



Ljubljana, 31 July 2020

**Intereuropa, d. d.**

To the company's Management Board and General Meeting of Shareholders  
Vojkovo nabrežje 32

6000 Koper

**Shareholder counterproposal to proposed resolution 2.1 under point 2 of the agenda of the 34th ordinary General Meeting of Shareholders of Intereuropa, d. d.**

The shareholder, Small Shareholders' Association of Slovenia, Tomšičeva ulica 1, 1000 Ljubljana, as proposer in accordance with the provisions of the Companies Act (ZGD-1) and the provisions of the company's Articles of Association, hereby submits a counterproposal to proposed resolution 2.1 under point 2 of the agenda, which reads "Briefing on the annual report of Intereuropa and the Intereuropa Group for 2019, with the auditor's opinion and the written report of the Supervisory Board on the verification and approval of the annual report in accordance with Article 282 of the ZGD-1, information regarding the remuneration of members of management and supervisory bodies, adoption of a decision regarding the use of distributable profit, adoption of a decision regarding the conferral of official approval, and briefing on the remuneration policy for members of Intereuropa, d. d.'s Management Board." to be voted on at the 34th ordinary General Meeting of Shareholders of Intereuropa, d. d., Vojkovo nabrežje 32, 6000 Koper, which will be held at 3 pm on Thursday, 27 August 2020 at the company's registered office.

At the same time, we will contest the previously published proposed resolution in accordance with the provision of Article 300 of the Companies Act (ZGD-1), and will persuade other shareholders to vote in favour of the **counterproposal to resolution 2.1 under point 2 of the agenda**.

The proposed counterproposal to point 2.1 of the agenda reads as follows:

**"The distributable profit of Intereuropa, d. d. for the 2019 financial year amounts to EUR 7,908,105.27 and will be used in the following manner:**

- **part of the distributable profit in the amount of EUR 3,953,973.17 shall be used to pay dividends:**
  - the gross dividend shall amount to EUR 0.01 (in accordance with the provisions of Article 3 of the Articles of Association), for each of the 10,657,965 preference shares, for a total of EUR 106,579.65,
  - the gross dividend shall amount to EUR 0.14 (in accordance with the provisions of Article 3 of the Articles of Association), for each of the 27,470,668 ordinary shares with voting rights and preference shares, for a total of EUR 3,845,893.52,
  - dividends shall be paid on 15 September 2020 to shareholders entered in the share register on 14 September 2020 (cut-off date),
- **the remainder of the distributable profit, in the amount of EUR 3,955,632.10, shall remain undistributed."**

**EXPLANATION:** The purpose of a joint-stock company is to generate added value for the company and its shareholders, who have the legal right to participate in potential profits. Because shareholders have not received dividends since 2013, we propose that ½ of distributable profit be earmarked for that purpose and that the other half remain undistributed. The shareholder believes that such a proposal does not jeopardise the long-term development and continued deleveraging of the company, and at the same time allows loyal shareholders to participate in profits that they have not received in previous years.

The Small Shareholders' Association of Slovenia will also vote AGAINST the previously submitted and published counterproposal of VZMD because that proposal is not in line with Article 3 of the company's Articles of Association, as it does not envisage the payment of dividends and a preference amount for preference shares.

Shareholder-proposer:  
Small Shareholders' Association of Slovenia  
Rajko Stanković

President,



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