



**InterEuropa**<sup>®</sup>

Globalni logistični servis, delniška družba



## **THE MANAGING BOARD**

**Koper, 28 August 2012**

*The Managing Board of the Company INTEREUROPA d.d., Koper is publishing pursuant to the provisions of the Market in Financial Instruments Act /ZTFI (Official Gazette of RS, No. 67/07), the Ljubljana Stock Exchange Rules (Pravila Ljubljanske borze d.d.), and the Corporate Governance Code of Public Limited Companies, the*

### **Resolutions of the 24<sup>th</sup> Annual General Meeting of INTEREUROPA d.d., Koper, held on 28 August 2012**

*There were 4.887.584 shares represented in the General Meeting, which stands for 61.99% of the share capital with voting rights.*

*The five biggest shareholders attending the General Meeting:*

- 1. **Luka Koper d.d.** (Port of Koper Corp.): with 1,960,513 shares with voting rights, or 24.87% of all voting rights;*
- 2. **Kapitalska družba d.d. (KAD)** – Ljubljana: with 719,797 shares with voting rights, or 9.13% of all voting rights;*
- 3. **Slovenska odškodninska družba, d.d., Ljubljana (SOD)**: with 474,926 shares with voting rights, or 6.02% of all voting rights;*
- 4. **NFD 1 Delniški investicijski sklad (Equity Investment Fund)**, Ljubljana: with 304,312 shares with voting rights, or 3.86 % of all voting rights;*
- 5. **Abanka Vipa d.d., Ljubljana**: with 244,473 shares with voting rights, or 3.10 % of all voting rights;*

**The following Resolutions were proposed to the General Meeting:**

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

- Mr 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.*

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

**The Resolution put to vote was supported by 4,887,584 shares in favour, which represents 61.99% of the capital represented.**

***In favour of the Resolution voted 4,887,584 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.***

***There were no abstentions.***

***Resolution was adopted.***

- 2. Presentation of the Annual Report, 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***

#### **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.*

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

***The Resolution put to vote was supported by 4,647,584 shares in favour, which represents 58.81% of the capital represented.***

***In favour of the Resolution voted 4,647,584 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.***

***There were 240,000 abstentions.***

***Resolution was adopted.***

#### **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).*

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

***The Resolution put to vote was supported by 4,647,584 shares in favour, which represents 58.81% of the capital represented.***

***In favour of the Resolution voted 4,647,584 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.***

***There were 240,000 abstentions.***

***Resolution was adopted.***

#### **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.*

*Result of the Vote*

*The Resolution put to vote was supported by 4,869,658 shares in favour, which represents 61.62% of the capital represented.*

*In favour of the Resolution voted 4,869,658 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.*

*There were 17,926 abstentions.*

*Resolution was adopted.*

**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.*

*Result of the Vote*

*The Resolution put to vote was supported by 4,882,684 shares in favour, which represents 61.79% of the capital represented.*

*In favour of the Resolution voted 4,882,684 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.*

*There were 4,900 abstentions.*

*Resolution was adopted.*

**3. Appointment of Auditors for the year 2012**

**Resolution no. 3**

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

*Result of the Vote*

*The Resolution put to vote was supported by 4,887,584 shares in favour, which represents 61.85% of the capital represented.*

*In favour of the Resolution voted 4,887,584 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.*

*There were no abstentions.*

*Resolution was adopted.*

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

**Conter-proposition to (resolution under) agenda item 4.1**

**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 25,073,772.11 so that the share capital of the company shall amount to EUR 7,902,413 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 4.17293*

by EUR 3.17293 to 1 EUR after the decrease. The number of shares to which the share capital is divided into shall remain unchanged: 7,902,413 ordinary, negotiable registered shares.

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

**The Resolution put to vote was supported by 4,869,928 shares in favour, which represents 61.63% of the capital represented.**

**In favour of the Resolution voted 4,869,928 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.**

**There were 17,656 abstentions.**

**Resolution was adopted.**

Given that the counter-proposition was accepted, the proposal of the Managing Board and Supervisory Board was not put to vote.

#### **Conter-proposition to (resolution under) agenda item 4.2**

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

The share capital of the Company (amounting to 7,902,413 EUR after the decrease under Resolution 4.1.) shall be increased by 19,586,390 EUR, by way of issuing 19,586,390 new shares, thereof 8,928,425 ordinary shares and 10,657,965 preferential shares, by new contributions-in-kind so that it shall amount to 27,488,803 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: 8,928,425 EUR*

*Preferential: 10,657,965 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 of individual creditors, as shown in the table below:*

<b>Claim (in EUR)</b>	<b>Creditor (holding the claim)</b>	<b>Number and type of shares acquired by the Creditor</b>
<i>Monetary claim amounting to 3,068,990 €</i>	<i>Gorenjska banka d.d., Kranj, reg.no. 5103061000</i>	<i>3,068,990 ordinary shares in the issuing value 3,068,990 EUR</i>
<i>Monetary claim amounting to 2,850,752 €</i>	<i>Raiffeisen banka d.d., reg.no. 5706491000</i>	<i>2,850,752 ordinary shares in the issuing value 2,850,752 EUR</i>
<i>Monetary claim amounting to 2,254,980 €</i>	<i>SKB banka d.d., Ljubljana, reg.no. 5026237000</i>	<i>2,254,980 ordinary shares in the issuing value 2,254,980 EUR</i>
<i>Monetary claim amounting to 753,703 €</i>	<i>Banka Koper d.d., reg.no. 5092221000</i>	<i>753,703 ordinary shares in the issuing value 753,703 EUR</i>
<i>Monetary claim amounting to 4,942,072 €</i>	<i>SID - Slovenska izvozna in razvojna banka d.d., Ljubljana, reg.no. 5665493000</i>	<i>4,942,072 preferential shares in the issuing value 4,942,072 EUR</i>
<i>Monetary claim amounting to 4,530,601 €</i>	<i>Nova Ljubljanska banka d.d., reg.no. 5860571000</i>	<i>4,530,601 preferential shares in the issuing value 4,530,601 EUR</i>
<i>Monetary claim amounting to 1,185,292 €</i>	<i>Nova kreditna banka Maribor d.d., reg.no. 5860580000</i>	<i>1,185,292 preferential shares in the issuing value 1,185,292 EUR</i>

*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<sup>th</sup> November 2012.*

*Result of the Vote*

*The Resolution put to vote was supported by 4,856,902 shares in favour, which represents 61.46% of the capital represented.*

*In favour of the Resolution voted 4,856,902 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.*

*There were 30,682 abstentions.*

*Resolution was adopted.*

*Given that the counter-proposition was accepted, the proposal of the Managing Board and Supervisory Board was not put to vote.*

**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.*

*Result of the Vote*

*The Resolution put to vote was supported by 4,874,498 shares in favour, which represents 64.68% of the capital represented.*

*In favour of the Resolution voted 4,874,498 of shares or 100%, against the Resolution were 0 shares or 0% of the votes cast.*

*There were 13,086 abstentions.*

*Resolution was adopted.*

**5. Consent to disposal of investment in Russia**

**Conter-proposition to (resolution under) agenda item 5**

**Resolution no. 5:**

*The General Meeting **refuses** to vote on the Consent to Disposal of Investment in Russia.*

*The General Meeting gets informed on the procedures for the disposal of, and the expected purchase price for the investment in Russia.*

*Result of the Vote*

*The Resolution put to vote was supported by 4,810,839 shares in favour, which represents 52.25% of the capital represented.*

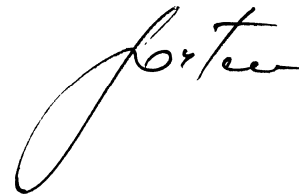
*In favour of the Resolution voted 3,810,839 of shares or 92.29%, against the Resolution were 318,365 shares or 7.71% of the votes cast.*

*There were 758,380 abstentions.*

*Resolution was adopted.*

*Given that the counter-proposition was accepted, the proposal of the Managing Board and Supervisory Board was not put to vote.*

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

A handwritten signature in black ink, appearing to read "Gortan", written in a cursive style.