



Intereuropa[®]

Globalni logistični servis, delniška družba



**CONVOCATION OF
19th GENERAL MEETING of
INTEREUROPA d.d.**



Intereuropa[®]

Globalni logistični servis

Koper, 2 March 2009



THE MANAGING BOARD

Koper, 02.03.2009

Pursuant to Section 6.30 of the Statute of INTEREUROPA d.d. and Article 296 of the Companies Act (ZGD-1), following the joint motion filed by the minority shareholders Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Dunajska 119, Ljubljana, holding 719,797 shares, and Slovenska odškodninska družba, d.d., Mala ulica 5, Ljubljana – holding 474,926 shares of the Company Intereuropa d.d. or a total of 15.12% in its share capital stock,

the Managing Board of Intereuropa d.d. convenes the

19th General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba, (Globalni Logistics Service Ltd. Co.) based in Koper, Vojkovo nabrežje 32, to be held on

Friday, 10 April 2009 at 12.00

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

Agenda:

Item 1: Opening, establishing the quorum, electing the working bodies of the GM

The Managing and Supervisory Board propose the General Meeting to adopt the Resolution:
Resolution no. 1

- 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, Mr Matjaž Ujčič and Mrs Milena Kalc.*

The General Meeting will also be attended by the Notary Nana Povšič Ružič.

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

Item 2: Appointing a special Auditor to conduct an audit on corporate governance with respect to individual operations of the Company

Resolution Proposal by the shareholders Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d. (KAD) and Slovenska odškodninska družba d.d. (SOD):

Resolution no. 2

The General Meeting shall appoint KPMG SLOVENIJA, podjetje za revidiranje, d.o.o., Železna cesta 8a, Ljubljana, as special Auditors to audit the corporate governance with respect to certain transactions. The special Auditor shall audit the operations/ transactions

undertaken by the Company during the last five years from the receiving date of this Resolution, focusing the transactions/ operations relating to:

- Construction of the Logistics Centre in Moscow,
- Purchase of the company Zetatrans,
- Hire of the business premises in Kosovo and payment of the rental,
- Investment in plant and equipment (purchase of trucks in Turkey, purchase of property, etc.)
- Investment in information technology to support the services,
- Disposals of property/ real estate.

Substantiation of Resolution under Item 2:

The shareholders proposing the special audit of corporate governance over the last five years support their motion on the suspicion that some imprudent and damaging conduct or acts have occurred during the conclusion of certain operations/ transactions, alleged to have resulted in damage to the Company. The special auditor shall audit all the transactions of the Company, focusing on the transactions/ operations relating to the construction of the Logistics Centre in Moscow, the purchase of the company Zetatrans, the hire of business premises in Kosovo and payment of rental for them, the investment in plant and equipment (the purchase of trucks in Turkey and property transactions, etc.), the investment in information technology supporting the services, and the disposal of property.

Item 3: Changes and Amendments to the Statute of Intereuropa d.d.

Resolution proposals by the Supervisory Board:

Resolution no. 1 of 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 number of members thereof - shall be set 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.

Substantiation of Resolution no. 1 of Agenda Item 3:

Due to the size of the Company Intereuropa d.d., the staff employed and the size of the companies in the Group, most of which are located abroad, and the resulting complexity of coordinated management of business areas and basic enterprise functions in the Group companies, which fall under the responsibility and competence of the Managing Board of the Parent Company, there is a need to increase the number of members of the Managing Board.

Resolution no. 2 of 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. The Human Resources Executive shall not be engaged with the management of the fundamental business areas.

Substantiation of Resolution no. 2 of Agenda Item 3:

The Supervisory Board supports the proposal by the Works Council as the body proposing the Human Resources Executive to the Managing Board. The Works Council needs and substantiates the role of a Representative of the Labour interest who is representing exclusively the interest of the labour and is not burdened by the management of the fundamental business areas of the Company (as a Minister without portfolio).

Resolution no. 3 of 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 needs higher education.

Substantiation of Resolution no. 3 of Agenda Item 3:

The Supervisory Board supports the opinion of the Works Council that any additional requirements for the HR Executive, apart from the legal requirements, need not be laid down in the Statute.

Resolution Proposal by the Managing Board:

Resolution no. 4 of 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.

Substantiation of Resolution no. 4 of Agenda Item 3:

The activities of the Company need to be harmonized with the Standard Classification by Activity (SKD) 2008.

Resolution no. 5 of Agenda Item 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, 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.

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The material for the General Meeting is available to shareholders at the Company's Secretariat at the Head-Office every working day between 9 and 12 a.m., from the date of publication until the General Meeting session date.

The Agenda with substantiated proposals of Resolutions is also available to shareholders on the SEO-Net information system and on the web site of Intereuropa as well. In accordance with the Statute, the advertisement convening the General Meeting will also be published in the daily paper 'Delo'.

Proposals by Shareholders

The counter propositions to the Agenda Items, incl. substantiation, may be filed in 7 days after the publication hereof with Intereuropa and should be addressed to the Company's Secretariat – Mrs Ester Renko, at Intereuropa d.d., Vojkovo nabrežje 32; they will be published in accordance with Art.300 of the ZGD-1..

Voting procedure

The General Meeting decides on the proposals according to the agenda as published. The Resolution under the Agenda Item 2 shall be adopted by a simple majority, whereas the Resolutions under the Agenda Item 3 shall be adopted by a majority vote of no less than 3/4 (three quarters) of the capital stock represented.

Attendance in 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 **3 (three) days** before the General Meeting Date, in the Secretariat at the Head-Office in Koper, Vojkovo nabrežje 32, VIII Floor (Mrs.Ester Renko).*

The proxy holder shall also attach the power of attorney in writing, when registering.

For natural persons, it shall contain the full name and address of the grantor and the proxy holder (attorney), place and date, and the grantor's signature; for legal persons, the full name and address of the attorney and the company's address, 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, 10 April 2009 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.

Kindly invited to the General Meeting

*INTEREUROPA d.d.
President of the Managing Board
ANDREJ LOVŠIN, M.A.*

