



**Intereuropa**®

Globalni logistični servis, delniška družba



## **THE MANAGING BOARD Koper, 20 June 2014**

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 27<sup>th</sup> Annual General Meeting of INTEREUROPA d.d., Koper, held on 20 June 2014**

There were 10,163,436 shares represented in the General Meeting, which stands for 60.45% 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. **Luka Koper d.d.** (Part of Koper Corp.): with 1,344,783 shares with voting rights, or 8.00 % of all voting rights;
4. **Kapitalska družba d.d.**: with 719,797 shares with voting rights, or 4.28 % of all voting rights;
5. **Luka Koper INPO, d.o.o.**: with 615,730 shares with voting rights, or 3.66 % 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**

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.

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

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 100.00% of the capital represented.**

**In favour of the Resolution voted 10,163,436 of shares or 36.97%, against the Resolution were 0 shares or 0.00% 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 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.**

#### **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.

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

**The Resolution put to vote was supported by 9,923,436 shares in favour, which represents 36.10% of the capital represented.**

**In favour of the Resolution voted 9,923,436 of shares or 100.00%, against the Resolution were 0 shares or 0.00% 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 page 193 of the Annual Report of the Intereuropa Group for 2013 (tables 58 and 59).

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

**The Resolution put to vote was supported by 9,923,436 shares in favour, which represents 36.10% of the capital represented.**

**In favour of the Resolution voted 9,923,436 of shares or 100.00%, against the Resolution were 0 shares or 0.00% 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 2013, and gives a discharge for their work in the financial year 2013.

**Result of the Vote**

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,161,336 of shares or 99.98%, against the Resolution were 2,100 shares or 0.02% 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 2013, and gives a discharge for their work in the financial year 2013.

**Result of the Vote**

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,161,336 of shares or 99.98%, against the Resolution were 2,100 shares or 0.02% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

**Resolution no. 2.5:**

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

**Result of the Vote**

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,153,524 of shares or 99.90%, against the Resolution were 9,912 shares or 0.10% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

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

**Resolution No. 3**

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

**Result of the Vote**

**The Resolution put to vote was supported by 9,923,436 shares in favour, which represents 36.10 % of the capital represented.**

**In favour of the Resolution voted 8,665,735 of shares or 87.33%, against the Resolution were 1,257,701 shares or 12.67% of the votes cast.**

**There were 240,000 abstentions.**

**Resolution was adopted.**

#### **4. Appointment of Auditors for the year 2014**

##### **Resolution no. 4:**

For the financial year 2014, 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 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,163,436 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

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

##### **Resolution no. 5.1:**

Section 3.7 of the Statute shall be deleted.

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

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,163,436 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

##### **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.

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

**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 10,163,436 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

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

### **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.

### **Result of the Vote**

**The Resolution put to vote was supported by 9,923,436 shares in favour, which represents 36.10% of the capital represented.**

**In favour of the Resolution voted 9,918,936 of shares or 99.96%, against the Resolution were 4,500 shares or 0.05% of the votes cast.**

**There were 240,000 abstentions.**

**Resolution was adopted.**

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

**Conter-proposition to (resolution under) agenda item 7 submitted by SDH, d.d. and KAD, d.d.**

### **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.

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.

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

**The Resolution put to vote was supported by 9,590,518 shares in favour, which represents 34.89% of the capital represented.**

**In favour of the Resolution voted 3,670,776 of shares or 38.28%, against the Resolution were 5,919,742 shares or 61.73% of the votes cast.**

**There were 572,918 abstentions.**

**Resolution was not adopted.**

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

#### **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.

**Result of the Vote**

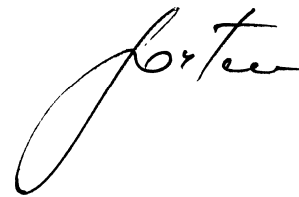
**The Resolution put to vote was supported by 10,163,436 shares in favour, which represents 36.97% of the capital represented.**

**In favour of the Resolution voted 5,841,245 of shares or 57.47%, against the Resolution were 4,322,191 shares or 42.53% of the votes cast.**

**There were no abstentions.**

**Resolution was adopted.**

INTEREUROPA d.d  
President of the Managing Board  
Ernest Gortan

A handwritten signature in black ink, appearing to read 'Gortan', with a large, stylized initial 'G'.