



**Intereuropa**<sup>®</sup>  
Globalni logistični servis, delniška družba



*The Managing Board of Intereuropa, d.d., Vojkovo nabrežje 32, 6000 Koper (the Company), informs herewith the shareholders with regard to the*

***19th General Meeting of the Company Intereuropa, Globalni logistični servis, d.d., Vojkovo nabrežje 32, 6000 Koper,***

*to be held on Friday, 10 April 2009 at 12:00 in the Conference Hall at the Company's head-office at Koper, Vojkovo nabrežje 32, IX Floor, pursuant to Articles 298 and 300 of the Companies Act ZGD-1*

*as follows:*

**1.**

***On 13 March 2009 the motion to extend the Agenda was received from the shareholder Luka Koper d.d., which holds 24.81% in the share capital of the Company, requesting to add a new Agenda Item 4:***

***Item 4: Recall of a Supervisory Board Member and Appointing a new Member:***

*Resolution Proposals:*

***Resolution no. 1 to Agenda Item 4:***

*“The Supervisory Board Member Ervin Bužan shall be recalled.”*

***Resolution no.2 to Agenda Item 4:***

*“Milan Pučko shall be appointed as Supervisory Board Member for a four-year term of office.”*

***Substantiation:***

*As it concerns two election proposals, the provisions of the Companies Act ZGD-1 do not require substantiation, except by indicating:*

*Mr. Milan Pučko is a Univ. Grad. Eng. in Transport Technology and employed as Executive Director for strategic development in Luka Koper d.d. He is also the Authorized Representative (Prokurist) at the Traffic and Energy Research Institute TOC, d.o.o. - Inštitut za raziskave v prometu in energetiki. He is a Member of the Supervisory Board only in the company Vina Koper, d.d. Furthermore, he is a holder of the Certificate of qualification for members of Supervisory Boards or Boards of Directors in companies.*

2.

*On 16.03.2009, a request for Agenda Extension and a Counter Proposition were received from the shareholder Kapitalska družba pokojninskega in invalidskega zavarovanja d.d. (KAD), Ljubljana, Dunajska cesta 119 and from Slovenska odškodninska družba d.d. (SOD), Ljubljana, Mala ulica 5, whose shareholdings in the share capital of the Company are 15.12%, requesting to add a new Agenda Item 5:*

*Item 5: Fixing the attendance fee and reimbursement of costs to members of the Supervisory Board and SB Committees*

*Resolution Proposal:*

- 1.) The Supervisory Board members and members of Supervisory Board committees are entitled to receive attendance fee for attending and preparation for the sessions, in the gross amount per session:*
- a.) For the Supervisory Board members, EUR 330.00 (gross) per session,*
  - b.) For the Supervisory Board President, EUR 429.00 (gross) per session,*
  - c.) For the members of the Supervisory Board committees, EUR 231.00 (gross) per session,*
  - d.) For the Chairman of a SB Committee, EUR 300.30 (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% (eighty percent) of the regular attendance fee.*

*2.) Members of the Supervisory Board and members of the Supervisory Board committees are also entitled to receive per-diem allowance and travel expense reimbursement in accordance with the resp. regulations and acts regulating these matters for the Company Intereuropa d.d. The cost of accommodation may only be reimbursed 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 (one hundred) km, if such member or another person is unable to return from the session as no public transport is scheduled, or for other objective reasons.*

*3.) This Resolution shall be effective and applied as of the day of its adoption. This Resolution supersedes the Resolution adopted by the General Meeting in its 17th Session held on 6 July 2007.*

*Substantiation:*

*Considering the size of the Company and its net sales turnover achieved, both shareholders submitting the proposal are proposing an amendment to the Resolution regulating the attendance fee and remuneration of costs to members of Supervisory Boards and SB Committees, in order to bring these payouts into line with the Decision adopted by the Government of the R. Slovenia on the Government Position addressing the payout of attendance fees and remunerations in the light of mitigating the impacts of financial crisis (Government Decision no.10007-1/2009/3 of 22.1.2009), which imposes, or recommends, new (lower) amounts of attendance fees payable to the members of Supervisory Boards in commercial companies.*

*The shareholders Kapitalska družba d.d. and Slovenska odškodninska družba d.d. are further filing the Counter Proposition to Agenda Item 3 for the 19<sup>th</sup> General Meeting, informing that they would try to convince other shareholders to vote for this Counter Proposition, as follows:*

### **3. Changes and Amendments to the Statute of Intereuropa d.d.**

#### Resolution Proposal:

*The changes and amendments to the Statute of the Company, as specified herein, shall be adopted:*

#### **Resolution no. 1 to Agenda Item 3:**

*Section 6.4 of the statute shall be amended to read:*

***The Managing Board consists of no more than 4 (four) Members.***

***The structure of the Managing Board – the President, Deputy President and the concrete number of members thereof - shall be specified by the Supervisory Board in its Resolution of Appointing the Managing Board.***

***The Managing Board includes as its Member also the Human Resources Executive, appointed in accordance with the Worker Participation in Management Act (ZSDU, Official Gazette of R. Slovenia, no. 42/93 and 56/01) who is acting for, and representing the interest of the workforce in terms of personnel and social issues.***

#### **Resolution no. 2 to Agenda Item 3:**

*Section 6.5 of the Statute shall be supplemented to read:*

***Each member of the Managing Board shall be responsible for a particular business area which is be further regulated by the Rules of Procedure for the Managing Board. The Human Resources Executive shall not be engaged with the management of the fundamental business areas.***

#### **Resolution no. 3 to Agenda Item 3:**

*Section 6.12 of the Statute shall be amended to read:*

***In addition to legal requirements, the President and each Member of the Managing Board shall satisfy the following criteria:***

- University education and 5 (five) years of successful service /experience in managerial positions,***
- Managerial and organizational qualifications,***
- Working language skills in at least one foreign language (English, German, Italian or French).***

***The requirements from the preceding paragraph shall not apply to the Human Resources Executive, who also has to satisfy the higher education requirement.***

**Resolution no. 4 to Agenda Item 3:**

*Section 2.1 of the Statute shall be amended to read:*

***The Company and the affiliated companies in the Group pursue a profit-generating activity, aiming primarily to maximise the value of the Company.***

***Company activities are:***

***49.410 Freight transport by road***

***52.100 Storage and warehousing***

***52.210 Supporting land transport activities***

***52.240 Handling***

***52.290 Freight forwarding and other supporting transport activities***

***53.200 Other post and courier services***

***64.200 Management activities of holding companies***

***64.990 Other financial services n.e.c., excluding insurance and pension funding***

***68.200 Letting of and operation of own and hired property***

***70.220 Other business and management consultancy activities***

***77.120 Rental and lease of freight vehicles (trucks)***

***The Company may, without being registered for them, also perform other activities required for its existence and as support to operations listed in this Item, except operations that are subject to specific conditions imposed by the law, or for which a preliminary license has to be obtained from the competent authority or organization.***

**Resolution no. 5 to Agenda Item 3:**

*Pursuant to the Resolutions on Amendments to the Statute of the Company Intereuropa d.d. adopted, the consolidated version of the Statute with the amended 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, the preceding version of the consolidated text of the Statute of Intereuropa d.d. as adopted on 4 July 2008 (fourth July 2008) shall become ineffective and be replaced by this Statute in the entire wording.***

**Resolution no. 6 to Agenda Item 3:**

*The wording of the second paragraph of Section 6.26 shall be deleted.*

**Substantiation of Resolution no. 6 to Agenda Item 3:**

*Both submitters propose that the amendments to the Statute be adopted in the wording as proposed by the Managing Board and Supervisory Board, with the following amendment:*

*In accordance with the Decision by the Government of the Republic of Slovenia on the Government Position addressing the payout of attendance fees and remunerations in the light of mitigating the impacts of financial crisis (Government Decision no.10007-1/2009/3 of 22.1.2009), it is proposed to delete the provision of the second paragraph of Section 6.26 of*

*the Statute which provides for the remuneration of Supervisory Board Members from the (Accumulated) profit of the Company. The deletion of said provision is also compliant with the Public Corporation Management Code, as adopted on 29.1.2009 by the proposing shareholder Kapitalska družba, d.d.*

*INTEREUROPA d.d.  
President of the Managing Board*

*Andrej Lovšin, M.A.*