



**Intereuropa**®

Globalni logistični servis, delniška družba



## **THE MANAGING BOARD Koper, 19 June 2015**

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 28<sup>th</sup> Annual General Meeting of INTEREUROPA d.d., Koper, held on 19 June 2015**

There were 22,644,562 shares represented in the General Meeting, which stands for 82.43% of the share capital with voting rights.

The five biggest shareholders attending the General Meeting:

1. **SID banka, d.d.:** with 4,942,072 shares with voting rights, or 17.99% of all voting rights;
2. **NLB d.d.:** with 4,530,601 shares with voting rights, or 16.49% of all voting rights;
3. **Gorenjska banka d.d., Kranj:** with 3,068,990 shares with voting rights, or 11.17% of all voting rights;
4. **Raiffeisen banka d.d., Maribor:** with 2,850,752 shares with voting rights, or 10.38% of all voting rights;
5. **SKB d.d.:** with 2,254,980 shares with voting rights, or 8.21 % 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 22,644,562 shares in favour, which represents 82.43% of the capital represented.**

**In favour of the Resolution voted 22,644,562 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.**

## **2. Resolutions on the Information of the Annual Report 2014 for the Intereuropa Group, with Auditor's Opinion and the written Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1 (Companies Act); information on the receipts by members of the governing and controlling body, and resolving on the appropriation of accumulated profit and on awarding the note of discharge to the Managing Board and Supervisory Board**

**Counter-proposition to (resolution under) agenda item 2.1 submitted by Slovenski državni holding, d.d., Ljubljana**

### **Resolution no. 2.1:**

The General Meeting is informed that the net profit/loss of the Company amounts to € 339,496.91. The Managing Board allocated a portion of net profit EUR 159,931.38 to cover the retained loss, and the balance of EUR 179,565.53 to legal reserves.

### **Result of the Vote**

**The Resolution put to vote was supported by 15,447,510 shares in favour, which represents 56.20% of the capital represented.**

**In favour of the Resolution voted 15,447,510 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were 7.197.052 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. 2.2**

The General Meeting confirms and approves the work of the Managing Board of Intereuropa d.d. for the year 2014, and gives a discharge for their work in the financial year 2014.

### **Result of the Vote**

**The Resolution put to vote was supported by 22,644,562 shares in favour, which represents 82.38% of the capital represented.**

**In favour of the Resolution voted 22,644,562 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. 2.3**

The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2014, and gives a discharge for their work in the financial year 2014.

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

**The Resolution put to vote was supported by 22,644,562 shares in favour, which represents 82.38% of the capital represented.**

**In favour of the Resolution voted 22,644,562 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.**

### **3. Appointment of Auditors for the year 2015**

#### **Resolution no. 3:**

For the financial year 2015, 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 22,644,562 shares in favour, which represents 82.38% of the capital represented.**

**In favour of the Resolution voted 22,644,562 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.**

### **4. Amendment to the Statute of Intereuropa d.d.**

#### **Resolution No. 4.1:**

In Section 2.1 of the Statute of Intereuropa d.d., the following business activities shall be deleted from the object of business of the Company:

22.330 Reproduction of computer media

51.840 Wholesale of computer equipment

64.200 Activities of holding companies

65.210 Financial lease

72.100 Computer hardware consultancy

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

**The Resolution put to vote was supported by 17,873,961 shares in favour, which represents 65.02% of the capital represented.**

**In favour of the Resolution voted 17,873,961 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were 4,770,601 abstentions.**

**Resolution was adopted.**

#### **Resolution No. 4.2.**

Section 6.7 shall be amended to read:

6.7. (six. seven) The term of office of the Managing Board Members shall be up to 5 (five) years, counting from the day of appointment.

### **Result of the Vote**

**The Resolution put to vote was supported by 17,873,961 shares in favour, which represents 65.02% of the capital represented.**

**In favour of the Resolution voted 17,873,961 of shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.**

**There were 4,770,601 abstentions.**

**Resolution was adopted.**

### **Resolution No. 4.3.**

Section 6.12 shall be amended to read:

6.12. (six.twelve) In addition to legal requirements, the President and each Member of the Managing Board shall satisfy the following criteria:

- adequate professional education and no less than 5 (five) years of successful service /experience in managerial positions,
- managerial and organizational qualifications,
- working language skills in at least one foreign language (English, German, Italian or French).

All the requirements from the preceding paragraph shall also apply to Human Resources Executive, except the requirement for service / experience in managerial positions.

### **Result of the Vote**

**The Resolution put to vote was supported by 17,873,961 shares in favour, which represents 65.02% of the capital represented.**

**In favour of the Resolution voted 15,559,170 of shares or 87.05%, against the Resolution were 2,314,791 shares or 12.95% of the votes cast.**

**There were 4,770,601 abstentions.**

**Resolution was adopted.**

### **Resolution no. 4.4.**

In accordance with 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 has been 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 Intereuropa d.d. as adopted on 20.06.2014 (twentieth of June 2014) 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 17,873,961 shares in favour, which represents 65.02% of the capital represented.**

**In favour of the Resolution voted 15,913,448 of shares or 89.03%, against the Resolution were 1,960,513 shares or 10.97% of the votes cast.**

**There were 4,770,601 abstentions.**

**Resolution was adopted.**

## **5. Recalling a Supervisory Board member**

### **Resolution No. 5.**

Recalled shall be the member of the Supervisory Board of Intereuropa d.d.: Igor Mihajlović.

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

**The Resolution put to vote was supported by 16,622,860 shares in favour, which represents 60.47% of the capital represented.**

**In favour of the Resolution voted 14,302,086 of shares or 86.04%, against the Resolution were 2,320,774 shares or 13.96% of the votes cast.**

**There were 6,021,702 abstentions.**

**Resolution was adopted.**

## **6. Appointment of new Supervisory Board member**

**Conter-proposition to (resolution under) agenda item 6 submitted by Gorenjska banka, d.d., Kranj**

### **Resolution No. 6.**

Jure Fišer, born 20.02.1971, residing at Prijateljeva 14, 2000 Maribor, shall be appointed as member of the Supervisory Board of Intereuropa d.d.

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

**The Resolution put to vote was supported by 21,393,461 shares in favour, which represents 77.83% of the capital represented.**

**In favour of the Resolution voted 19,072,687 of shares or 89.15%, against the Resolution were 2,320,774 shares or 10.85% of the votes cast.**

**There were 1,251,101 abstentions.**

**Resolution was adopted.**

Given that the counter-proposition was accepted, the original proposal was not put to vote.

INTEREUROPA d.d  
President of the Managing Board  
Ernest Gortan

