of resp. requirement by Slovenska odškodninska družba d.d. and Kapitalska družba d.d. and strictly compliant with the Decision taken by the Government of the Republic of Slovenia.

INTEREUROPA d.d.

*CHAIRMAN OF
SUPERVISORY BOARD
BOŠTJAN RIGLER*

INTEREUROPA d.d.

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



PROPOSAL OF RESOLUTION TO AGENDA ITEM 7

Koper, 23.05.2007

Pursuant to Art.247 of the Companies Act (ZGD-1) and Section 4.0 of the Statute of INTEREUROPA, Global Logistics Service Ltd. Co., the Managing and Supervisory Boards adopted in the session held on 23 May 2007 this

***Proposal of Resolution
on granting authorization to the Managing Board to acquire own shares and exclusion of
the priority right in acquiring own shares.***

I.

Pursuant to Art.247 of the Companies Act (ZGD-1) and Section 4.0 of the Statute, the General Meeting authorizes the Managing Board of Intereuropa d.d. to purchase own shares whose share may not exceed 10% of the Company's share capital.

The Company acquires own shares from the reserves for own shares made in accordance with the law.

The Managing Board may acquire own shares at the price not lower than 80% of the last audited book value of the Company's share, and not higher than 25% of the weighted average market price in the last 30 days before concluding the Share Purchase Agreement.

The Managing Board may acquire the Company's own shares for the purpose of payout of the remuneration and participation in profit to the members of the Managing and Supervisory Boards, to executives of the Company and related companies, or offering to employees of the Company or related companies to purchase the shares, or for the purpose of retirement of the shares.

The Company may not acquire own shares exclusively for the purpose of trading.

The Managing Board may sell, or dispose of the Company's shares acquired for the a.m. purposes at a price not lower than 15% below the weighted average market price in the last 30 days before the Date of Disposal.

If the Managing Board finds that the shares of the Company acquired for the a.m. purposes are no longer needed, the Managing Board may dispose such shares by consent of the Supervisory Board.

II.

The authorization to the Managing Board for acquiring own shares of the Company is valid for 18 months after this Resolution was adopted by the General Meeting.

The Managing Board may exclude, in full or in part, the priority right of shareholders to acquire or dispose of the Company's own shares when such shares are used for the payout of

rewards or remuneration, participation in Company's profit, or are offered to employees of the Company or related companies for purchase.

III.

The General Meeting grants to the Managing Board the authorization to retire own shares acquired in the manner described above without taking a further decision to reduce the share capital. In the event of retirement of own shares, the Supervisory Board is authorized to amend the Statute accordingly.

Substantiation:

The participation of the members of the Managing Board and Supervisory Board in the Company's profit may also take the form of assuring the shares or the call options; the same applies to the remuneration (incentive pay, the variable part of the salary) to the members of the Managing Board and to executives of the Company and related companies, which can all be done from the fund of own shares of the Company. With such forms of remuneration and by offering Company's own shares to the employees of the Company and of the related companies for purchase, the Managing and Supervisory Boards wish to strengthen the affiliation of the employees of the Intereuropa Group with the corporation and increase the loyalty and motivation of the corporate governance bodies and of all executive staff in the Group to follow the goal of maximizing the value of the Intereuropa Group for the shareholders.

The Company may also acquire own shares for the purpose of retirement of own shares, which may result in a nominal (not real) decrease of the Company's share capital.

The priority right of shareholders in the disposal of own shares has to be excluded on the ground of implementing the purpose of acquisition, otherwise own shares could not have been provided to persons designated in advance.

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 TO AGENDA ITEM 8

Koper, 23.05.2007

Pursuant to Art.298 (third paragraph) of the Companies Act (ZGD-1), the Supervisory Board of INTEREUROPA Global Logistics Service Ltd. Co adopted in its session held on 23 May 2007 this

Proposal of Resolution On the Appointment of Auditors for the year 2007

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 2007, auditing shall be entrusted to Auditors Deloitte revizija d.o.o., Dunajska 9, 1000 Ljubljana.

Substantiation:

Deloitte revizija d.o.o., Ljubljana was first appointed for auditing in the General Meeting held 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**