



Intereuropa[®]
Globalni logistični servis, delniška družba



**MATERIALS for the
21st General Meeting of INTEREUROPA d.d.**

Koper, 30 July 2009



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Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 1

Koper, 30.07.2009

Pursuant to Section 6.30 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Article 297 (1) of the Companies Act (ZGD-1 and ZGD-1 c), the Managing Board and Supervisory Board adopted this

***Proposal of Resolution
on Electing the working bodies of the 21st 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.

Appointing the Tellers: 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.

INTEREUROPA d.d.

***PRESIDENT OF THE MANAGING BOARD
Ernest Gortan***



PROPOSAL OF RESOLUTION TO AGENDA ITEM 2

Koper, 30.07.2009

Pursuant to Article 297.a of the Companies Act (ZGD-1 and ZGD-1 c), the Managing Board and Supervisory Board adopted this

Proposal of Resolution On the Preparation and Filing of Legal Action for Compensation of Damages

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

Pursuant to Article 327 of the Companies Act and the presented Special Audit of Corporate Governance and Specific Operations of the Company for the last Five Years, the Managing Board shall, in six months after the date of today's General Meeting session, file a legal action claiming for compensation of damages to the Company that has resulted from the violation of duties of the members of the governing or controlling bodies.

The General Meeting has appointed a special attorney to represent the Company in the procedure before the court that holds competence to decide on the substantiation of the claim for damages and on the procedure to enforce the judicial decision ruling on the substantiation of such claim: Mr Miha Kozinc, attorney at law of Ljubljana, who shall also compile the legal action claiming for compensation of damages.

Substantiation:

The Managing Board and Supervisory Board got acquainted with the Special Audit of Corporate Governance and Specific Operations of the Company for the Last Five Years - the FINAL REPORT and SUMMARY OF FINDINGS dated 30 June 2009, compiled by the Certified Auditor and partner Marjan Mahnič, Univ.grad.econ., and the partner Sonja Žnidaršič, Univ. grad. econ., of the audit firm KPMG Slovenija, podjetje za revidiranje d.o.o., prepared under the Resolution of the General Meeting of Intereuropa d.d. of 10.04.2009. This Special Auditor's Report reveals that a number of decisions taken by the governing or controlling bodies of the Company were not adopted with the due care and diligence of a competent and responsible professional to the benefit of the Company, and moreover, some decisions went beyond the limits of the powers of such governing or controlling body; the resulting consequences involved damage to the Company and exposed the operation of individual companies and of the entire Intereuropa Group to big risks. The Managing Board and Supervisory Board assess that said Special Auditor's Report discloses unlawful acting, or omission of the due acting and care, committed by the resp. members of the corporate bodies in conducting the operations of the Company, which resulted in a loss or damage to the Company; therefore, it is the obligation of the present competent bodies of the Company to ensure that a legal action for compensation is filed in accordance with applicable laws and regulations.

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*