

CONTER-PROPOSITION TO (RESOLUTION UNDER) AGENDA ITEM 4.1

Pursuant to Article 300 of the Companies Act (ZGD-1), the undersigned Aleš Markežič, Bidovčeva ulica 22, 6000 Koper, being a shareholder of Intereuropa d.d., Koper, are filing our counter-proposition to the Resolution under agenda item 4.1 of the 24th ordinary General Meeting of Intereuropa d.d. convened for 28 August 2012, published on 27 July 2012:

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.

Substantiation:

Item 4.1.:

The Resolution proposal contains an obvious mistake: the correct number of all Intereuropa shares issued is 7,902,413 and not 7,902,143. Therefore the share capital can be decreased maximum to 7,902,413 and no more. Accordingly, the amount of the share capital decrease and the amount of the share capital after the decrease need to be changed. All other elements of that Resolution remain unchanged.

Koper, 22 August 2012

Aleš Markežič