



## **THE MANAGING BOARD**

**Koper, 1 July 2010**

*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), the Ljubljana Stock Exchange Rules (Pravila Ljubljanske borze d.d.), and the Corporate Governance Code of Public Limited Companies, the*

### **Resolutions of the 22<sup>nd</sup> Annual General Meeting of INTEREUROPA d.d., Koper, held on 1 July 2010**

*There were 4.715.262 shares represented in the General Meeting, which stands for 59,81% of the share capital with voting rights.*

*The five biggest shareholders attending the General Meeting:*

- 1. **Luka Koper d.d.** (Part 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. **INFOND d.o.o.-PE Uravnoveženi vzajemni sklad Global (Balanced Mutual Fund), Maribor:** with 313,391 shares with voting rights, or 3.97% of all voting rights;*
- 5. **NFD 1 Delniški investicijski sklad (Equity Investment Fund), Ljubljana:** with 304,312 shares with voting rights, or 3.86 % 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**

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

- Mr Matjaž Ujčič 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, the company IXTLAN Forum, d.o.o., Ljubljana, and Mrs Milena Kalc.*

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

#### **Result of the Vote**

*The Resolution put to vote was supported by 4.715.262\_shares in favour, which represents 59,668 % of the capital represented.*

*In favour of the Resolution voted 4.715.262. of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

**2. Presentation of the Annual Report 2009 for the Intereuropa Group, with Auditor's Opinion and Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1 (Slovenian Companies Act), information on the receipts by members of the management and controlling body, and on awarding the discharge note to the Managing Board and Supervisory Board**

### **2.1 Resolution**

*The General Meeting was informed about the Intereuropa Group Annual Report for the financial year 2009 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 Article 282 of the Companies Act (ZGD-1) by the Supervisory Board to inform the General Meeting of having adopted the Annual Report 2009 without any remark or reservation.*

#### **Result of the Vote**

*The Resolution put to vote was supported by 4.715.261\_shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261. of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

### **2.2. Resolution**

*The General Meeting got informed on the receipts paid to the members of Supervisory Board and Managing Board as remuneration for their work or functions respectively, as specified on pages 219 and 220 of the Annual Report of the Intereuropa Group for 2009 (tables 64 - 65).*

#### **Result of the Vote**

*The Resolution put to vote was supported by 4.715.261\_shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261. of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

### **2.3. Resolution**

*The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2009, and gives a discharge for their work in the financial year 2009.*

#### **Result of the Vote**

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

#### **2.4. Resolution**

*The General Meeting decides that the discharge note to individual members of the Managing Board shall be put to vote separately, as follows:*

*2.4.1. Andrej Lovšin shall not be awarded the discharge for his work in the financial year 2009.*

##### *Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

*2.4.2. Zvezdan Markežič shall not be awarded the discharge for his work in the financial year 2009.*

##### *Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

*2.4.3. Ondina Jonke shall not be awarded the discharge for her work in the financial year 2009.*

##### *Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

*2.4.4. Ernest Gortan shall be awarded the discharge for his work in the financial year 2009.*

##### *Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.  
In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.  
There were no abstentions.  
Resolution was adopted.*

*2.4.5. Marko Jazbec shall be awarded the discharge for his work in the financial year 2009.*

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.  
In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.  
There were no abstentions.  
Resolution was adopted.*

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

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.  
In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.  
There were no abstentions.  
Resolution was adopted.*

**3.1. Resolution**

*New business activities of the Company shall be added in section 2.1 following the Affiliation of the company Intereuropa IT, d.o.o., Koper to the Parent Company Intereuropa d.d., as listed in the consolidated text of the Statute, which is an integral part of the materials hereto.*

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.  
In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.  
There were no abstentions.  
Resolution was adopted.*

**3.2. Resolution**

*Adopted shall be the amendments to the Statute in sections 5.13, 5.14.,5.15., as indicated in the text that is an integral part hereof, which are underlying for authorizing the Managing Board, in five years' time after these amendments to the Statute are entered in the Companies Register, to increase the share capital up to the amount of one half of the share capital existing as of today, which represents a nominal amount of EUR 16,488,092.56 - by issuing new shares for contributions.*

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.560.279 of shares or 96,713 %, against the Resolution were 154.982 shares or 3,287 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

**3.3. Resolution**

*The General Meeting adopts the proposed amendments to the Statute as required for the compliance with the Act Amending the Companies Act (ZGD-1C, Official Gazette of the Republic of Slovenia, no. 42/2009) and indicated in the wording that is an integral part hereof. The amendments to the Statute relate to the following sections: 6.26., 6.30., 6.31., 6.32., 6.35., 6.37 and 6.39.*

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

**3.4. Resolution**

*Pursuant to the Resolutions on Amendments to sections 3.1 to 3.3. of the Statute, the **Consolidated text of the Statute of the Company Intereuropa d.d.** with the amended first paragraph of the Section 12.1 of the Statute shall be **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 10 April 2009 shall become ineffective and be replaced by this Statute in the entire wording.*

*Result of the Vote*

*The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.*

*In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

**4. Informing the General Meeting on the appointment of the Supervisory Board members representing the Employees**

*The General Meeting has been informed on the appointment of Members of the Supervisory Board of Intereuropa d.d. – the workers' Representatives, who were elected and nominated by the Resolution of the Works Council: Mrs Nevija Pečar, Mr Maksimiljan Babič and Mr Ljubo Kobale. The term of office of newly elected Supervisory Board Members shall be from 19.11.2009 to 19.11.2013.*

***Result of the Vote***

***The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.***

***In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.***

***There were no abstentions.***

***Resolution was adopted.***

- 5. Informing the General Meeting on the implementation of the Resolution adopted by the 21<sup>st</sup> General Meeting, held in September 2009, on the filing of legal action for compensation of damages arising from specific operations and suffered by the Company as a result of violation of duties on the part of members of the governing and controlling bodies.***

*The General Meeting got informed that the Managing Board authorized, pursuant to the Resolution by the 21<sup>st</sup> General Meeting of 10 September 2009 on the filing of legal action for compensation of damages arising from specific operations and suffered by the Company as a result of violation of duties on the part of members of the governing and controlling bodies, the Law Office Kozinc and Partners for filing the action for compensation of damages. On 8 January 2010 the Law Office filed an action versus the former members of the Managing Board: Andrej Lovšin, Zvezdan Markežič and Ondina Jonke. Accordingly, the Resolution adopted by the General Meeting on 10 September 2009 has been implemented.*

***Result of the Vote***

***The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.***

***In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.***

***There were no abstentions.***

***Resolution was adopted.***

- 6. Appointment of Auditors for the year 2010***

*For the financial year 2010, auditing shall be entrusted to Auditors Ernst&Young, Revizija, poslovno svetovanje d.o.o., Dunajska 111, 1000 Ljubljana.*

***Result of the Vote***

***The Resolution put to vote was supported by 4.715.261 shares in favour, which represents 59,669 % of the capital represented.***

***In favour of the Resolution voted 4.715.261 of shares or 100 %, against the Resolution were 0 shares or 0 % of the votes cast.***

*There were no abstentions.  
Resolution was adopted.*

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

A handwritten signature in blue ink, appearing to read "Gortan", is centered below the printed name. The signature is written in a cursive style with a large initial 'G'.