



THE MANAGING BOARD

Koper, 10.04.09

The Managing Board of the Company INTEREUROPA d.d., Koper is publishing pursuant to the provisions of the Market in Financial Instruments Act /ZTFI (Official Gazette of RS, No. 67/07), Public Corporation Management Code and Ljubljana Stock Exchange Rules

The Resolutions of the 19th General Meeting of INTEREUROPA d.d., Koper, held on 10 April 2009

There were 4,576,624 shares represented in the General Meeting, which stands for 58.05% of the share capital and voting rights.

The five biggest shareholders attending the General Meeting:

- 1. **Luka Koper d.d.** (Port of Koper Corp.): with 1,960,513 shares with voting rights, or 24.87% of all voting rights;*
- 2. **Kapitalska družba d.d. (KAD)** – Ljubljana: with 719,797 shares with voting rights, or 9.13% of all voting rights;*
- 3. **Slovenska odškodninska družba, d.d.**, Ljubljana (SOD) with 474,926 shares with voting rights, or 6.02% of all voting rights;*
- 4. **NFD 1 Delniški investicijski sklad**, Ljubljana: with 399,166 shares with voting rights, or 5.06 % of all voting rights;*
- 5. **Zavarovalnica Triglav,d.d.**, Ljubljana: with 213,640 shares with voting rights, or 2.71 % of all voting rights;*

The following Resolutions were proposed to the General Meeting:

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

- 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 be attended by the Notary Mrs.Nana Povšič Ružič.

The Resolution put to vote was supported by 4,576,624 shares in favour, which represents 100% of the capital represented at the General Meeting, or 58.05 % of all shares with voting right.

In favour of the Resolution voted 100%, against the Resolution were 0% of the votes cast. Resolution was adopted.

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

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.

The Resolution put to vote was supported by 4,572,959 shares in favour, which represents 99.9% of the capital represented at the General Meeting, or 57.99 % of all shares with voting right.

In favour of the Resolution voted 99.887%, against the Resolution were 0.113% of the votes cast.

Resolution was adopted.

3. Changes and Amendments to the Statute

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 number of members thereof - shall be specified by the Supervisory Board in its Resolution 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.

The Resolution put to vote was supported by 4,463,959 shares in favour, which represents 97.5% of the capital represented at the General Meeting, or 56.59 % of all shares with voting right.

In favour of the Resolution voted 99.994%, against the Resolution were 0.006% of the votes cast.

Resolution was adopted.

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.

The Resolution put to vote was supported by 4,463,959 shares in favour, which represents 97.5% of the capital represented at the General Meeting, or 56.59 % of all shares with voting right.

In favour of the Resolution voted 19.265%, against the Resolution were 80.735% of the votes cast.

Resolution was not adopted.

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,

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- 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.

The Resolution put to vote was supported by 4,463,959 shares in favour, which represents 97.5% of the capital represented at the General Meeting, or 56.59 % of all shares with voting right.

In favour of the Resolution voted 99.931%, against the Resolution were 0.069% of the votes cast.

Resolution was adopted.

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 Section of the Statute, 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.

*The Resolution put to vote was supported by 4,463,959 shares in favour, which represents 97.5% of the capital represented at the General Meeting, or 56.59 % of all shares with voting right.
In favour of the Resolution voted 100%, against the Resolution were 0% of the votes cast.
Resolution was adopted.*

Resolution no. 6 to Agenda Item 3:

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

*The Resolution put to vote was supported by 4,568,059 shares in favour, which represents 99.91% of the capital represented at the General Meeting, or 57.99 % of all shares with voting right. In favour of the Resolution voted 99,825%, against the Resolution were 0.175% of the votes cast.
Resolution was adopted.*

Resolution no. 5 to Agenda Item 3:

Pursuant to the Resolutions on Amendments to the Statute of the Company Intereuropa d.d. as adopted, the consolidated version of the Statute with the amended first paragraph of the Section 12.1 of the Statute shall be adopted and read:

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.

*The Resolution put to vote was supported by 4.568.059 shares in favour, which represents 99,81% of the capital represented at the General Meeting, or 57,93 % of all shares with voting right. In favour of the Resolution voted 100%, against the Resolution were 0% of the votes cast.
Resolution was adopted.*

4. Recall of a Supervisory Board Member and Appointing a new Member:

Resolution no. 1 to Agenda Item 4:

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

The Resolution put to vote was supported by 4,446,033 shares in favour, which represents 97.14% of the capital represented at the General Meeting, or 56.38 % of all shares with voting right.

In favour of the Resolution voted 97.993%, against the Resolution were 2.007% of the votes cast.

Resolution was adopted.

Resolution no.2 to Agenda Item 4:

The counter-proposition that was filed at the General Meeting by Kapitalska družba d.d. (KAD), Dunajska cesta 119, 1000 Ljubljana and Slovenska odškodninska družba d.d. (SOD), Mala ulica 5, 1000 Ljubljana, was adopted by majority vote in the General Meeting.

Mr Bruno Korelič shall be elected as the new Member of Supervisory Board to represent the shareholders of Intereuropa d.d. for the term of office commencing on 11 April 2009.

Mr. Bruno Korelič is a university graduated economist, retired, previously acting as Managing Director and Management Board President of Luka Koper, d.d., Director of the Representation of the Chamber of Commerce of Yugoslavia in Trieste, with rich experience in logistics, petroleum industry, pharmacy, automotive industry, food-processing industry, banking and insurance.

The Resolution put to vote was supported by 4,445,972 shares in favour, which represents 97.14% of the capital represented at the General Meeting, or 56.38 % of all shares with voting right.

In favour of the Resolution voted 55.741%, against the Resolution were 44.259% of the votes cast.

Resolution was adopted.

5. Fixing the attendance fee and reimbursement of costs to members of the Supervisory Board and Supervisory Board Committees

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.

*The Resolution put to vote was supported by 4,559,932 shares in favour, which represents 99.63% of the capital represented at the General Meeting, or 57.83 % of all shares with voting right. In favour of the Resolution voted 99.825%, against the Resolution were 0.175% of the votes cast.
Resolution was adopted.*

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

ZVEZDAN MARKEŽIĆ