



MATERIALS for the

30th GENERAL MEETING of SHAREHOLDERS

of INTEREUROPA d.d.

Koper, May 2017



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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 30th 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 Špela Turk.

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

INTEREUROPA d.d.

***PRESIDENT OF
THE SUPERVISORY BOARD
Klemen Boštjančič***

INTEREUROPA d.d.

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



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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

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.

Substantiation of Resolutions:

Resolution no. 2.1.

The Company Intereuropa d.d. closed the financial year 2016 with a net loss of EUR 3,455,083.01, which was covered from the retained profits. The latter amounted to EUR 7,376,941.89, consisting of the retain profits from previous years (€623,515.18), the surplus from revaluation of land upon disposal (€7,266,527.90), the actuarial loss (€150,356.36), and of the tax assessed (€362,744.83). For a portion of the retained profits EUR 426,318.60, the Company created a liability to preferential shareholders.

Accordingly, the accumulated profit for the year 2016 comes to EUR 3,495,540.28.

For the sake of maintaining financial stability, the Managing Board and Supervisory Board propose to retain the accumulated profit undistributed, i.e. not to pay it out either to preferential shareholders or to ordinary shareholders.

Resolution no. 2.2.:

The adopted Audited Annual Report for the year 2016 and successfully implemented projects in the reporting financial year are underlying for awarding the note of discharge to the Managing Board. The Managing Board of the Company implemented the projects specified in the mid-term corporate strategy (2016-2019), Therefore, we propose to grant the note of

discharge to the Managing Board President Ernest Gortan, and to Members Marko Cegnar and Tatjana Vošinek Pucer.

Resolution no. 2.3.

The activities and the evaluation of work of the members of the Supervisory Board for the year 2016 are presented in the Annual Report. The Supervisory Board supervised the Company's operations, gave guidelines to the Managing Board and granted consent to the implementation of plans and corporate strategy. Particular attention was paid to the performance of the Company, The Supervisory Board requested, on a regular basis, the reports on all major projects of the Managing Board in the year 2016. These activities point to the active role of the Supervisory Board members, with due care of a competent and responsible professional, to the benefit of the Company; hereby the Resolution is substantiated.

Enclosures to Agenda Item 2:

The Annual Report for the financial year 2016 is available at: www.intereuropa.si

***PRESIDENT OF
THE SUPERVISORY BOARD
Klemen Boštjančič***

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

3. Appointment of certified audit firm for the year 2017

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

Resolution no. 3

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

Substantiation to Resolution under Agenda Item 3:

Upon proposal by the Audit committee, the Supervisory Board in accordance with Article 297.a paragraph 2 section 2 and Article 280 ZGD-1, and pursuant to the Act on Auditing, proposes to the General Meeting to entrust the auditing for the year 2017 to the audit firm KPMG, Slovenija, podjetje za revidiranje, d.o.o., Ljubljana, which is experienced in auditing the commercial activities of the Company and has got references at home and abroad; moreover, this audit firm has already audited the Company in the year 2016.

Key references recommending the Auditor:

In the last five years, the respective audit firm has named the following large commercial companies or groups as its major clients in Slovenia: The Luka Koper Group, the HIT Group, the Telekom Slovenije Group, the Triglav Group, the Sava Re Group, Adriatic Slovenica, the KD Group, JHL, Actual IT d.o.o., the Titus Group.

*INTEREUROPA d.d.
PRESIDENT
OF THE SUPERVISORY BOARD
Klemen Boštjančič*

4. Appointment of new Supervisory Board members

The Supervisory Board, pursuant to Articles 293 and 297.a. of the Companies Act (ZGD-1), proposes to the General Meeting to adopt the Resolutions:

Resolutions on Appointment of new Supervisory Board members

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.

Substantiation of Resolutions:

To make a shortlist of eligible candidates, the Supervisory Board published an Invitation of applications for substitute members of Supervisory Board. In the selection of candidates, the Supervisory Board endeavoured to assure the required diversity of candidates' profiles in terms of their expertise, experience and skills, providing for sufficient complementarity among individual Supervisory Board members. Recommendations from the Slovenian Corporate Governance Code for Listed Companies were also considered in the selection of the shortlisted candidates. Continuity of Supervisory Board's operation is provided for by re-appointing the current candidates who have already served their term of office.

Brief presentation of the candidates: Before voting, a representative of the Supervisory Board will give a more detailed presentation of the proposed candidates to the General Meeting, as required by the Article 274 par. 2.

In accordance with the criteria required in the Slovenian Corporate Governance Code for Listed Companies, the Supervisory Board assesses that the candidates proposed meet the criteria of independence. Statements of independence and statements of the candidates accepting the proposed office, are enclosed hereto.

Klemen Boštjančič is a university graduate economist by education profile. At present, he is the director and owner of the consultancy centre 'BRIO svetovalni center, d.o.o.', dealing with consultancy on financial and business restructuring and with M&A processes (Mergers

and Acquisitions). He is also the authorised officer (Prokurist) of the company Montecristo SL d.o.o., which has acquired the textile division Modiana from Mercator (earlier, he consulted to new owners on the acquisition of the target).

In addition to his membership in the Supervisory Board of Intereuropa d.d., in which his current term of office will expire this year, he also presides the Board of Directors of the company Sava, d.d., and the Supervisory Board of Sava Turizem d.d.

Previously, he was the authorised officer (prokurist) of the company Trimco d.d., the president of management boards of Adria Airways d.d. and of Mineral d.d.; in all of these three functions, his focus was on the financial and business restructuring and on the preparatory activities preceding the sale of companies. He also sat on the Supervisory Board of the companies Vegrad d.d. (for the 10 months preceding the bankruptcy proceedings) and of Merkur Trgovina d.d., in which his term of office ended this March.

Miro Medvešek is a university graduate economist by education profile, with 27 years of work experience, thereof about 25 years in managerial and executive positions; at present, he is an executive director of the company Commerce d.d., Ljubljana.

His track record includes membership in controlling bodies in the companies: Commerce d.d., Mercator d.d., and Sava d.d. At present, he sits on the Supervisory Board of Intereuropa d.d. He presided the management board of the company Medvešek Pušnik d.d.; his present functions further comprise: director of the consultancy firm Svetovanje M d.o.o., Ljubljana, executive director of Commerce d.d., Ljubljana, and director of MB Commerce d.o.o., Belgrade (Serbia).

Maša Čertalič graduated in 2000 from the Faculty of Economics (University Ljubljana), course international trade. She continued her post-graduate studies in the field of transport and logistics management and graduated under the MBA programme at the International Management Institute in Antwerpen (Belgium). She has been employed with Luka Koper d.d. (Port of Koper corporation) since 2001, her assignments ranged from marketing to involvement in corporate development projects and in state-wide development initiatives in the field of logistics. In 2008, she organized an in-house research and development department and was appointed as the manager thereof. She has led the strategic development in Luka Koper since 2014. Beyond her in-house functions, she has been a member of the Slovenian Directors Association (Združenje nadzornikov Slovenije), of the Supervisory Board of Intereuropa d. d., of TTI a.s. and of the Board of Directors of NAPA (Nord Adriatic Ports Association) since 2009. In 2014, she became a member of the Executive Committee of the ESPO (European Sea Ports Organization) and has also been involved in the initiatives of the European Commission addressing the transport corridor policy, and in the CEF Advisory Group.

Enclosures to Agenda Item 4:

Statements by candidates

INTEREUROPA d.d.

PRESIDENT

OF THE SUPERVISORY BOARD

Klemen Boštjančič