



InterEuropa[®]
Globalni logistični servis, delniška družba



MATERIALS for the
23rd GENERAL MEETING of
INTEREUROPA d.d.

Koper, June 2011



PROPOSAL OF RESOLUTION TO AGENDA ITEM 1

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

***Resolution
on Electing the working bodies of the 23rd General Meeting
of INTEREUROPA d.d.***

- 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, Mrs Mateja Tevž and Mrs Milena Kalc.

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

INTEREUROPA d.d.

INTEREUROPA d.d.

***PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič***

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



PROPOSAL OF RESOLUTIONS TO AGENDA ITEM 2

Pursuant to Sections 7.3, 7.4 (third paragraph), and 7.5 of the Statute of INTEREUROPA, Globalni logistični servis d.o.o. (Global Logistics Service Ltd. Co.) and Articles 272, 282 and 293 of the Companies Act (ZGD-1), the Managing Board and Supervisory Board propose to the General Meeting to adopt the

RESOLUTIONS

on the Presentation of the Annual Report 2010 for the Intereuropa Group, with Auditor's Opinion and the written Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1 (Companies Act), and the information on the receipts by members of the management and controlling body, and on awarding the note of discharge

Resolution No. 2.1.:

The General Meeting was informed about the Intereuropa Group Annual Report for the financial year 2010, inclusive of the Auditor's Opinion, and of the Report by the Supervisory Board on the examination of the Annual Report 2010 and 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 2010 without any remark or reservation.

Resolution No. 2.2.:

The General Meeting gets 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 page 184 of the Annual Report of the Intereuropa Group for 2010 (table 58 and 59).

Resolution No. 2.3.:

The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.o.o. for the year 2010, and gives a discharge for their work in the financial year 2010.

Resolution No. 2.4.:

The General Meeting confirms and approves the work of the Managing Board of Intereuropa d.o.o. for the year 2010, and gives a discharge for their work in the financial year 2010.

Substantiation of Resolutions:

Resolution No. 2.1.:

The Supervisory Board has examined the Annual Report incl. of the Auditor's Report and analysed the loss incurred in the year 2010, as submitted by the Managing Board; the

Supervisory Board expressed its positive position and approved the Annual Report without remark or reservation, which means accordingly that the Annual Report was adopted.

Resolution No. 2.2.:

Pursuant to Article 294 paragraph 5 of the ZGD-1 the Managing Board of Intereuropa d.d. informs the General Meeting on the receipts paid to the members of Supervisory Board and Managing Board as remuneration for their work or functions respectively in the reporting year, as specified on pages 184 and 220 of the Annual Report of the Intereuropa Group for 2010 (tables 58 and 59), which substantiates the proposed Resolution.

Resolution No. 2.3.:

The activities and the evaluation of work of the members of the Supervisory Board for the year 2010 are presented in the Annual Report. The Supervisory Board supervised the Company's operations, gave guidelines to the Managing Board and consent to the implementation of the plans and corporate strategy. Particular attention of the Supervisory Board was paid to the financial exposure of the Intereuropa Group and maintaining liquidity. The Supervisory Board requested, on a regular basis, the reports on all major projects of the Managing Board in the reporting year.

These activities point to the active role of the Supervisory Board members, with due care of a competent and responsible professional, to the benefit of the Company; hereby the Resolution is substantiated.

Resolution No. 2.4.:

The adopted Audited Annual Report for the year 2010 substantiates the award of the discharge to the Managing Board. Although Intereuropa d.d. did incur a loss in the reporting year, it has nevertheless made a very big step forward both in the business and in maintaining financial stability in the given tough situation in the market and considering the financial position of the Company in the year 2009. Accordingly, we propose to grant the note of discharge to the Managing Board President Ernest Gortan and the Vice President Tatajna Vošinek Pucer.

Enclosures to Agenda Item Two:

The Annual Report for the financial year 2010 available at: www.intereuropa.si

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*



Intereuropa®

Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 3

Pursuant to Articles 293, 297.a and 329 of the Companies Act (ZGD-1), and Section 6.37 of the Statute of the Company, the Managing Board and Supervisory Board propose to the General Meeting to adopt the

Resolution on the Amendment to the Statute of Intereuropa d.d.

Resolution No. 3:

The General Meeting adopts the proposed amendment to Section 6.26 of the Statute, defining the structure of receipts of Supervisory Board members, as indicated in the text provided in the materials to the General Meeting, and adopts the consolidated text of the Statute with the amended first paragraph of Section 12.1. of the Statute which is an integral part of the materials for the General Meeting. The amendments to the Statute shall take effect with the date of its entry in the Court Register.

Substantiation of Resolution:

The Corporate Governance Code of Public Limited Companies stipulates in Section 12.1 that in addition to attendance fee, the members of Supervisory Board are also entitled to remuneration for the pursuit of its function in the amount fixed by the General Meeting. The current Statute of Intereuropa d.d. does not provide for any remuneration to Supervisory Board members for the pursuit of their function, therefore the Managing Board and Supervisory Board propose to the General Meeting to amend the Statute so that it will provide for the option to remunerate the Supervisory Board members for their function in addition to attendance fee and refund of expenses.

Following the proposed amendments to the Statute, the amended section 12.1 shall be adopted, and the consolidated text of the Statute of the Company shall take effect with the registration in the Companies Register at the Court.

Enclosures to Agenda Item Three:

Enclosure No. 1: Proposals for Amendment to the Statute, with substantiations

Enclosure No. 2: Proposal of Statute in Consolidated Text

INTEREUROPA d.d.

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*



Intereuropa[®]
Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 4

Pursuant to Articles 293 and 284 of the Companies Act (ZGD-1), and Section 6.26 of the Statute of the Company, the Managing Board and Supervisory Board propose to the General Meeting to adopt the

Resolution on the Remuneration to Supervisory Board Members

Resolution no. 4:

1. For attending the Supervisory Board session, the attendance fee for members is fixed at EUR 275 in gross amount. Each member of Supervisory Board committees shall receive attendance fee for attending the session that is fixed at 80% of the fee for members attending the Supervisory Board sessions. In case a session is held by correspondence, no attendance fee is paid to the members. Irrespective of the preceding provision and of the total number of sessions attended in the current year, any member of the Supervisory Board is only entitled to receive the fees up to the total amount for attendance fees either from the quota of Supervisory Board sessions or from the quota of Supervisory Board committees, which reaches 50% of the basic remuneration amount for the pursuit of the function of individual Supervisory Board members.

2. In addition to attendance fees, the Members of Supervisory Board are entitled to the basic remuneration payable to a Supervisory Board Member for the pursuit of its function, totalling EUR 8,400 in gross amount. The President of the Supervisory Board is also entitled to receive additional 20% upon the basic remuneration of Supervisory Board members for the pursuit of their function. The President of the Audit Committee is also entitled to receive additional 10% upon the basic remuneration of a Supervisory Board member for the pursuit of his/her function. The Supervisory Board Members shall receive the basic remuneration for the pursuit of their function in proportional monthly payments, to which they are entitled as long as they perform their function. The monthly payment is one twelfth of the above stated annual amounts. If a member has pursued its function for less than one month, (s)he is entitled to proportional remuneration, according to number of workdays.

3. 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.

4. The restriction upon the total attendance fee payments or additional payments to a member of the Supervisory Board shall not influence their duty to active participation in all sessions of the Supervisory Board and the committees thereof, or their responsibility imposed by the law.

5. The Resolution shall become effective on the date of entry of the amendments referred to in Resolution 3 hereof in the Register of Companies at the Court. This Resolution supersedes the Resolution adopted by the General Meeting in its 19th Session held on 10.04.2009.

Substantiation of Resolution:

The Companies Act requires that the remuneration to the members of the Supervisory Board must be adequate to the responsibilities of the Supervisory Board members and to the financial position of the Company. The remuneration for the pursuit of the function of the Supervisory Board must be adequate to allow for a quality level profile and structure of the Supervisory Board, to encourage active involvement of the members also during the sessions, and reflect the responsibilities assigned to Supervisory Board members according to law and the Corporate Governance Code of Public Limited Companies. The Capital Assets Management Agency of the Republic of Slovenia (the AUKN Agency) prepared the Recommendations on attendance fees and remuneration for Members of Supervisory Boards. Although that recommendation is not binding for Intereuropa d.d., the Managing Board and the Supervisory Board have taken it as a baseline for defining adequate remuneration to the members of Supervisory Board. Intereuropa d.d. is one of the major companies in Slovenia with the affiliated companies in numerous countries. According to the definition by the Slovenian Companies Act (ZGD-1), it is classified as a large company. The shares of Intereuropa d.d. are listed on the Ljubljana Stock Exchange. All these facts undoubtedly represent a big responsibility both for the Managing Board and for the work of the Supervisory Board. Intereuropa d.d. has been currently in an inferior financial position, therefore the Managing Board and Supervisory Board propose to reduce the attendance fee and concurrently fix the remuneration for the pursuit of function, which is below the lowest amount recommended by the AUKN Agency for large companies with unfavourable financial position.

INTEREUROPA d.d.

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*



Intereuropa[®]
Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 5

Pursuant to Article 54 of the Companies Act (ZGD-1), and Section 6.37 of the Statute of the Company, the Managing Board and Supervisory Board propose to the General Meeting to adopt the

Resolution on Determination of Financial Reporting Standards

Resolution no. 5:

Intereuropa d.d. compiles its Annual Report and financial statements referred to in the first paragraph of Article 60 of the Slovenian Companies Act (ZGD) in accordance with the International Financial Reporting Standards (IFRS) for an unlimited period of time, commencing with 1 January 2011, however, no less than for five financial years.

Substantiation to Resolution under Agenda Item 5:

The Resolution no. 3 of the 13th General Meeting laid down that Intereuropa d.d. shall compile its financial report for the coming five years, counted from 1 January 2006, in accordance with the International Financial Reporting Standards (IFRS). With the new Resolution the limited period of the application of these standards is changed to an unlimited period or until recalled, however, for no less than five years, which is in accordance with the Companies Act (ZGD-1).

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*



Intereuropa[®]
Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 6

Pursuant to Article 293 and the second paragraph, section 2, of Article 297.a of the Companies Act (ZGD-1), and Section 6.37 of the Statute of the Company, the Supervisory Board proposes to the General Meeting to adopt this

Resolution Appointing the Auditors for the year 2011

Resolution no. 6:

For the financial year 2011, auditing shall be entrusted to Auditors Ernst&Young, Revizija, poslovno svetovanje d.o.o., Ljubljana.

Substantiation to Resolution under Agenda Item 6:

Upon proposal by the Audit committee, the Supervisory Board in accordance with Article 297.a paragraph 2 section 2 and Article 280 ZGD-1, and pursuant to the Act on Auditing, proposes to the General Meeting to entrust the auditing for the year 2010 to the audit firm Ernst&Young, Revizija, poslovno svetovanje d.o.o., Dunajska cesta 111, Ljubljana, which is experienced in auditing the commercial activities of the Company and has got references at home and abroad; moreover, this audit firm has already audited the Company in the year 2010.

Key references recommending the Auditor:

The audit firm has audited the following large Slovenian companies or groups in the last five years: Luka Koper, KD Group, Kapitalska družba, SKB banka, Telekom Slovenije, Mobitel, GPG, Energotuš, Kolektor, Etol, Helios, Mlinotest, Baumax, Adria Airways

*INTEREUROPA d.d.
PRESIDENT
OF THE SUPERVISORY BOARD
Bruno Korelič*

PROPOSAL OF RESOLUTION TO AGENDA ITEM 7

Pursuant to Article 293 of the Companies Act (ZGD-1), and Section 6.42 of the Statute of the Company, the Managing Board and Supervisory Board propose to the General Meeting to adopt the

Resolution Amending the Rules of Procedure of the General Meeting

Resolution no. 7:

The General Meeting adopts the proposed amendments to the Rules of Procedure for the General Meeting as required for the compliance with the Statute and the Companies Act (ZGD-1), as indicated in the wording that is an integral part hereof. The General Meeting has further adopted the consolidated version of the Rules of Procedure for the General Meeting.

Substantiation to Resolution under Agenda Item 7:

In the year 2010, the General Meeting adopted amendments to the Statute as required by the amended Companies Act. In accordance with the Act, the Managing Board and Supervisory Board propose the amendments to the Rules of Procedure for the General Meeting so as to harmonize the Rules with the provisions of the Statute, adding some minor technical changes.

Enclosures to Agenda Item Seven:

Enclosure No. 3: *The text of proposed amendments to the Rules of Procedure for the General Meeting*

Enclosure No. 4: *Proposed consolidated text of the Rules of Procedure for the General Meeting*

INTEREUROPA d.d.

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*

Enclosure No. 1

PROPOSED AMENDMENTS TO THE STATUTE of the Company INTEREUROPA d.d.

1. The first paragraph of Section 6.26 of the Statute shall be supplemented to read:

The Supervisory Board Members are entitled to remuneration for the pursuit of their function, in the amount fixed by the General Meeting. The Supervisory Board members and the members of Supervisory Board committees are entitled to receive attendance fee for attending and their preparation for the sessions, as well as the refund of the costs incurred at performing the work assigned by the Supervisory Board and the resp. committees, in the amount fixed by the General Meeting.

2. In accordance with the proposed Amendments to the Statute of the Company, the consolidated version of the Statute with the amended Section 12.1 of the Statute is adopted, as follows:

This Statute shall take effect with the date of its entry in the Court Register. With the date of enforcement, the preceding version of the consolidated text of the Statute of Intereuropa d.d. as adopted on 01.07.2010 (first July 2010) shall become ineffective and be replaced by this Statute in the entire wording.

Enclosure No. 2

Consolidated version of the Statute of Intereuropa d.d.

Pursuant to Articles 183, 293 and 169 of the Companies Act (ZGD-1), the General Meeting of INTEREUROPA d.d. adopted in its session on _____() the Consolidated Text for the

STATUTE of the Company INTEREUROPA d.d.

1.0. COMPANY NAME AND REGISTERED OFFICE

1.1. The Company name reads: INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), hereafter referred to as the Company).

An integral part of the firm is the trademark referred to in Section 1.5 of the Statute.

1.2. The abbreviated Company name is: INTEREUROPA d.d..

1.3. The Company's registered office is: Koper, Vojkovo nabrežje 32.

1.4. INTEREUROPA d.d. and companies, affiliated under the unified Management, form the INTEREUROPA Group (hereinafter referred to as: the Group).

1.5. The Company and the Group use its service brand that consists of the trademark and the name INTEREUROPA, in the prescribed logotype in green colour on white ground. The trademark represents a stylized figure of a man with a crate. The service mark is protected as service brand.

The mark protected by the brand shall be used as letterhead on stationery and other corporate documentation, on the fleet of vehicles and name plates/ boards, in marketing, promotion and advertising, in all communications with the public.

In signs, name plates/boards, business premises, equipment, advertisements, publications, exhibitions and any other occasions involving external appearance elements, the corporate style, subject to its aesthetic features and corporate image, has to be applied by the entire Group (the parent and affiliated companies). The elements, form, scope and application of this corporate style are defined by an organizational regulation adopted by the Managing Board.

2.0. COMPANY ACTIVITIES:

2. 1. The Company and the affiliated companies in the Group pursue a gainful activity, aiming primarily to maximise the value of the Company

The company activities are:

22.330 Reproduction of computer media

49.410 Freight transport by road

51.140 Agents involved in the sale of machinery, industrial equipment, ships and aircraft

51.840 Wholesale of computer equipment,

51.850 Wholesale of office machinery and equipment

52.100 Storage and warehousing services

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
65.210 Financial leasing
68.200 Letting of and operation of own and hired property
70.220 Other business and management consultancy activities
71.330 Renting of office machinery and equipment, incl. computers
72.100 Computer hardware consultancy
72.220 Supply with software and consultancy
72.300 Data processing
72.400 Data base activities
72.500 Maintenance and repair of office, accounting and computing machinery
72.600 Other computer related activities
74.852 Copying, blueprinting, multigraphing and similar activities
77.120 Rental and lease of freight vehicles (trucks)
80.422 Adult and other education n.e.c."

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.

3. 0. SHARE CAPITAL

3.1. The share capital of the Company amounts to EUR 32,976,185.11 (in words: Thirty-two million nine hundred and seventy-six thousand one hundred and eighty-five EUR and 11/100) and is divided into 7,902,413 (in words: Seven million nine hundred and two thousand four hundred and thirteen) ordinary, negotiable individual shares (no-par-value shares).

Each individual no-par-value share shall stand for an equal shareholding and the appurtenant amount in the Company's share capital. The shareholding of each no-par-value share in the Company's share capital shall be determined in accordance with the number of such no-par-value shares issued. Individual no-par-value shares are indivisible.

The holders of ordinary no-par-value shares are entitled to: -----
- participation in the management of the Company,
- a portion of the profit (dividend), and
- receive an adequate part of the residual assets after liquidation or bankruptcy of the Company.

3.2. All shares are fully paid-up.

3.3. On request of the shareholders, the Company shall issue certificates on the subscribed and paid-up shares, at the expense of the applicant.

3.4. The Company's shares are issued in book-entry form (as 'dematerialized' securities).

3.5. The transfer of registered shares is valid when entered in the Share Register, unless otherwise stipulated or allowed by law or secondary regulations.

3.6. A forced retirement of shares is allowed for the purpose of covering the loss by way of reducing the share capital.

4.0. ACQUISITION OF OWN SHARES

4.1. The Company may acquire own shares for the purposes and under the procedure provided by the law.

The Company may not acquire own shares exclusively for the purpose of trading.

4.2. The General Meeting may authorize the Managing Board for the acquisition of own shares.

The authorization for purchasing must be adopted by no less than a 3/4 (three quarter) majority of votes of the capital stock represented and shall be valid for 18 months. -----

In its Resolution granting the authorization to acquire own shares, the General Meeting shall also fix the minimum and maximum selling price for these shares, as well as the share (%) thereof, whereby the total nominal amount of own shares may not exceed 10% of the capital stock.

4.3. If not otherwise set out in the resolution by the General Meeting, the Company may dispose of its own shares, acquired under the authorization referred to in Section 4.2. hereof, only by transactions concluded in the organized Securities Market.

The General Meeting may also authorize the Managing Board to retire own shares acquired in the manner described above without taking a further decision to reduce the share capital.

4.4. The reserves for own shares that are mandatory by law shall be formed by the Managing Board at the time of drawing up the Annual Report.

The reserves required for own shares may only be made provided that this fact shall not reduce the share capital of the Company and/ or the reserves required by law or this Statute which are not eligible for a payout to the shareholders, and provided that the total nominal, or any higher emission amount for the Company's shares has been fully paid up.

5.0. CAPITAL INCREASE AND DECREASE

5.1. Any increase of the capital stock by way of new emission of shares, the type and class of the shares shall be subject to a resolution by the General Meeting, deciding by the three-quarter-majority of the share capital represented. ---

5.2. The currently registered shareholders shall have the pre-emptive right to subscribe to new shares in proportion to their shareholding in the Company. The pre-emptive right may only be excluded by the General Meeting Resolution, adopted by the three-quarter-majority. ---

The provision of the first paragraph of this Section shall also apply to assuring the options and other entitlements to subscription of new shares, whereby the General Meeting may decide on such options and other entitlements to subscribing new shares, and on any evtl. resulting exclusion of the pre-emptive right vested in the currently registered shareholders, only after the resolution on increasing the capital stock of the Company has been adopted. -----

5.3. No later than in 8 (eight) days following the General Meeting's Resolution on the share capital increase by issuing new shares, the Managing Board shall, by publication in daily

newspapers, invite the currently registered shareholders to subscribe and pay-in the new shares in proportion to their current shareholding in the Company. The current shareholders shall subscribe to newly issued shares no later than in 14 (fourteen) days after publication in the daily press, unless the resp. Resolution on new shares issue should provide otherwise.

5.4. To enforce the right of pre-emption, the beneficiary shall send a statement in writing to the Managing Board in the term specified in the Resolution on the issue of new shares. - - -

Should the current shareholders not enforce their right of pre-emption and not subscribe to newly issued shares in the due term, the Managing Board may invite third parties to subscribe to new shares.

5.5. The procedure of issuing and the terms of subscription to new shares, as well as the payment thereof, are laid down by law or the resp. Resolution of the General Meeting on new shares issue.

5.6. The increase of share capital shall become effective on the date of entry in the Register of Companies held with the Court.

5.7. The General Meeting may decide to increase the share capital of the Company from other elements of equity capital.

The elements of equity capital that are transformed into share capital shall be stated in the last annual Balance Sheet, or in the Interim Balance Sheet resp., drawn up in compliance with the provisions of the law regulating the annual balance sheet. - - - - -

The General Meeting may decide to increase the share capital by transforming other elements of equity capital into the share capital only after the Annual Report for the preceding financial year, concluded before deciding on the capital increase, has been duly adopted.

5.8. It is prerequisite that the Balance Sheet underlying for the restructuring of other elements of equity capital into share capital be audited, and bear the Auditor's approval. - - - - -

5.9. The restructuring of other elements of equity capital into the share capital is not allowed if the relevant Balance Sheet states a retained loss or a net loss of the financial year.

5.10. The increase of the share capital from re-structuring of other elements of equity capital may either result in a higher nominal value of the share, or in issuing new shares, respectively. If new shares are issued, the current shareholders shall be entitled to new shares in proportion with their shareholding in the Company's share capital.

5.11. The increase of share capital from other elements of equity may not give rise to a decrease of these elements under the minimum level permitted by law.

5.12. In order to implement the reasons laid down by law, the General Meeting may decide, applying the procedure required by law and this Statute that the share capital be increased by no more than a half of the share capital that exists at the time of deciding on such an increase of capital (conditional increase of capital).

In each Resolution on the conditional increase of the share capital, adopted by the General Meeting, the amount and the reason underlying the conditional increase of the share capital shall be clearly determined.

5.13. The Managing Board is authorized - in five years' time after this amendment to the Statute is registered in the Court Register of Companies, without having to issue a separate Resolution by the General Meeting but subject to the consent by the Supervisory Board - to increase the share capital by issuing new shares for contributions up to the amount of one half of the share capital existing on the day of adopting this Resolution in the 22nd General Meeting, which represents a nominal amount of EUR 16,488,092.56 (the authorized capital).

5.14. Such a decision by the Managing Board on the substance of the rights vested in the newly issued shares and on the terms and conditions for issuing the shares from the authorized capital, is subject to obtaining the consent by the Supervisory Board.

5.15. The Supervisory Board is authorized to amend the Statute and align it with the validly adopted decision of the Managing Board regarding the share capital increase and the issue of new shares of the Company from the authorized capital.

5.16. The Company may reduce the share capital if so required by law or resolved by the General Meeting with a 3/4 (three quarter) majority of vote. The Resolution must contain the reason for, or purpose of reducing the share capital, as well as the method of decreasing the share capital.

The law also provides the terms for applying the simplified procedure in the share capital decrease.

6.0. CORPORATE BODIES

6.1. THE MANAGING BOARD

6.2. The Managing Board shall run the Company independently, assuming full responsibility: it also acts for the Company and represents it against third party, without limitations.

6.3. The Managing Board is appointed and recalled by the Supervisory Board.

6.4. 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.

6.5 Each member of the Managing Board shall be responsible for a particular scope of operations, to be further regulated in the Rules of Procedure on the operation of the Managing Board.

6.6. The Management Board shall adopt decisions by majority vote of all its Members.

6.7. The term of office of the Managing Board Members shall be 5 (five) years, counting from the day of appointment.

6.8. The Company may be represented by the President or Member of the Managing Board, or by the holder of a general commercial power of attorney ('Prokurist').

The President represents and acts for the Company, without limitations. In the absence of the President, the Deputy President shall assume these functions.

An individual Member of the Managing Board who has been authorized by the Supervisory Board's Resolution on election for a particular area, shall adopt decisions independently and act as a the Company's representative in that particular area.

6.9. The Managing Board may entrust a person in the company or outside it with the power of procuration that relates to the whole Company. The power of procuration may also be granted to one person for a Company's subsidiary.

6.10. In case the Director of Labour Relations is given a vote of non-confidence, the Supervisory Board shall relieve her/him of this position in its first session.

6.11. The Management Board shall adopt and operate under the Rules of Procedure.

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

- University education and minimum 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.

6.13. The Managing Board is competent to adopt the general acts of the Company, unless otherwise required by the law.

6.14. The preparation of the Annual Report is also the responsibility of the Managing Board.

6.15. The Managing Board is entitled to participate in the profit.

The participation of the President and individual Members and the method of payout are determined by the General Meeting, upon a substantiated proposal by the Supervisory Board, taking into account the operating results and the corporate policy of profit distribution.

The participation of the Managing Board members in the Company's operating results (profits) can also be provided as entitlement to buy options for the shares of the Company (call option).

6.16. THE SUPERVISORY BOARD

6.17. The Supervisory Board consists of 7 (seven) members, thereof 3 members are elected as representatives of employees by the Works Council.

6.18. The General Meeting elects the Supervisory Board by a simple majority of votes of the shareholders attending, whereas the Members representing the employees are elected by the Works Council.

6.19. The Supervisory Board members shall be appointed for a term of 4 (four) years, and may be re-elected.

The Supervisory Board shall elect its President and Deputy President from among its members. The Presidency shall last the whole term of office, unless the Supervisory Board should decide otherwise. The Deputy President is vested with the President's powers in case the President is unable to attend.

The President shall convene and conduct the sessions of the Supervisory Board, and be authorized to express the will and publish the decisions taken by the Supervisory Board.

The Supervisory Board President represents the Company against the Management Board, and represents the Supervisory Board against the bodies of the Company, as well as third parties, unless otherwise stipulated for each concrete case.

It is imperative that the President be the representative of shareholders.

6.20. The session of the Supervisory Board may be convened by the President on its own or another Member's initiative, or on behalf of the Managing Board.

6.21. The Supervisory Board shall make decisions in its sessions. Decisions and resolutions by the Supervisory Board may be adopted in writing, by telephone, telegraph or by similar technical devices, provided that no member disagrees about such communication.

6.22. The Supervisory Board is in quorum if more than one half of the members are present.

6.23. In the event of a tie, the Supervisory Board President shall have the casting vote.

6.24. The Resolution requiring a recall before time of the shareholders' representatives is valid if adopted with 3/4 majority of votes cast in the General Meeting, while the conditions for discharging the representatives of employees are laid down in the Rules of Procedure by the Works Council.

Notwithstanding the provision of the preceding paragraph hereof, upon proposal of the Supervisory Board or shareholders representing no less than 10% of the share capital, the Court may, for cogent reasons, recall a Member of the Supervisory Board.

6.25. Should the term of office of a Supervisory Board Member expire for any reason, the supplementary election shall be held in four months at the latest.

6.26. *The Supervisory Board Members are entitled to remuneration for the pursuit of their function, in the amount fixed by the General Meeting.* The Supervisory Board members and the members of Supervisory Board committees are entitled to receive attendance fee for attending and their preparation for the sessions, as well as the refund of the costs incurred at performing the work assigned by the Supervisory Board and the resp. committees, in the amount fixed by the General Meeting.

Members of the Supervisory Board may not participate in the profit.

6.27. The Supervisory Board shall further regulate the approach to, and terms of its operation by setting up the Rules of procedure.

6.28. THE GENERAL MEETING

6.29. The shareholders exercise their rights related to the Company in the General Meeting.

6.30. The General Meeting may be convened by the Management Board, the Supervisory Board, or on a written initiative of the shareholders representing 5% (five per cent) of the

Company's share capital. The shareholders representing 5% (five per cent) of the share capital in the Company may file a request to convene the General Meeting also by e-mail, to be sent to the respective e-mail address of the Company. Enclosed to the request, in writing, shall be the agenda, proposal of resolution for each proposed agenda item to be put to vote to the General Meeting, or in case no resolution is (or needs to be) adopted on a particular agenda item, the explanation of the agenda item. -----

6.31. The General Meeting shall be convened at least 30 (thirty) days before the session is to be held, by publication in a daily paper with circulation in the entire territory of the Republic of Slovenia and on the web site of the Company, containing all the required information as the law and regulations provide. -----

6.32. The session in which the General Meeting decides about the use of Accumulated Profit and the discharge note shall be held within eight months after closing the financial year, as specified in Section 7.1 hereof. -----

The announcement of the session of the General Meeting that is to decide about the subject matters referred to in the preceding paragraph shall also contain the venue in which the Company's Annual Report and the Report by the Supervisory Board are available to the shareholders. -----

Upon receiving a shareholder's request in writing, the Company shall provide them free of charge, on the next working day, with a copy of the Annual Report and the Report of the Supervisory Board, unless these reports are published on the Company's website. -----

6.33. The General Meeting consists of the Shareholders. -----

6.34. As a rule, the General Meeting shall be held at the registered office of the Company. Unless otherwise decided by the Supervisory Board, the General Meeting shall be held in the Company's business premises. The Supervisory Board may decide to convene the General Meeting in another place if it deems that the venue proposed shall not adversely affect the attendance of shareholders. -----

6.35. Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities on the fourth day before the session of the General Meeting (at the closing of such date) may attend and exercise their voting rights in the General Meeting, provided that they have announced their intention to attend the General Meeting no later than four days before the General Meeting date. -----

6.36. The General Meeting decides validly if more than 15% (fifteen percent) of the votes are present in the session (first convening). If the quorum is not met in the first date set for the General Meeting, a new session with the same agenda shall be convened, in which the decisions shall be validly taken without regard to the quorum of the share capital represented; this fact shall be noted in the letter convening the General Meeting (the second convening of the General Meeting). -----

6.37. Save as otherwise provided by law or this Statute, the General Meeting shall decide by the majority of the votes cast.

The three-quarter majority of the capital represented is required for decisions in these matters:

- changes to the Statute,
- decrease of capital stock,
- increase of capital stock,

- Status-related changes and termination of the Company,
- exclusion of the right of pre-emption of shareholders to a new issue of shares, save that it falls into the sphere of competence of the Managing Board (the approved capital) according to this Statute,
- Recalling the Supervisory Board members before time,
- other issues required by law or this Statute.

In case of a change to this Statute giving rise to group the current shares into shares of a higher nominal amount, whereby the capital stock of the Company remain unchanged, such a grouping of shares shall be subject to the consent of each shareholder.

The Company has to publish the result of voting on the web site of the Company.

6.38. The shareholders exercise their rights from their shares directly in the General Meeting or indirectly, through proxies. The proxy (Power of Attorney) shall be granted in writing and deposited with the Company.

6.39. Shareholders may appoint a proxy using the electronic means. The Form for voting by proxy in the General Meeting is available on the web site of the Company (the Proxy Form). The proxy, scanned as attachment, may be transmitted by e-mail to the address published by the Company in the convocation of the General Meeting, or sent by telefax. The Company reserves the right to check the authenticity of the shareholder or the proxy-holder respectively.

6.40 At the time of deciding on the use of accumulated profit in accordance with Section 7.9 hereof, the General Meeting also decides on awarding the discharge note to the Managing Board and Supervisory Board of the Company.

If so decided by the General Meeting or required by the shareholders representing 10 % of the Company's share capital, the awarding the discharge note to each individual Member of the Managing or Supervisory Board shall be put to vote separately.

6.41. By granting the discharge note, the General Meeting confirms and approves the work of the Managing Board and Supervisory Board in the resp. financial year, to which the Annual Report relates.

The fact that the General Meeting has not awarded the discharge note to the Managing Board or its particular Member is not yet construed as a vote of non-confidence to the Managing Board or that particular Member thereof.

6.42. The General Meeting shall, by a simple majority of votes cast, adopt its Rules of Procedure.

7.0. ANNUAL REPORT, PROFIT AND DIVIDENDS

7.1. The Financial Year corresponds to the calendar year.

7.2. After closing the financial year, the Managing Board shall draw up the Annual Report within the term required by law and submit it to the Supervisory Board jointly with its proposal for the use of accumulated profit - to be presented to the General Meeting – and the Auditor's Report, in eight days after the latter has been received.

The Audit of the Annual Report referred to in the first paragraph of this Section hereof shall be completed within six months after closing the financial year.

7.3. The Supervisory Board shall examine the Annual Report and proposal for the use of accumulated profit as submitted by the Managing Board, in accordance with Section 7.2. hereof.

Each Supervisory Board Member is entitled to examine and verify all the underlying documents for the Annual Report that are to be submitted for their perusal, unless the Supervisory Board should decide otherwise.

7.4. Having reviewed the Annual Report and proposal for the use of accumulated profit, the Supervisory Board shall draw up a report on its findings and submit it to the General Meeting. This report shall provide information on the approach applied, and scope of the review of the Company's management during the financial year. -----

In its report, the Supervisory Board shall also include its position on the Auditor's Report. --

In the conclusion of its report, the Supervisory Board shall declare if there are any remarks to the Annual Report reviewed, and state whether it is confirming the Annual Report. - - - - -

7.5. After the Supervisory Board has confirmed the Annual Report, it shall be deemed as approved.

Within a month after the Annual Report has been submitted to its review, the Supervisory Board shall deliver its report to the Managing Board; otherwise the latter shall immediately grant an additional term - no more than one month – to the Supervisory Board. Should the Supervisory Board fail to deliver its report in the additional term, it shall be deemed that the Supervisory Board has not approved the Annual Report.

7.6. Upon publishing the call for the General Meeting, the Annual Report and the report by the Supervisory Board shall be made available to the shareholders at the registered office of the Company. -----

7.7. Should the Supervisory Board not confirm the Company's Annual Report, and if both the Supervisory and Managing Board should leave the decision on adopting the Annual Report to the General Meeting, the latter shall be competent to adopt and approve the Annual Report. -

In the cases referred to in the first paragraph of this Section, the report submitted by the Supervisory Board to the General Meeting shall comprise the Resolutions taken by the Managing and Supervisory Board.

7.8. When adopting the Annual Report, the General Meeting shall comply with the provisions of the Slovenian Companies Act (ZGD-1) and the International Financial Reporting Standards (IFRS).

Should the General Meeting change the completed Annual Report of the Company, it shall be reviewed by the Auditor once again in two weeks' time after it was received by the General Meeting.

7.9. Upon proposal by the Managing Board and Supervisory Board, the General Meeting shall decide on the use of the Company's accumulated profit. -----

The General Meeting's Resolution on the use of accumulated profit shall comprise the information on:

- the amount of accumulated profit,

- the portion of accumulated profit earmarked for payout to shareholders (dividends),
- the portion of accumulated profit to be allocated to other reserves from the profit,
- the portion of accumulated profit, the use of which shall be subject to a decision within the next two financial years (Retained profit),
- the portion of accumulated profit to be used for other purposes as set out herein.

 A portion of the profit achieved in a particular financial year may be used for the participation of workers in the profit (profit-sharing). -

7.10. In deciding on the use of accumulated profit, the General Meeting is not bound to the proposal by the Managing Board and Supervisory Board, but rather to the Annual Report adopted. -----

The General Meeting's Resolution on the use of accumulated profit shall not change the Annual Report as it was adopted. -----

7.11. The Managing Board is authorised to pay out dividends (interim dividends) on the basis of the estimated accumulated profit of the current year.

The payout of dividend shall be approved by the Supervisory Board. Interim dividends may not exceed one half of the accumulated profit estimate including the reserves, and one half of the accumulated profit generated in the preceding year.

8.0. INTERNAL ORGANIZATION OF THE COMPANY

8.1. The Internal organization of the Company is set out in a special act adopted by the Managing Board.

9.0. INFORMING THE SHAREHOLDERS

9.1. Unless otherwise provided by special regulations/laws or this Statute, the information and communications of the Company subject to the publication requirement shall be published electronically via the SEO-Net information system of the Stock Exchange and on the website of the Company for no less than 7 (seven) days, however, only after the publication by the Stock Exchange (SEO-net) in electronic form.

9.2. The Annual Report with the Auditor's Opinion shall be published in the way as required by law and the derived secondary regulations, and submitted to the organization authorized for data processing and publishing, within eight months after closing the financial year.

9.3. The Company may publish its communication on internal notice boards and in other public media, as decided by the Managing Board or Supervisory Board.

10. 0. THE TERM OF THE COMPANY, AND TERMINATION

10.1. The Company is established as a company with perpetual existence.

10.2. It may terminate for the reasons and subject to the procedure provided by the law.

11.0. CONFIDENTIALITY

11.1. The Managing Board shall, by issuing a resolution, classify the information to be regarded as confidential. This resolution shall be submitted to shareholders, members of the

Company bodies, employees and other persons responsible for protecting the business secrecy, binding them with the confidentiality requirements.

11.2. The business secrecy shall govern any data and information, for which it is evident that considerable loss/ damage would arise if revealed to an unauthorized person. In its resolution referred to in Section 11.1 hereof, the Managing Board shall determine the way of protecting confidentiality, as well as the accountability of the persons responsible for protecting the business secrecy.

12.0. ENFORCEMENT and TERM OF THIS STATUTE

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 1 July 2010 (first July 2010) shall become ineffective and be replaced by this Statute in the entire wording.

The provision of Section 9.2 hereof shall be first applied with the Company's Annual Report for the financial year 2002. -----

12.2. Other general acts shall be used as the acts of the Company provided they are not in controversy with this Statute. -----

The Managing Board shall be held responsible to harmonise the general acts with this Statute within one year, unless otherwise provided by law. The Managing Board is competent to adopt changes to the general acts. Until the new legislation comes into force, the Supervisory Board shall be competent for appointing and recalling/discharging the bodies on the first and second instance who decide on the rights, obligations and responsibilities of employees.

Enclosure No. 3

Proposed Amendments to the Rules of Procedure for the General Meeting

The Preamble to the Rules of Procedure shall be amended to read:

Pursuant to Section 6.42 of the Statute of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service Ltd. Co.) based in Koper, Vojkovo nabrežje 32, the General Meeting has adopted

Article 10 shall be amended to read:

Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities at the closing of the fourth day before the session of the General Meeting may attend and exercise their voting rights in the General Meeting, provided that they have announced their intention to attend the General Meeting no later than four days before the General Meeting date.

On the basis of announced attendance for the General Meeting, the Managing Board shall prepare the list of announced attendees and voting papers or devices before the session.

All attendees shall sign the List of shareholders attending in the session one hour before the official opening of the General Meeting.

By signing the List of announced shareholders eligible to attend the General Meeting before the session opens, the members of the General Meeting confirm their attendance in the General Meeting. At the time of signing the List, the shareholders take over the voting paper or devices that serve as the entrance ticket or pass to the conference hall in which the General Meeting is held.

Any member leaving the premises of the General Meeting during the session shall put all the voting papers/devices in custody at the reception. After returning to the premises of the General Meeting, all the voting papers/devices kept in custody at the reception shall be delivered to and collected by such attendee.

Article 15 shall be amended to read:

Based on the Report on the share capital represented in the General Meeting, the Chairman declares that the General Meeting is in quorum and all other terms for working are fulfilled.

After declaring the quorum, the Chairman informs the attendees on the agenda. Following a discussion, the Agenda may be supplemented by the agenda items that were filed as counterpropositions in the statutory required term. The General Meeting then confirms the agenda proposed with evtl. supplemented items. The General Meeting shall only decide on the issues that were put to the agenda. The General Meeting shall adopt its decisions in the form of Resolutions.

As a rule, the Managing Board presents its Report on the Implementation of the General Meeting Resolutions to the General Meeting and the members attending discuss the respective report.

Article 21 shall be amended to read:

Members of the General Meeting vote by ballot or voting devices on each Agenda Item, or on each Resolution that was put to vote, with the number of votes assigned to the number of shares held by the voting member.

The members may also vote by the show of hands, provided that no member of the General Meeting objects to it.

Article 26 shall be amended to read:

The vote shall be cast "in favour of" or "against". The voter may abstain from voting. The abstained and invalid votes are counted separately, as uncast votes.

Article 30 shall be followed by two new articles:

Article 31

Any member attending may propose a break or interruption during the session(s) of the General Meeting. The Chairman of the General Meeting shall decide on allowing such break/interruption. The break or interruption during the session may last no longer than one (1) hour.

Article 32

The official language in the General Meeting is the Slovene language. A shareholder may use her/his own language other than Slovene, however, if such shareholder has provided for direct interpreting.

Other Articles following the previous Article 31 shall be renumbered accordingly.

Article 34 (the former Article 32 before renumbering) shall be amended to read:

The Minutes shall be kept during the session of the General Meeting, in the form of Notarial Record. The Minutes shall contain:

- Place and date of session,*
- Notary's first and last name,*
- the name of the Chairman, Tellers and the Keeper of the Minutes,*
- Results of voting according to agenda items (number of shares for which the votes were validly cast, the percentage of such shares in the registered capital; total number of votes validly cast, and the number of votes in favour and against, as well as the number of abstained),*
- the Chairman's declaration of the resolutions adopted,*
- Declarations and oppositions by individual members of the General Meeting, of the Managing Board or Supervisory Board which were demanded to be included in the Minutes.*

Only the resolutions that are included in the Minutes of the General Meeting are validly adopted and have legal effect.

Article 35 (the former Article 33 before renumbering) shall be amended to read:

The documents that were underlying for resolving in the General Meeting shall be enclosed to the Minutes of the General Meeting.

Also the List of shareholders attending (comprising the name, residence and the number of voting rights according to share classes) shall be attached to the Minutes. The List shall be signed by the Chairman of the General Meeting.

Article 36 (the former Article 34 before renumbering) shall be amended to read:
The Minutes shall be designated by serial number of the session. The Managing Board shall assure to deliver to the Court of Registry a notarized copy of the Minutes of the General Meeting with all the prescribed enclosures.

The result of voting referred to in indent 4 of Article 34 hereof shall be published on the web site of the Company in two days after the General Meeting.

The Minutes are also available to shareholders at the registered office of the Company. Remarks to the Minutes may only be given by the persons who attended the General Meeting and had voting rights. Such remarks shall be discussed in the next session of the General Meeting.

Article 44 (the former Article 42 before renumbering) shall be amended to read:

Article 44

Any other issues and matters addressing the mode of operation of the General Meeting that is not regulated hereby shall be subject directly to the Companies Act and the Statute. The General Meeting shall decide on each separate issue by a separate resolution.

The General Meeting adopted in the session held in Koper on 8 July 2011 the consolidated text of the Rules of Procedure.

The authenticity of the wording hereof with the Resolutions of the General Meeting is confirmed by the Chairman of the General Meeting.

Enclosure No. 4

Consolidated text of the Rules of Procedure for the General Meeting

Pursuant to Section 6.42 of the Statute of INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service Ltd. Co.), based in Koper, Vojkovo nabrežje 32, the General Meeting has adopted the

RULES OF PROCEDURE FOR THE GENERAL MEETING

I. GENERAL PROVISIONS

Article 1

These Rules of Procedure for the General Meeting regulate the operating procedures and organization of the General Meeting and all other issues relevant for the work and decision-making in the General Meeting.

Article 2

The provisions of these Rules are binding on all shareholders or their legal representatives or proxy-holders resp. (hereafter: members of the General Meeting) and other persons attending the sessions and involved in the work of the General Meeting, exercising their rights related to members of the General Meeting.

II. CHAIRMAN OF THE GENERAL MEETING AND SHAREHOLDERS

Article 3

The Chairman of the General Meeting shall have the following rights and duties:

- Conduct the session and coordinate the work of the General Meeting,*
- Co-sign the Resolutions, Minutes and internal acts (General Acts) of the General Meeting,*
- See to correct application and implementation of regulations, of the Statute and hereof.*

Article 4

Shareholders shall have the following rights and duties:

- See to the correctness of their own addresses in the Register of Shareholders,*
- Analyse the Resolutions and supporting materials thereto, proposed to be adopted by the General Meeting, and undertake the preparations for the convening of the General Meeting in due statutory term/ deadline,*

- *Legal representatives of shareholders and proxy holders are required to analyse the materials jointly with the proxy grantors and obtain the guidelines for acting for them in the General Meeting,*
- *Communicate, in writing, any additional proposals to the agenda or proposals to supplement the resolutions of the General Meeting in the statutory term,*
- *In due time announce their intention to attend the General Meeting,*
- *Attend the sessions of the General Meeting and decide on all issues discussed by and resolved by the General Meeting,*
- *Seek information and be updated on the work and operations of the Company,*
- *Vote on each proposal to be decided by the General Meeting,*
- *Raise questions and give initiatives and proposals to the General Meeting,*
- *Protect the confidentiality requirements of the Company,*
- *Report their arrival and departure from the General Meeting to the teller's,*
- *Comply with the provisions of these Rules of Procedure.*

III. SESSION OF THE GENERAL MEETING

Article 5

The General Meeting pursues the tasks from its scope of competence in the sessions.

1. Convocation of the General Meeting and List of Attendees

Article 6

As a rule, the convocation of the General Meeting is undertaken by the Managing Board pursuant to the law and Statute of the Company.

If an agenda item was put on the Agenda on request of individual shareholders, these have to submit to the Managing Board, in due time, the supporting materials for discussion and decision-making in the General Meeting.

Article 7

The Managing Board shall publish the convocation of the General Meeting in accordance with the provisions of the Statute, i.e. the complete text, the proposed resolutions, terms and conditions for attending the Meeting. All the materials shall also be published on the Company's web site.

Article 8

The materials for the General Meeting, available to all shareholders and their proxies at the Company's head-office, shall mandatorily comprise the full wording of the resolutions proposal to be adopted by the General Meeting.

The Resolutions proposal shall be prepared in writing by the person proposing, incl. the materials.

Article 9

If the materials proposed contain confidential data and information, they shall be designated as such (business secret) on the cover page. If only parts of the materials are confidential, they shall be presented in a separate attachment with a clearly visible confidentiality designation.

Article 10

Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities at the closing of the fourth day before the session of the General Meeting may attend and exercise their voting rights in the General Meeting, provided that they have announced their intention to attend the General Meeting no later than four days before the General Meeting date.

On the basis of announced attendance for the General Meeting, the Managing Board shall prepare the list of announced attendees and voting papers or devices before the session.

All attendees shall sign the List of shareholders attending in the session one hour before the official opening of the General Meeting.

By signing the List of announced shareholders eligible to attend the General Meeting before the session opens, the members of the General Meeting confirm their attendance in the General Meeting. At the time of signing the List, the shareholders take over the voting paper or devices that serve as the entrance ticket or pass to the conference hall in which the General Meeting is held.

Any member leaving the premises of the General Meeting during the session shall put all the voting papers/devices in custody at the reception. After returning to the premises of the General Meeting, all the voting papers/devices kept in custody at the reception shall be delivered to and collected by such attendee.

2. Course of Session

Article 11

The General Meeting is opened by the President or Member of the Managing Board. Based on the signatures on the List of shareholders attending, the Managing Board shall establish whether the General Meeting is in quorum. If the quorum is not met, the Managing Board shall decide on a substitutional opening of the General Meeting session (the second convening) within the term specified in the letter convening the General Meeting.

Article 12

Then the Managing Board shall propose the candidate for the Chairman, two tellers, the keeper of the Minutes and the Notary.

The Managing Board conducts the voting procedure and pronounces the results of voting and the selected working bodies of the General Meeting.

The Managing Board delivers the List of shareholders attending to the tellers.

Article 13

The tellers establish whether the General Meeting session is in quorum and report to the General Meeting. The quorum is met if shareholders representing more than 15% (fifteen per cent) of the share capital with voting rights are present. Based on the Teller's Report, the Chairman declares the General Meeting to be in quorum.

Article 14

If the General Meeting does not meet the quorum required for deciding on the issues in the agenda, the Chairman postpones the session or closes it. The session shall be held in the substitutional term indicated in the letter convening the General Meeting (the second convening).

Article 15

Based on the Report on the share capital represented in the General Meeting, the Chairman declares that the General Meeting is in quorum and all other terms for working are fulfilled.

After declaring the quorum, the Chairman informs the attendees on the agenda. Following a discussion, the Agenda may be supplemented by the agenda items that were filed as counterpropositions in the statutory required term. The General Meeting then confirms the agenda proposed with evtl. supplemented items. The General Meeting shall only decide on the issues that were put to the agenda. The General Meeting shall adopt its decisions in the form of Resolutions.

As a rule, the Managing Board presents its Report on the Implementation of the General Meeting Resolutions to the General Meeting and the members attending discuss the respective report.

Article 16

In case of a very large and complex agenda, the Chairman may limit the time for the substantiation and discussion of individual presenter or member.

The rapporteur may use no more than 10 minutes for an individual agenda item, and a member of the General Meeting may speak for no more than 5 minutes at each agenda item or amending proposition, while the replies (replications) by the members may take 3 minutes at the most.

Article 17

The Chairman may decide that the General Meeting should convene for as much time or as many days as required to exhaust the agenda in full.

Article 18

The General Meeting shall be conducted according to the Agenda, agenda items being announced by the Chairman. The rapporteurs to individual agenda items are the persons proposing the Resolutions. The discussion of such agenda item normally begins with a brief verbal introduction of the resolution proposed, given by the rapporteur.

Article 19

The verbal introduction is usually followed by the discussion involving the justified holders of voting rights or their proxies, as well as other attendees invited to the session, who are called to the floor in the order of sequence of their applying.

Article 20

In their discussion, the members participating in the discussion shall keep to the subject matter of the concrete agenda item. If the discussing participant should digress from the subject, the Chairman shall caution her/him against it. The Chairman sees to it that the speaker can speak uninterrupted or undisturbed by anyone. Only the Chairman may interrupt the discussant and remove her/him from the floor if it is clear that the (s)he does not stick to the resp. agenda item, thereby impeding the work of the General Meeting.

3. Deciding in the session

Article 21

Members of the General Meeting vote by ballot or electronic voting devices on each Agenda Item, or on each Resolution that was put to vote, with the number of votes assigned to the number of shares held by the voting member.

The members may also vote by the show of hands, provided that no member of the General Meeting objects to it.

Article 22

If the shareholder disagrees with the proposed resolution, (s)he is allowed discuss that matter. If a different resolution proposal was filed to the initially proposed Resolution in due time, the person proposing the amending proposition shall take the floor first and express her/his opinion. Then the decision is taken on the amending proposition and only after that it is resolved about the Resolutions proposed by the Managing Board and Supervisory Board, or by the Supervisory Board or another member convening the General Meeting.

If there are several proposals on the solution of particular matter, and none of them has obtained the required majority of vote, it shall be deemed that the General Meeting has not adopted any Resolution.

Article 23

After the Chairman has pronounced the Resolution as valid and binding, the discussion and resolving on such agenda item is closed.

If the resolution has not been adopted in accordance with the provisions hereof, the discussion and decision-making process may be resumed.

The General Meeting shall decide on such issue with the majority vote of the members attending.

Article 24

The Chairman puts the Resolution proposal to vote forthwith after (s)he finds that the discussion on the particular agenda item or matter has been exhausted.

Article 25

The General Meeting shall decide separately for each resolution.

Article 26

The vote shall be cast ‘in favour of’ or ‘against’. The voter may abstain from voting. The abstained and invalid votes are counted separately, as uncast votes.

Article 27

When the voting relates to candidates, a tie vote means that no candidate has been elected. The voting /election has to be repeated.

Article 28

In an election, if none of the candidates receives the required majority of votes, the two candidates with the highest number of votes shall qualify for the second election round. In the second round the candidate who received the required majority of votes shall be elected.

The second round of elections may be repeated if the General Meeting should so decide.

Article 29

In the agenda item ‘Shareholders’ Questions and Proposals’, each member of the General Meeting may ask questions about the business activity of the Company, give proposals and initiatives. The answer to the question, or the position to the initiative respectively, shall be given already in the session or within a reasonable period of time after the session, in writing, or in exceptional cases, in the next session of the General Meeting.

Article 30

If the Chairman perceives during the session that a number of shareholders left the session and the General Meeting be therefore no longer in quorum, (s)he shall interrupt the session. The tellers submit their report on the quorum.

If the quorum is not met, the President may extend the session, or set the time /date for resuming the session at a later time, or close down the General Meeting.

Article 31

Any member attending may propose a break or interruption during the session(s) of the General Meeting. The Chairman of the General Meeting shall decide on allowing such break/interruption. The break or interruption during the session may last no longer than one (1) hour.

Article 32

The official language in the General Meeting is the Slovene language. A shareholder may use her/his own language other than Slovene, however, if such shareholder has provided for direct interpreting.

4. Order in the session

Article 33

The Chairman shall see to good working order in the session. The Chairman shall caution a member or another attendee who disturbs the order and does not act in accordance with the Rules of Procedure.

If the disturbance or non-observance continues after the reminder/caution, the Chairman may require removing such member from the premises in which the session is conducted.

IV. MINUTES OF GENERAL MEETING

Article 34

The Minutes shall be kept during the session of the General Meeting, in the form of Notarial Record. The Minutes shall contain:

- Place and date of session,*
- Notary's first and last name,*
- the name of the Chairman, Tellers and the Keeper of the Minutes,*
- Results of voting according to agenda items (number of shares for which the votes were validly cast,*
- The percentage of such shares in the registered capital; total number of votes validly cast, and the number of votes in favour and against, as well as the number of abstained),*
- the Chairman's declaration of the resolutions adopted,*
- Declarations and oppositions by individual members of the General Meeting, of the Managing Board or Supervisory Board which were demanded to be included in the Minutes.*

Only the resolutions that are included in the Minutes of the General Meeting are validly adopted and have legal effect.

Article 35

The documents that were underlying for resolving in the General Meeting shall be enclosed to the Minutes of the General Meeting.

Also the List of shareholders attending (comprising the name, residence and the number of voting rights according to share classes) shall be attached to the Minutes. The List shall be signed by the Chairman of the General Meeting.

Article 36

The Minutes shall be designated by serial number of the session. The Managing Board shall assure to deliver to the Court of Registry a notarized copy of the Minutes of the General Meeting with all the prescribed enclosures.

The result of voting referred to in indent 4 of Article 34 hereof shall be published on the web site of the Company in two days after the General Meeting.

The Minutes are also available to shareholders at the registered office of the Company. Remarks to the Minutes may only be given by the persons who attended the General Meeting and had voting rights. Such remarks shall be discussed in the next session of the General Meeting.

Article 37

The parts of the Minutes that are confidential or involve the protection of a business secret, shall be comprised in a separate enclosure, which is integral part of the Minutes, and bear a clearly visible confidentiality designation: "Confidential".

Article 38

The Minutes and resolutions of the General Meeting and the complete materials for each session, as well as attendance lists and voting papers used, shall be kept in custody by Managing Board.

Article 39

The Minutes are valid when signed by the Notary and the Chairman of the General Meeting.

Article 40

The organizational, administrative and technical operations necessary for a smooth conduct and work of the General Meeting shall be organized by the Managing Board.

5. Election of Supervisory Board members

Article 41

The Managing Board invites the Works Council to elect the members of the Supervisory Board at least 14 days before the date for which the Managing Board convoked the General Meeting.

In the materials for the General Meeting, the Managing Board shall inform the shareholders of the Supervisory Board members selected who represent the employees pursuant to the provisions of the Worker Participation in Management Act.

Should the Works Council not elect its representatives to the Supervisory Board, the shareholders in the General Meeting shall elect all the members of Supervisory Board.

If the Works Council has not announced the names of selected members in due time, it shall do so at the first ordinary General Meeting to come. In such a case, the General Meeting shall recall the Supervisory Board members that were elected by the General Meeting due to the failure of electing their own representatives on the part of employees.

V. FINAL PROVISIONS

Article 42

The Rules of Procedure shall enter into force when adopted by the General Meeting by a simple majority of votes present in the General Meeting.

Article 43

Any amendments hereto shall be adopted by the General Meeting by a simple majority of votes present in the General Meeting.

Article 44

Any other issues and matters addressing the mode of operation of the General Meeting that is not regulated hereby shall be subject directly to the Companies Act and the Statute. The General Meeting shall decide on each separate issue by a separate resolution.

The General Meeting adopted in the session held in Koper on 8 July 2011 the consolidated text of the Rules of Procedure.

The authenticity of the wording hereof with the Resolutions of the General Meeting is confirmed by the Chairman of the General Meeting.

INTEREUROPA d.d.
CHAIRMAN OF THE GENERAL MEETING
