

M A T E R I A L S

**for the 34th GENERAL MEETING OF
SHAREHOLDERS**

of INTEREUROPA d.d.



InterEuropa[®]

Globalni logistični servis

70^{let}



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

The shareholder Pošta Slovenije, d. o. o. proposes the following Resolution no. 1 to the General Meeting of Shareholders:

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

A notary shall be invited to attend the General Meeting of Shareholders.

2. Granting of consent to execute the binding takeover bid for the remaining shares of Intereuropa RTC, Međunarodna špedicija, skladištenje, pretovar i transport, d. d., Sarajevo

The shareholder Pošta Slovenije, d. o. o. proposes the following Resolution no. 2 to the General Meeting of Shareholders:

Pursuant to the first paragraph of Article 47 of the Takeovers Act (Official Gazette of the Republic of Slovenia, Nos. 79/06, 67/07 [ZTFI], 1/08, 68/08, 35/11 [ORZPre75], 105/11 [Constitutional Court ruling], 10/12, 38/12, 56/13, 63/13 [ZS-K], 25/14 and 75/15), the General Meeting of Shareholders of Intereuropa, d. d. shall grant the company's Management Board consent to carry out all legal actions required to execute the binding takeover bid to purchase the shares of the target company Intereuropa RTC, Međunarodna špedicija, skladištenje, pretovar i transport, d. d., Sarajevo, Halilovići 12, 71000 Sarajevo, Bosnia and Herzegovina.

Grounds for the resolution:

Pursuant to the provisions of the Takeovers Act (hereinafter: the ZPre-1), the shareholder Pošta Slovenije, d. o. o. submitted a takeover bid for purchase of the shares of Intereuropa, Globalni logistični servis, d. d. That takeover bid is valid from 10 December 2019 to 13 January 2020. Pursuant to the provisions of the first paragraph of Article 47 of the ZPre-1, the governing body (in this case the Management Board of Intereuropa, d. d.; hereinafter: the issuer) may not conclude transactions outside of the company's ordinary operations without a general meeting resolution in the period from the publication of takeover intent until the publication of a decision regarding a takeover bid.

The execution of the takeover bid to purchase shares of Intereuropa RTC, Međunarodna špedicija, skladištenje, pretovar i transport, d. d., Sarajevo, Halilovići 12, 71000 Sarajevo, Bosnia and Herzegovina (hereinafter: the target company) is deemed a transaction outside of the company's ordinary operations.

The competent body – the Securities Commission of the Federation of Bosnia and Herzegovina – requested on 20 December 2019 that Intereuropa, d. d. execute the takeover bid for the purchase of the target company's shares by no later than the end of January 2020.

The legal obligation of the issuer stated above is a direct result of the inclusion of the shareholder Pošta Slovenije, d. o. o. in the ownership structure of Intereuropa, d. d. and the law governing takeovers in Bosnia and Herzegovina, based on which small shareholders can only be squeezed out following the execution of a binding takeover bid.

The target company is a public limited company that is established and operates in accordance with the laws of the Federation of Bosnia and Herzegovina. The target company's share capital in the amount of BAM 15,544,600 is divided into 155,446 ordinary shares with a nominal value per share of BAM 100.00 (BAM 1 = EUR 0.51 EUR as at 3 January 2020).

Intereuropa, d. d. is the holder of 148,879 shares, representing 95.7754% of all shares of the target company. Intereuropa, d. d. did not acquire the target company's shares through the execution of a binding takeover bid, which was in line with laws of Bosnia and Herzegovina at the time of acquisition.

The subject of the takeover bid is 6,567 shares, representing 4.2246% of all shares of the target company. The takeover price is set based on the book value of the target company as at 31 December 2018 and amounts to BAM 145.34 per share. Should all of the target company's shareholders accept the takeover bid, the total value of concluded legal transactions will amount to BAM 954,447.78 (EUR 486,786.37 at the exchange rate valid on 3 January 2020).

As a result of the described circumstances, the shareholder Pošta Slovenije, d. o. o., with respect to its current takeover bid for the purchase of shares of Intereuropa, d. d., which requires the latter's Management Board to comply with the provisions of the first paragraph of Article 47 of the ZPre-1 (as explained above), proposes that the General Meeting of Shareholders of Intereuropa, d. d. grant the latter's Management Board consent in accordance with the provisions of the first paragraph of Article 47 of the ZPre-1.

Given that (i) the provisions of the ZPre-1 restrict Intereuropa, d. d.'s Management Board from executing extraordinary transactions until the publication of a decision regarding the aforementioned takeover bid (in the scope of the takeover bid for the remaining shares of Intereuropa, d. d. submitted by the shareholder Pošta Slovenije, d. o. o.), that (ii) the takeover bid is valid until 13 January 2020, and that (iii) Intereuropa, d. d. must submit to the competent body the documentation required for permission to execute the takeover bid for the remaining shares of the target company by the end of January 2020, the shareholder Pošta Slovenije, d. o. o. proposes that the General Meeting of Shareholders only be held if on the day of that meeting the legal restriction on Intereuropa, d. d.'s Management Board in connection with the execution of extraordinary transactions is still in place. If the aforementioned legal restriction on Intereuropa, d. d. is no longer in place, the holding of the proposed General Meeting of Shareholders would not be necessary and the shareholder Pošta Slovenije, d. o. o. will propose the cancellation thereof.