



***CONVOCAZIONE OF***

***30<sup>th</sup> GENERAL MEETING of SHAREHOLDERS***

***of the Company INTEREUROPA d.d.***

***Koper, May 2017***

**THE MANAGING BOARD**

**Koper, 26 May 2017**

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

**30<sup>th</sup> Annual General Meeting of Shareholders of INTEREUROPA, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32,**

**to be held on Friday, 30 June 2017, 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 Špela Turk.*

*The General Meeting will be attended by the Notary Mrs. Mojca Tavčar Pasar.*

**2. Information on the Annual Report 2016 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**

*The Managing and Supervisory Board propose the General Meeting to adopt the Resolutions:*

**Resolution no. 2.1**

*The entire Accumulated Profit of Intereuropa d.d. amounting to EUR 3,495,540.28 shall remain undistributed.*

**Resolution no. 2.2**

*The General Meeting confirms and approves the work of the Managing Board of Intereuropa d.d. for the year 2016, and gives a discharge for their work in the financial year 2016.*

**Resolution no. 2.3**

*The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2016, and gives a discharge for their work in the financial year 2016.*

**3.Appointment of Auditors for the year 2017**

*The Supervisory Board proposes to the General Meeting to adopt the Resolution:*

**Resolution no. 3:**

*For the financial year 2017, auditing shall be entrusted to Auditors KPMG, Slovenija, podjetje za revidiranje, d.o.o., Ljubljana.*

**4. Appointment of new Supervisory Board members**

*The Supervisory Board proposes to the General Meeting to adopt the Resolutions:*

**Resolution no. 4.1:**

*Mr Klemen Boštjančič shall be appointed Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 30.06.2017.*

**Resolution no. 4.2:**

*Mr. Miro Medvešek shall be appointed Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 10.09.2017.*

**Resolution no. 4.3:**

*Mrs Maša Čertalič shall be appointed Member of Supervisory Board to represent the shareholders for a four-year term of office commencing on 10.09.2017.*

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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, 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](http://www.intereuropa.si). In accordance with the Statute of the Company, the call of the General Meeting will also be published on the AJ PES (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](mailto: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](mailto: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.

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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.

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### **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](http://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), may attend the General Meeting. The shareholders shall announce their attendance in writing by **26 June 2017**. 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 26 June 2017 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](mailto: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. 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 for Listed 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.*

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*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, 30 June 2017 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*