



**MATERIALS for the**

**31<sup>st</sup> GENERAL MEETING of SHAREHOLDERS**

**of INTEREUROPA d.d.**

**Koper, May 2018**



**Intereuropa**<sup>®</sup>

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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 31<sup>st</sup> 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 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. Information on the Annual Report of the Intereuropa Group and controlling company Intereuropa d.d. for the year 2017, 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 3,849,131.80 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 2017, and gives a discharge for their work in the financial year 2017.*

**Resolution no. 2.3**

*The General Meeting confirms and approves the work of the Supervisory Board of Intereuropa d.d. for the year 2017, and gives a discharge for their work in the financial year 2017.*

**Substantiation of Resolutions:**

**Resolution no. 2.1.**

*As at 31.12.2017, the accumulated profit of the Company Intereuropa d.d. in the amount of EUR 3,849,131.80 consisting of the retained net profit or loss from previous periods as at 31.12.2017 of EUR 3,509,177.66 and of the net profit for the financial year 2017 EUR 339,954.14.*

*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 of the Intereuropa Group and controlling company Intereuropa d.d. for the year 2017 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 (2015-2019), Therefore, we propose to grant the note of discharge to the Managing Board, composed by the President Ernest Gortan, and by Members Marko Cegnar, Marko Rems (member from 5.7.2017) and Tatjana Vošinek Pucer (member till 30.4.2017).*

**Resolution no. 2.3.**

*The activities and the evaluation of work of the members of the Supervisory Board for the year 2017 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 2017. 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 of the Intereuropa Group and controlling company Intereuropa d.d. for the year 2017 is available at: [www.intereuropa.si](http://www.intereuropa.si)*

*PRESIDENT OF  
THE SUPERVISORY BOARD  
Vojko Čok*

*PRESIDENT OF  
THE MANAGING BOARD  
Ernest Gortan*



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### **3. Appointment of certified audit firm for the year 2018**

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

#### **Resolution no. 3**

*The audit firm KPMG, Slovenija, podjetje za revidiranje, d.o.o., Ljubljana is appointed for the audit of the financial statements for Intereuropa d.d. and Group Intereuropa for the financial year 2018.*

#### **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 of financial statements of Intereuropa d.d. and Group Intereuropa for the year 2018 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 and 2017.*

#### **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**

*Vojko Čok*