

Securities Market Agency

Poljanski nasip 6

1000 Ljubljana

20 November 2019

SUBJECT: Notification pursuant to Article 25 of the Takeovers Act

On 18 November 2019 Pošta Slovenije d.o.o. published a takeover intent to purchase all the shares of Intereuropa d.d. Pursuant to the above, we are sending you a notification in accordance with Article 25 of the Takeovers Act (ZPre-1) within two business days.

In 2018, SID banka d.d., Nova Ljubljanska banka d.d., Gorenjska banka d.d., SKB Banka d.d. and Banka Intesa Sanpaolo d.d. (hereinafter: the sellers) decided to sell a block of shares in Intereuropa. The block comprises 9,168,425 ordinary shares and 10,657,965 preference shares (representing 54.47% of voting rights and 72.13% of all shares of Intereuropa d.d.). One of the bidders in the procedure was Pošta Slovenije d.o.o. (hereinafter: the acquirer). The latter was subsequently selected by the sellers. A sales purchase agreement (hereinafter: SPA) was concluded for the entire block of shares on 10 May 2019.

Intereuropa d.d. participated in the sales procedure as the target company. It had the following agreements and contacts with the acquirer:

- the Confidentiality Agreement of 10 August 2018, which regulates the acquirer's obligations in connection with protection of the data that it will obtain through the sales procedure. The signing of this document was demanded of all bidders who wished to participate in the sales procedure;
- the Clean Team Confidentiality Agreement of 19 November 2018, which regulates the acquirer's obligations with respect to the conducting of a due diligence review. This document had to be signed by all bidders that wished to conduct due diligence reviews and which were selected by the sellers to participate in the second round of negotiations.
- an Interim Period Agreement with respect to the conducting of business during the sale and purchase of shares in Intereuropa d.d. of 10 May 2019 (hereinafter: the IPA), regarding the conduct of the target company during the interim period, i.e. between the signing of the SPA (10 May 2019) to the conclusion of the transaction (13 November 2019). In the IPA, the acquirer and the target company agreed on special measures in the event of the occurrence of business events outside of the company's ordinary operations during the interim period, whereby the acquirer did not influence the company's adopted business policy or ordinary operations and did not have access to sensitive company data. The IPA states that during that period, the target company

shall continue to operate in accordance with its adopted business plans, and its management board shall continue to lead the company independently and at its own risk, pursuant to the interests of the target company. However, the parties to the agreement agreed that the management board would obtain the consent of the supervisory board for conduct and activities outside the framework of the adopted business plans and ordinary operations.

- the Agreement on Consulting Activities in the time up to the concluding of the transaction, of 18 July 2019, which allowed the acquirer's external consultants to obtain information and analyse data, which will allow the acquirer to carry out the integration activities after the conclusion of the transaction more quickly, whereby the acquirer did not have direct access to sensitive company information.

Outside of (i) the conducting of the due diligence review, (ii) the communication required to meet the conditions precedent set out in the SPA and (iii) contacts in connection with the forthcoming execution of the takeover bids resulting from the completion of the transaction, there were no other significant contacts between the acquirer and the target company.

The target company does not have any direct or indirect liens or sureties on the target company's assets to the benefit of the acquirer. The target company also did not make any type of commitments to establishing liens or sureties on the target company's assets to the benefit of the acquirer.

Yours sincerely,

Drawn up by:
Matjaž Ujčič

Marko Cegnar
President of the
Management Board

Marko Rems
Member of the
Management Board