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Globalni logistični servis, delniška družba



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CONVOCAATION OF

27th GENERAL MEETING of SHAREHOLDERS

of the Company INTEREUROPA d.d.

Koper, May 2014



Intereuropa[®]

Globalni logistični servis, delniška družba



THE MANAGING BOARD

Koper, 20 May 2014

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

27th Annual General Meeting of Shareholders of INTEREUROPA, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32,

to be held on Friday, 20 June 2014, 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 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.

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

2. Information of the Annual Report, incl. Auditor's Opinion of the Intereuropa Group for 2013 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, as well as resolving on the appropriation of accumulated profit.

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 2013, inclusive of the Auditor's Opinion, and of the Report by the Supervisory Board on the examination of the Annual Report 2013 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 2013 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 page 193 of the Annual Report of the Intereuropa Group for 2013 (tables 58 and 59).

Resolution no. 2.3:

The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2013, and gives a discharge for their work in the financial year 2013.

Resolution no. 2.4:

The General Meeting confirms and approves the work of the Managing Board of Intereuropa d.d. for the year 2013, and gives a discharge for their work in the financial year 2013.

Resolution no. 2.5:

The entire accumulated profit at EUR 999,913.05 shall be allocated to legal reserves.

3. Remuneration Policy for Members of Managing Board of Intereuropa d.d.

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

Resolution No. 3

The Remuneration Policy for members of Managing Board of Intereuropa d.d. shall be adopted.

4. Appointment of Auditors for the year 2014

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

Resolution no. 4:

For the financial year 2014, auditing shall be entrusted to Auditors Ernst & Young, Revizija, poslovno svetovanje d.o.o., Ljubljana.

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

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

Resolution no. 5.1:

Section 3.7 of the Statute shall be deleted.

Resolution no. 5.2:

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 21.6.2013 (twenty first June 2013) shall become ineffective and be replaced by this Statute in the entire wording.

6. *Informing the General Meeting on the appointment of the Supervisory Board members representing the Employees*

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

Resolution no. 6:

The General Meeting was informed on the appointment of Members of the Supervisory Board of Intereuropa d.d. – the employees' representatives, who were elected on 6 November 2013 and nominated by the Resolution of the Works Council: Mrs Nevija Pečar and Mr. Ljubo Kobale. The term of office of newly elected Supervisory Board Members shall be from 20.11.2013 to 20.11.2017.

7. *Resolving on the Remuneration to Supervisory Board Members*

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

Resolution no. 7:

1. For attending the Supervisory Board session, the attendance fee for each member 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. Attendance fee for a session held by correspondence is fixed at 80 percent of the fee for ordinary session. Irrespective of the preceding provision and of the total number of sessions attended in the current year, an individual 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 percent 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 11,000 in gross amount. The Chairman of the Supervisory Board is also entitled to receive additional 50% upon the basic remuneration of Supervisory Board members for the pursuit of their function, and Vice or Deputy Chairman of the Supervisory Board is entitled to receive additional 10% upon basic remuneration of Supervisory Board members for the pursuit of their function.

Members of the Supervisory Board committees are entitled to receive an additional fee for the pursuit of their function amounting to 25 percent of basic remuneration payable to a Supervisory Board member for the pursuit of function. The chairperson of a committee is

further entitled to additional 50% upon basic remuneration payable to a member of a Supervisory Board committee, and deputy chairperson of a committee to additional 10% upon basic remuneration pertaining to a member of a Supervisory Board committee for the pursuit of function.

The members of the Supervisory Board and of the Supervisory Board committees shall receive the basic and additional remuneration for the pursuit of their functions 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. Irrespective of the preceding provision and of the total number of committees whose member or chairperson (s)he is in the current year, an individual member of the Supervisory Board committee is only entitled to receive the additional fees up to the total amount thereof that reaches 50% of basic remuneration amount for the pursuit of function of an individual Supervisory Board member to which (s)he is entitled on a yearly level.

3. 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.

4. Supervisory Board members are entitled to receive the refund of expenses incurred at performing the work in the Supervisory Board, in the form of per-diem allowance, travel and accommodation expenses, up to the amount stated in the regulations (decree) on the level of work-related expenses and other expenses not included in the tax base. The cost of accommodation may be reimbursed if the distance from permanent or temporary residence of a member of the Supervisory Board or of a SB committee to the place of business of the resp. body is no less than 100 km, if such member is unable to return from the session as no public transport is scheduled, or for other objective reasons.

5. However, Supervisory Board members are not entitled to benefits in excess of the framework requirements for assuring a smooth operation of the Supervisory Board (excluded are: payment of insurance premiums other than liability insurance, company-owned car and/or apartment, fuel). Supervisory Board members may be entitled - in line with particular and concrete needs of the Company and with individual needs of such member, subject to the decision of the Supervisory Board - to refund of expenses related to professional training and membership fees or subscription to professional associations in the aggregate amount of EUR 1,000 per member in a financial year.

This Resolution shall be effective and applied as of the day of its adoption by the General Meeting. It abrogates the Resolution no. 4 adopted by the General Meeting held on 8 July 2011.

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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, wording of the proposed amendments to the Company's Statute, the Consolidated text of the Statute, 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.ljse.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 on the AJPES (The Agency of the Republic of Slovenia for Public Legal Records and Related Services) web site.

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. Detailed information on the rights pertaining to shareholder pursuant to Article 298 par. 1, Article 300 par.1, Article 301 and 305 of this Act are available to shareholders on the website of the Company www.intereuropa.si.

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 **16 June 2014**. 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 16 June 2014 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 , 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 **27.488.803 shares**. Thereof **16.830.838 shares** or **61,2280%** 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, 20 June 2014 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*