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Globalni logistični servis, delniška družba



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CONVOCAATION OF

24th GENERAL MEETING of SHAREHOLDERS

of the Company INTEREUROPA d.d.

Koper, July 2012



Intereuropa[®]

Globalni logistični servis, delniška družba



THE MANAGING BOARD

Koper, 24 July 2012

Pursuant to Section 6.30 of the Statute of INTEREUROPA d.d., the Company's Managing Board convenes the

24th Annual General Meeting of Shareholders of INTEREUROPA, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32,

to be held on Tuesday, 28 August 2012, at 13.00

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

With the following Agenda:

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 Srečo Jadek 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 be attended by the Notary Mrs. Nana Povšič Ružič.

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

2. Presentation of the Annual Report, incl. Auditor's Opinion of the Intereuropa Group for 2011 and the Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1, information on the receipts by members of the management and controlling bodies, and on awarding the discharge note

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

Resolution no. 2.1

The General Meeting was informed about the Intereuropa Group Annual Report for the financial year 2011, inclusive of the Auditor's Opinion, and of the Report by the Supervisory Board on the examination of the Annual Report 2011 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 2011 without any remark or reservation.

Resolution no. 2.2

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 157 and 158 of the Annual Report of the Intereuropa Group for 2011 (tables 57 and 58).

Resolution no. 2.3

The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2011, and gives a discharge for their work in the financial year 2011.

Resolution no. 2.4

The General Meeting confirms and approves the work of the Managing Board of Intereuropa d.d. for the year 2011, and gives a discharge for their work in the financial year 2011.

3. Appointment of Auditors for the year 2012

The Supervisory Board proposes to the General Meeting to adopt the Resolution:

Resolution no. 3

For the financial year 2012, auditing shall be entrusted to Auditors Ernst&Young, Revizija, poslovno svetovanje d.o.o., Ljubljana.

4. A simplified decrease of the share capital owing to transfer to capital reserves and an increase of capital by contributions-in-kind

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

Resolution no. 4.1: A simplified decrease of the share capital owing to transfer to capital reserves

Owing to the transfer to capital reserves, as shown in the Balance Sheet as at 31 December 2011, the share capital shall be decreased from EUR 32,976,185.11 by the amount of EUR 25,074,042.11 so that the share capital of the company shall amount to EUR 7,902,143 after the decrease.

The decrease of capital shall be implemented by simplified procedure. As a result of the decrease of the Company's share capital, the share price shall be reduced from EUR 4.17307 by EUR 3.17307 to 1 EUR after the decrease. The number of shares to which the share capital is divided into shall remain unchanged: 7,902,143 ordinary, negotiable registered shares.

Resolution no. 4.2: Increase of share capital by contributions in kind

The share capital of the Company (amounting to 7,902,143 EUR after the decrease under Resolution 4.2.) shall be increased by 22,000,000 EUR, by way of issuing 22,000,000 (twenty-two million) new shares, thereof 11,342,034 ordinary shares and 10,657,966 preferential

shares, by new contributions-in-kind so that it shall amount to 29,902,143 EUR after the increase.

New shares shall be issued, with the following elements:

Issuer:

Intereuropa, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), Koper, reg.no.5001684000

Designation and form:

- *Ordinary, no-par-value, negotiable registered shares in dematerialized form, ISIN code SI0031100090, ticker symbol IEKG*
- *Preferential, no-par-value, negotiable registered shares in dematerialized form*

Class:

- *Ordinary shares shall form the same class as the existing ordinary registered shares (issued earlier)*
- *Preferential shares shall form one class, separated from ordinary shares.*

Rights arising from the shares:

The rights vested in ordinary shares the same as the rights to which the shareholders of the remaining ordinary registered shares are entitled to (1) participation in the management of the Company (voting right), (2) participation in the portion of profit (dividend), and (3) to receive a proportional part of the residual assets after liquidation or bankruptcy of the Company.

The holders of preferential shares are entitled to (1) participation in the portion of profit and (2) to receive a proportional part of the residual assets after liquidation or bankruptcy of the Company.

Preferential shares entitle their holders to participation priority in the profit to the amount of 0.01 EUR (preferential amount) per share. The preferential amount shall be paid out in addition to the participation in the profit pertaining to the holders of ordinary shares, in accordance with the Resolution on the appropriation of the accumulated profit. The preferential amounts shall be first payable in the payout of profit (dividend) for the year 2013.

The amount pertaining to one share (ordinary and preferential): 1 EUR

The emission amount pertaining to one share (ordinary and preferential): 1 EUR

Total emission amount of the issued shares:

Ordinary: 11,342,034 EUR

Preferential: 10,657,966 EUR

Date of issue: date of registration of shares in the Central Register.

The share shall be paid in by contributions in kind. The contributions-in-kind stand for the monetary claims, in total amount of 22,000,000 EUR, of the following creditors: Gorenjska banka d.d. (reg.no. 5103061000), Kranj; Raiffeisen banka, d.d. (reg.no. 5706491000);

UniCredit Banka Slovenija d.d. (reg.no.5446546000); SKB Banka d.d., Ljubljana (reg.no.5026237000); Banka Koper d.d. (reg.no.5092221000); SID - Slovenska izvozna in razvojna banka, d.d., Ljubljana (reg.no. 5665493000); Nova Ljubljanska banka, d.d. (reg.no. 5860571000); and Nova Kreditna banka Maribor d.d., (reg.no. 5860580000). Twenty-two million (22,000,000) shares shall be assured for the contributions-in-kind.

The priority right of pre-emption vested in the current shareholders to purchase the newly issued shares at the date of adopting this Resolution shall be entirely excluded.

The term allowed for the subscription and prepayment of shares is 30 days after the Resolution on Capital Increase has been adopted by the General Meeting.

Resolution no. 4.3: Authorization to amend the Statute

The Supervisory Board is authorized to consolidate the wording of the Company's Statute with the Resolutions 4.1 and 4.2 regarding the share capital decrease and increase.

5. Consent to disposal of investment in Russia

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

Resolution no. 5: Consent to disposal of investment in Russia

The General Meeting of Intereuropa d.d. consents to the sale of the investment in Russia, which comprises both the shareholding in the company Intereuropa East Ltd and the real estates. The purchase price for the respective investment must not be lower than 45 million EUR.

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Information for Shareholders

The right to be informed, and availability of the materials for the Annual General Meeting

In the General Meeting, the shareholders may exercise their rights to be informed in accordance with Article 305 of the Companies Act (ZGD).

The materials for the General Meeting comprising the substantiated Resolutions Proposal, the Annual Report with the Supervisory Board's Report, the Declaration on Compliance with the Corporate Governance Code, and other materials listed in the second paragraph of Article 297.a ZGD-1 are available to shareholders at the Company's Secretariat at the head-office every working day between 9 and 12 a.m., from the date of publication until the General Meeting's day.

The Agenda with other materials for the General Meeting are available to shareholders both on the SEO-Net information system net at <http://seonet.lj.si> and on the web site of the Company at www.intereuropa.si. In accordance with the Statute of the Company, the call of the General Meeting will also be published in the daily paper covering the entire territory of the Republic of Slovenia.

Amendment to the Agenda

After the publication of the General Meeting convocation, shareholders holding 1/20 (5%) of the share capital may request, in writing, an additional item to be added to the agenda.

Enclosed to the request shall be the proposal of resolution 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. It is sufficient that the request is filed in **7 days** after the publication of the call for General Meeting and addressed to Intereuropa d.d., Vojkovo nabrežje 32, 6000 Koper, or e-mailed to: skupscina@intereuropa.si. Any additional agenda item and the clean copy of the Agenda will be published in accordance with Article 298 of the Companies Act (ZGD-1).

Proposals by Shareholders

Shareholders may propose resolutions to each agenda item, in writing, by sending their proposal to Intereuropa d.d., Vojkovo nabrežje 32, Koper or e-mail: skupscina@intereuropa.si. The proposals received from shareholders will be published as required by Article 296 of the ZGD-1 provided that a reasonably substantiated proposal reaches the Company **in seven days** after the convocation is published, along with the shareholder's announcement whether intending to object to the proposal presented by the Managing Board or Supervisory Board in the General Meeting and aiming to induce other shareholders to vote for its proposal.

Requests for additional agenda item and resolution proposals that will be e-mailed to the Company shall be scanned and attached to the e-mail, indicating the shareholder's signature (if natural person) or signed by the legal representative and stamped by the legal entity (if applicable). The Company is entitled to check the shareholder's identity, or the identity of its proxy respectively, who has filed the request or proposal by e-mail, and the authenticity of the signature.

Shareholder's right to be informed

Shareholders may put questions to the General Meeting, request data/ information on the Company's business or issues if these are required for the judgement of the agenda, and may exercise their right to being informed in accordance with the first paragraph of Article 305 ZGD-1.

Attendance in the General Meeting

Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities, kept with the Central Securities Clearing Corporation (Centralna klirinško depotna družba d.d., Ljubljana /KDD), by the end of the **fourth day before** the session of the General Meeting (the cut-off date). The shareholders shall announce their attendance in writing by **24.08.2012**. The registration form shall be sent by registered mail to: **Intereuropa d.d. Koper, to the Managing Board – for the General Meeting, Vojkovo nabrežje 32, 6000 Koper**. Registration forms for the General Meeting may not be filed by electronic means. Only the registration forms bearing the original signatures and sent by registered mail, stamped before or on 24.08.2012 inclusive, shall be valid and accepted.

Each shareholder who is entitled to take part in the General Meeting may appoint a proxy who will take part in the General Meeting and exercise his/her/its voting rights. The proxy shall be granted in writing, and submitted by the proxy-holder, to be deposited with the Company.

The Entry Form and the Proxy Form for the General Meeting are available on the web site of the Company. The proxy may be e-mailed to skupscina@intereuropa.si, scanned as attachment,

or sent by telefax. The Proxy shall be signed by the grantor - natural person, in legal entities it shall be signed by the legal representative and bear the stamp or seal of the entity, if applicable. The Company reserves the right to check the authenticity of the shareholder or the proxy-holder respectively. A shareholder may recall the proxy in the same manner as it was granted, before the date of the General Meeting.

For the sake of identification, the shareholders or their legal representatives or proxy holders shall present a personal document, their proxy (in writing), whereas the legal representative of a legal entity may be identified by the extract from the Court Register of Companies.

Number of shares of the Company at the convocation date

*On the publishing date of convocation, the total number of all shares issued by Intereuropa, Global Logistics Service, Ltd. Co. is **7,902,413 shares**. Thereof **7,884,278 shares** or **99.7705%** have the voting right as of the convocation publication. Each share shall carry one vote at the General Meeting.*

Voting procedure

*The General Meeting decides on resolution proposals according to the agenda as published. The Resolutions proposed are adopted by the **simple majority** of the votes cast, except for the Resolutions amending the Statute of the Company, which are to be adopted by a **three-quarter majority** vote of the share capital represented. Shareholders will vote by electronic voting devices or by hand raising, provided that no shareholder objects to it.*

Call to major shareholders to inform the public of their management policy

Pursuant to section 4.2 of the Corporate Governance Code of Public Limited Companies, Intereuropa d.d. calls on the major shareholders, primarily the institutional investors and the State, to inform the public of their management policy for their investment in the public limited company Intereuropa d.d. The information for the public should contain at least the voting policy, type and frequency of implementing their management activities, and the dynamics of communication with the management and controlling bodies of the Company.

The Conference Hall of the venue will be opened 60 minutes before the General Meeting is to convene. In that time, the ballots (electronic voting devices) will be delivered. Should the General Meeting not be in quorum, it shall be reconvened on the same day, 28 August 2012 at 14:00 in the same Conference Hall. In such a case, the reconvened General Meeting shall decide validly regardless of the quorum, i.e. the percentage of the capital represented.

Looking forward to your attending the General Meeting, Sincerely

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