



MATERIALS for the

32nd GENERAL MEETING of SHAREHOLDERS

of INTEREUROPA d.d.

Koper, May 2019



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

The Managing Board and Supervisory Board propose to the General Meeting to adopt this

***Resolution
on Electing the Working Bodies of the 32nd General Meeting of Shareholders
of the Company INTEREUROPA d.d.***

- 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 also be attended by the Notary Mrs. Nana Povšič Ružič.

INTEREUROPA d.d.

***PRESIDENT OF
THE SUPERVISORY BOARD
Vojko Čok***

INTEREUROPA d.d.

***PRESIDENT OF
THE MANAGING BOARD
Ernest Gortan***



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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.

Grounds for the resolutions:

Resolution no. 2.1

The distributable profit of Intereuropa d.d. as at 31 December 2018 amounted to EUR 4,034,131.80 and comprises net loss brought forward as at 31 December 2018 in the amount of EUR -109,777.44 and net profit for the 2018 financial year EUR 4,143,909.24.

In order to maintain financial stability, the Managing Board and Supervisory Board propose that this year's distributable profit is not paid out neither to holders of preference shares or to ordinary shareholders, but remains undistributed.

Resolution no. 2.2

The adopted audited annual report of Intereuropa d.d. and the Intereuropa Group for the 2018 financial year and projects successfully completed in 2018 support the conferral of approval upon the Managing Board. In 2018 the Company's Managing Board achieved the objectives set for the 2018 financial year and implemented certain projects from the medium-term business strategy for the period 2015–2019. That is why we propose that official approval be conferred upon the Managing Board comprising the President of the Managing Board Ernest Gortan, member Marko Cegnar and member Marko Rems.

Resolution no. 2.3

The annual report provides a presentation of the work and assessment of the performance of Supervisory Board members during the 2018 financial year. The Supervisory Board monitored the operations of the Company, provided the Managing Board with guidelines and required approvals for the implementation of the Company's outlined plans and strategy. The Supervisory Board dedicated special attention to the Company's operations, its sales procedure and adopted a medium-term strategy for the Intereuropa Group for the period 2018–2022, which was proposed by the Company's Managing Board. It also requested reports on a regular basis on all important projects that were managed by the Managing Board in 2018. The aforementioned activities reflect the active work of Supervisory Board members in the best interests of the Company, with the diligence of a conscientious and fair manager, and justify the proposed resolution.

Annexes to item 2 of the agenda:

Annual report of the Intereuropa Group and Intereuropa d.d. for the 2018 financial year at the following link: www.intereuropa.si

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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.

Grounds for the resolution to item 3 of the agenda:

In accordance with Articles 280 and 297 of the ZGD-1 and the Auditing Act, and based on the proposal of the Audit Committee, the Supervisory Board hereby proposes that the General Meeting of Shareholders appoint the audit firm *Ernst & Young, Revizija, d. o. o.* to audit the financial statements of Intereuropa, d. d. and the Intereuropa Group for 2019, 2020 and 2021. The aforementioned audit firm has the requisite experience in the auditing of the commercial activities that the Company and Group perform, as well as references in Slovenia and abroad.

As one of the top international consultancy firms, *Ernst & Young Global Limited* has opened its own offices in Central and Eastern Europe. *Ernst & Young, Revizija, d. o. o.* has been providing professional services in Slovenia since 1994. In July 2008, *Ernst & Young Global Limited* established the EMEIA region in Slovenia, which covers more than 80 companies in countries located in Europe, the Middle East, India, Africa and the Far East. *Ernst & Young Global Limited* has offices in more than 152 countries, through which it connects 175,000 employees.

In Slovenia, *Ernst & Young, Revizija, d. o. o.* offers services to leading Slovenian and international companies, including some of the largest companies on the Slovenian market: the Krka Group, Zavarovalnica Triglav, NLB, Ljubljanske mlekarne and Količevo karton.

INTEREUROPA d.d.
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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.

Grounds for the resolution:

The Supervisory Board received a letter from shareholder Gorenjska banka d.d., which due to the expiry of the term of office of Supervisory Board member Mr Jure Fišer proposes the appointment of a new member, Mr Jože Golobič, to the Supervisory Board. The shareholder Gorenjska banka d.d. attached the candidate's CV to the letter and the candidate's statement in accordance with the third paragraph of Article 255 of the ZGD-1.

The Nomination and Remunerations Committee verified the qualifications (suitability) of the candidate on the basis of documents attached to the shareholder's letter and concluded that the candidate was suitably qualified and would contribute to the professional diversity of Supervisory Board members. The Nomination and Remunerations Committee recommended that the Supervisory Board propose the candidate Mr Jože Golobič to the General Meeting of Shareholders.

The Supervisory Board discussed the conclusions of the Nomination and Remunerations Committee and agreed with the recommendation of the Nomination and Remunerations Committee.

Jože Golobič After the successful completion of his studies at the Law Faculty in Ljubljana he began his career at the Ministry of Economy, EURO INFO CENTER/PCMG, first as an apprentice, and later as the head of the public contracts division. As an Assistant to the General Manager he worked at Javni holding Ljubljana d.o.o., then continued as the Deputy Director of the Parkirišča javno podjetje d.o.o. Within the United Nations he worked as a special consultant for the restructuring of the public utilities sector of the Brčko District (Bosnia and Herzegovina). He continued his career in law, and as a legal intern and also as an attorney candidate for a short time gained experience at three major corporate firms in Ljubljana. He joined the BGO o.p., d.o.o. (Brezavšček, Golobič, Osterman in partnerji) law firm in Ljubljana as a partner in April 2014 where he remains to this day. This firm mostly handles commercial, corporate and environmental law.

Annex to item 4 of the agenda:

Letter from Gorenjska banka d.d. with a CV and statement from the candidate

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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 Management 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.

Grounds for the resolutions:

Authorisation to the Company's Managing Board to increase share capital, which is contained in the provision of point 5.13 was limited to five years since the entry of the authorisation. This deadline has expired. This provision no longer has any meaning, thus making sense to delete it.

A change in the manner of representation is proposed in point 6.8. According to the applicable Articles of Association the Company can be represented independently by each member of the Managing Board. The introduction of joint representation of the President of the Managing Board together with another member of the Managing Board or by two members of the Managing Board together is proposed.

The current Articles of Association provide in point 6.8 that if the Supervisory Board upon election authorises an individual member of the Managing Board for representation in a certain field, the Managing Board member may adopt decisions independently in this field. Given the proposed change to the manner of representation, the deletion of this provision is proposed. The amendment of point 6.11 is also proposed such that the Managing Board in drafting the rules of procedure for the Managing Board must take into account the Supervisory Board's resolution, under which the area of work of the appointed member of the Managing Board is defined.

Point 12.2 is slightly amended, as the existing wording is inappropriate.

Given the proposed amendments, a fair copy of the Articles of Association will be adopted.

Annex to item 5 of the agenda:

Fair copy of the Statute with the proposed amendments marked.

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