

M A T E R I A L S

**for the 33rd GENERAL MEETING OF
SHAREHOLDERS**

of INTEREUROPA d.d.

1. Opening of the general meeting, establishment of quorum and appointment of the working bodies of the general meeting

*The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 1** to the General Meeting of Shareholders:*

- *Mr Matjaž Ujčič shall be elected President of the General Meeting of Shareholders.*
- *To establish a quorum and conduct the voting on the individual items on the agenda, Ms Damjana Jerman and Ms Jana Flego shall be elected vote-counters.*

An invited notary will attend the General Meeting of Shareholders.

2. Briefing of general meeting on irrevocable letters of resignation from members of the supervisory board/shareholder representatives, and findings regarding the termination of membership in the supervisory board

The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 2** to the General Meeting of Shareholders:

The general meeting shall be briefed on:

- the letter of resignation from Chairman of the Supervisory Board Vojko Čok of 10 June 2019, which was delivered to the company on 27 June 2019 and establishes that as at today's date i.e. the date of the 33rd General Meeting of Shareholders of Intereuropa d.d., which is the first general meeting following the transfer of a majority of the company's shares to the shareholder Pošta Slovenije d.o.o., and at which new members of the supervisory board/shareholder representatives shall be appointed, his membership in the supervisory board of Intereuropa d.d. shall cease;
- the letter of resignation from Member of the Supervisory Board Rok Rape of 10 June 2019, which was delivered to the company on 27 June 2019 and establishes that as at today's date i.e. the date of the 33rd General Meeting of Shareholders of Intereuropa d.d., which is the first general meeting following the transfer of a majority of the company's shares to the shareholder Pošta Slovenije d.o.o., and at which new members of the supervisory board/shareholder representatives shall be appointed, his membership in the supervisory board of Intereuropa d.d. shall cease;
- the letter of resignation from Member of the Supervisory Board Matija Vojsk of 12 June 2019, which was delivered to the company on 27 June 2019 and establishes that as at today's date i.e. the date of the 33rd General Meeting of Shareholders of Intereuropa d.d., which is the first general meeting following the transfer of a majority of the company's shares to the shareholder Pošta Slovenije d.o.o., and at which new members of the supervisory board/shareholder representatives shall be appointed, his membership in the supervisory board of Intereuropa d.d. shall cease;
- the letter of resignation from Member of the Supervisory Board Jože Golobič of 27 June 2019, which was delivered to the company on 27 June 2019 and establishes that as at today's date i.e. the date of the 33rd General Meeting of Shareholders of Intereuropa d.d., which is the first general meeting following the transfer of a majority of the company's shares to the shareholder Pošta Slovenije d.o.o., and at which new members of the supervisory board/shareholder representatives shall be appointed, his membership in the supervisory board of Intereuropa d.d. shall cease.

Grounds for the resolution:

The abovementioned members of the supervisory board/shareholder representatives listed in the resolution submitted irrevocable letters of resignation to Intereuropa d.d. on 27 June 2019 with the following content:

“... effective as of the first general meeting, (i) to be held after the transfer of a majority of the company’s shares to Pošta Slovenije d.o.o. in accordance with the sale and purchase agreement concluded on 10 May 2019, and (ii) at which new supervisory board members will be appointed, I hereby permanently resign from my position as member of the company’s supervisory board.”

In view of the fact that (i) on 13 November 2019, Pošta Slovenije d.o.o. became the majority shareholder in the company, that (ii) the general meeting convened on the basis of the proposal of the shareholder Pošta Slovenije d.o.o. will be the first general meeting following the transfer of the majority interest to the aforementioned shareholder and that (iii) the shareholder Pošta Slovenije d.o.o. is proposing that voting be held at the same general meeting for the appointment of the proposed candidates as members of the supervisory board, all of the conditions for the coming into effect of the letters of resignation from the members of the supervisory board/shareholder representatives are met.

This also applies to the member of the company’s supervisory board Matija Vojsk, whose term of office on the supervisory board is suspended due to his appointment as member of the managing board, pursuant to Article 273(3) of the Companies Act.

The shareholder Pošta Slovenije d.o.o. proposes that the general meeting be briefed on the submitted letters of resignation and establish that their term of office as members of the supervisory board shall cease upon the appointment of the new members of the supervisory board.

3. Appointment of new members of the supervisory board of Intereuropa, Globalni logistični servis, d.d.

*The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 3.1** to the General Meeting of Shareholders:*

Boris Novak shall be appointed to serve as member of the Supervisory Board and shareholder representative for a four-year term of office, effective 30 December 2019.

*The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 3.2** to the General Meeting of Shareholders:*

Andrej Rihter shall be appointed to serve as member of the Supervisory Board and shareholder representative for a four-year term of office, effective 30 December 2019.

*The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 3.3** to the General Meeting of Shareholders:*

Vinko Filipič shall be appointed to serve as member of the Supervisory Board and shareholder representative for a four-year term of office, effective 30 December 2019.

*The shareholder Pošta Slovenije d.o.o. proposes the following **Resolution 3.4** to the General Meeting of Shareholders:*

Milan Perović shall be appointed to serve as member of the Supervisory Board and shareholder representative for a four-year term of office, effective 30 December 2019.

Grounds for the resolutions:

The candidates' statements and curricula vitae are enclosed to the materials.

4. Amendments to the Articles of Association of Intereuropa d.d.

The shareholder Pošta Slovenije d.o.o. proposes the adoption of the following resolutions to the General Meeting of Shareholders:

Resolution 4.1

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

Point 6.4 shall be amended to read:

The Managing Board consists of no more than three members.

The structure of the Managing Board – the President, Deputy President and the number of members thereof – shall be specified by the Supervisory Board in its Resolution Appointing the Managing Board.

Point 6.10 shall be deleted.

The second paragraph of point 6.12 shall be deleted.

Point 6.15 shall be deleted.

Resolution 4.2

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

These Articles of Association shall become effective when entered in the Register of Companies. On the date of enforcement hereof, the preceding version of the consolidated text of the Articles of Association of the Company Intereuropa d.d. as adopted on 27.6.2019 (June twenty-seven, two thousand and nineteen) 2019 shall become ineffective and be replaced by these Articles of Association.

Annex to item 4 of the agenda: Fair copy of the Articles of Association with the proposed amendments marked.