



Intereuropa[®]

Globalni logistični servis, delniška družba



THE MANAGING BOARD Koper, 21 June 2013

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 26th Annual General Meeting of INTEREUROPA d.d., Koper, held on 21 June 2013

There were 13.197.165 shares represented in the General Meeting, which stands for 78.50% of the share capital with voting rights.

The five biggest shareholders attending the General Meeting:

1. **Gorenjska banka d.d., Kranj:** with 3,068,990 shares with voting rights, or 18.25% of all voting rights;
2. **Raiffeisen banka d.d., Maribor:** with 2,850,752 shares with voting rights, or 16.96% of all voting rights;
3. **SKB banka d.d. Ljubljana:** with 2,254,980 shares with voting rights, or 13.41% of all voting rights;
4. **Luka Koper d.d. (Port of Koper Corp.):** with 1,344,783 shares with voting rights, or 8.00 % of all voting rights;
5. **Banka Koper d.d., Koper:** with 753,703 shares with voting rights, or 4.48 % of all voting rights;

As at the day of the General Meeting, the company held 18,135 treasury shares.

The following Resolutions were proposed to the General Meeting:

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

- 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 Špela Turk.

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 13,197,165 shares in favour, which represents 48.01% of the capital represented.

**In favour of the Resolution voted 13,194,965 of shares or 99.98%, against the Resolution were 2,200 shares or 0.02% of the votes cast.
There were no abstentions.
Resolution was adopted.**

2. Information of the Annual Report, incl. Auditor's Opinion of the Intereuropa Group for 2012 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 2012, inclusive of the Auditor's Opinion, and of the Report by the Supervisory Board on the examination of the Annual Report 2012 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 2012 without any remark or reservation.

Result of the Vote

The Resolution put to vote was supported by 13,187,409 shares in favour, which represents 47.96% of the capital represented.

In favour of the Resolution voted 13,170,235 of shares or 99.89%, against the Resolution were 14,174 shares or 0.11% of the votes cast.

There were 12,756 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 page 192 of the Annual Report of the Intereuropa Group for 2012 (tables 57 and 58).

Result of the Vote

The Resolution put to vote was supported by 13,184,409 shares in favour, which represents 47.96% of the capital represented.

In favour of the Resolution voted 13,173,547 of shares or 99.92%, against the Resolution were 10,862 shares or 0.08% of the votes cast.

There were 12,756 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 2012, and gives a discharge for their work in the financial year 2012.

Result of the Vote

The Resolution put to vote was supported by 13,197,165 shares in favour, which represents 48.01% of the capital represented.

In favour of the Resolution voted 13,173,275 of shares or 99.82%, against the Resolution were 23,890 shares or 0.18% of the votes cast.

There were no 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 2012, and gives a discharge for their work in the financial year 2012.

Result of the Vote

The Resolution put to vote was supported by 13,197,165 shares in favour, which represents 48.01% of the capital represented.

In favour of the Resolution voted 13,177,791 of shares or 99.85%, against the Resolution were 19,374 shares or 0.15% of the votes cast.

There were no abstentions.

Resolution was adopted.

3. Appointment of Auditors for the year 2013

Resolution no. 3:

For the financial year 2013, 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 13,197,165 shares in favour, which represents 48.01% of the capital represented.

In favour of the Resolution voted 13,190,465 of shares or 99.95%, against the Resolution were 6,700 shares or 0.05% of the votes cast.

There were no abstentions.

Resolution was adopted.

4. Changes and Amendments to the Statute of Intereuropa d.d.

Conter-proposition to (resolution under) agenda item 4.1 submitted by Gorenjska banka d.d., Kranj

Resolution no. 4.1:

The Section 2.1 shall be amended:

- the first paragraph shall be amended to read – in amended form - as follows:

"The Company and the subsidiaries of the Group pursue a profit-generating activity, aiming primarily to maximise the value of the Company and added value for shareholders on the principles of sustainable development, and to act for the benefit of employees, broader community and other stakeholders." and

- in the second paragraph, the following activity is deleted:

"64.990 Other financial services n.e.c., excluding insurance and pension funding."

Section 6.17 shall be amended to read:

The Supervisory Board consists of 6 (six) members, thereof 2 members are elected as representatives of employees by the Works Council.

Section 6.31 shall be amended to read:

The General Meeting shall be convened at least 30 (thirty) days before the session is to be held, by publication on the web site of the AJPES Agency and of the Company, containing all the required information as the law and regulations provide.

The second paragraph of section 12.2 shall be amended by deleting the last clause: "Until the new legislation comes into force, the Supervisory Board shall be competent for appointing and discharging the bodies on the first and second instance who decide on the rights, obligations and responsibilities of employees."

Result of the Vote

The Resolution put to vote was supported by 13,184,408 shares in favour, which represents 47.96% of the capital represented.

In favour of the Resolution voted 13,179,488 of shares or 99.96%, against the Resolution were 4,920 shares or 0.04% of the votes cast.

There were 12,756 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 submitted by Gorenjska banka d.d., Kranj

Resolution no. 4.2:

Pursuant to the Amendments to the Statute of the Company Intereuropa d.d. adopted, the consolidated version of the Statute with the amended first paragraph of the Section 12.1 of the Statute is adopted and reads as follows:

12.1 This Statute shall become effective when entered in the Register of Companies. With the date of enforcement, the preceding version of the consolidated text of the Statute of the Intereuropa d.d. as adopted on 30.11.12 (thirty November 2012) shall become ineffective and be replaced by this Statute in the entire wording.

Result of the Vote

The Resolution put to vote was supported by 13,192,265 shares in favour, which represents 47.99% of the capital represented.

In favour of the Resolution voted 13,181,403 of shares or 99.92%, against the Resolution were 0 shares or 0% of the votes cast.

There were 4,900 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.

5. Appointment of new Supervisory Board members

Conter-proposition to (resolution under) agenda item 5.1 submitted by Gorenjska banka d.d., Kranj

Resolution no. 5.1:

Mr Klemen Boštjančič shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 21 June 2013.

Result of the Vote

The Resolution put to vote was supported by 13,108,218 shares in favour, which represents 47.69% of the capital represented.

In favour of the Resolution voted 12,824,901 of shares or 97.84%, against the Resolution were 283,317 shares or 2.16% of the votes cast.

There were 88,947 abstentions.

Resolution was adopted.

Conter-proposition to (resolution under) agenda item 5.2 submitted by Gorenjska banka d.d.

Resolution no. 5.2:

Mr Bogdan Topič shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 30 July 2013.

Result of the Vote

The Resolution put to vote was supported by 11,148,155 shares in favour, which represents 40.56% of the capital represented.

In favour of the Resolution voted 5,519,106 of shares or 49.51%, against the Resolution were 5,629,049 shares or 50.49% of the votes cast.

There were 2,049,010 abstentions.

Resolution was not adopted.

Given that the counter-proposition was not adopted, the shareholders voted on the proposal of the Supervisory Board.

Resolution no. 5.2:

Mr Tomaž Može shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 30 July 2013.

Result of the Vote

The Resolution put to vote was supported by 9,985,551 shares in favour, which represents 36.33% of the capital represented.

In favour of the Resolution voted 1,121,178 of shares or 11.23%, against the Resolution were 8,864,373 shares or 88.77% of the votes cast.

There were 3,211,614 abstentions.

Resolution was not adopted.

Given that the proposal of the Supervisory Board was not adopted, the shareholders voted on the counter-proposal submitted by NLB d.d.

Conter-proposition to (resolution under) agenda item 5.2 submitted by NLB d.d.

Resolution no. 5.2:

Mr Igor Mihajlović shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 30 July 2013.

Result of the Vote

The Resolution put to vote was supported by 11,223,896 shares in favour, which represents 40.83% of the capital represented.

In favour of the Resolution voted 7,117,436 of shares or 63.41%, against the Resolution were 4,106,460 shares or 36.59% of the votes cast.

There were 1,973,269 abstentions.

Resolution was adopted.

Resolution no. 5.3:

Ms Maša Čertalič, M.Sc. shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 10 September 2013.

Result of the Vote

The Resolution put to vote was supported by 13,197,165 shares in favour, which represents 48.01% of the capital represented.

In favour of the Resolution voted 13,194,965 of shares or 99.98%, against the Resolution were 2,200 shares or 0.02% of the votes cast.

There were no abstentions.

Resolution was adopted.

Conter-proposition to (resolution under) agenda item 5.4 submitted by SKB d.d., Ljubljana

Resolution no. 5.4:

Mr Miro Medvešek shall be appointed as a new Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 10 September 2013.

Result of the Vote

The Resolution put to vote was supported by 13,108,668 shares in favour, which represents 47.69% of the capital represented.

In favour of the Resolution voted 12,989,081 of shares or 99.09%, against the Resolution were 119,587 shares or 0.91% of the votes cast.

There were 88,497 abstentions.

Resolution was adopted.

INTEREUROPA d.d
President of the Managing Board
Ernest Gortan

