



CONVOCAZIONE OF

32nd GENERAL MEETING of

SHAREHOLDERS

of the Company INTEREUROPA d.d.

Koper, May 2019

THE MANAGING BOARD
Koper, 24 May 2019

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

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

*to be held on **Thursday, 27 June 2019, 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 Jana Flego.*

The General Meeting will be attended by the Notary Mrs. Nana Povšič Ružič.

2. Briefing on the annual report of Intereuropa d.d. and the Intereuropa Group for 2018, the auditor's opinion and written report of the Supervisory Board on the verification and approval of the annual report in accordance with Article 282 of the ZGD-1, as well as information regarding the remuneration of members of management and supervisory bodies and adoption of a resolution on the use of distributable profit and on the conferral of approval

The Managing Board and Supervisory Board propose that the General Meeting adopt the following resolutions:

Resolution no. 2.1

The distributable profit of Intereuropa d.d. in the amount of EUR 4,034,131.80 will remain undistributed.

Resolution no. 2.2

The General Meeting confirms and approves the work of Intereuropa d.d.'s Managing Board during the 2018 financial year, and confers official approval on the latter for its work in 2018.

Resolution no. 2.3

The General Meeting confirms and approves the work of Intereuropa d.d.'s Supervisory Board during the 2018 financial year, and confers official approval on the latter for its work in 2018.

3. Appointment of the certified auditor for the 2019, 2020 and 2021 financial years

The Supervisory Board hereby proposes that the General Meeting adopt the following resolution:

Resolution no. 3

The audit firm Ernst & Young, Revizija, d. o. o. will be appointed to audit the financial statements of Intereuropa d.d. and the Intereuropa Group for the 2019, 2020 and 2021 financial years.

4. Appointment of a new member to the Supervisory Board

The Supervisory Board proposes that the General Meeting adopt the following resolution:

Resolution no. 4.1

Jože Golobič shall be appointed to serve as member of the Supervisory Board and shareholder representative for a four-year term of office, effective 27 June 2019.

5. Amendment to the Articles of Association of Intereuropa d.d.

The Managing Board and Supervisory Board propose that the General Meeting adopt the following resolutions:

Resolution no. 5.1

The following amendments to the Articles of Association shall be adopted:

Point 5.13 shall be deleted.

Point 6.8 shall be amended to read:

The Company shall be represented jointly by the President of the Managing Board and one member of the Managing Board or by two Managing Board members jointly. If the Company has a procurator, he or she shall represent the Company together with the President or member of the Managing Board.

Point 6.11 shall be amended to read:

The Managing Board shall adopt rules of procedure for its work. If the Supervisory Board, by way of a resolution on the election of a Managing Board member, also determines the work area of a Managing Board member, the Managing Board shall observe the decision of the Supervisory Board when distributing the work areas to Managing Board members in the Rules of Procedure.

Point 12.2 shall be amended to read:

The Company's general acts shall apply provided that they are not in contravention of these Articles of Association. The Company's Managing Board shall be responsible for ensuring compliance of the general acts with the Company's Articles of Association.

Resolution no. 5.2

On the basis of the adopted amendments to the Company's Articles of Association, a fair copy of the Articles of Association of Intereuropa d.d. shall be adopted with the amended first paragraph of point 12.1 of the Company's Articles of Association, which reads:

12.1 These Articles of Association shall enter into force on the day they are entered in the Companies Register. On the day these Articles of Association enter into force, the consolidated text of the Articles of Association of Intereuropa d.d. of 19 June 2015 (nineteenth of June, two thousand and fifteen) shall cease to be valid, and shall be entirely replaced by the wording of these Articles of Association.

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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 **23 June 2019**. 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 23 June 2019 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 skupscina@intereuropa.si, 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 **27.470.668 shares** or **99,9340%** 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 6.2. of the Slovenian 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, 27 June 2019 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*