



**InterEuropa**<sup>®</sup>  
Globalni logistični servis, delniška družba



**CONVOCATION OF**  
**22<sup>nd</sup> ANNUAL GENERAL MEETING of**  
**INTEREUROPA d.d.**

**Koper, May 2010**



**THE MANAGING BOARD**

**Koper, May 2010**

*Pursuant to Section 6.30 of the Statute of INTEREUROPA d.d., the Company's Managing Board convenes the*

***22<sup>nd</sup> Annual General Meeting of INTEREUROPA, Globalni logistični servis, delniška družba, based in Koper, Vojkovo nabrežje 32, to be held on***

***Thursday, 1 July 2010 at 13:00***

*in the Conference Hall at the Company's head-office in Koper, Vojkovo nabrežje 32, IX Floor, with the following*

***A g e n d a:***

***1. Opening, establishing the quorum, electing the working bodies of the General Meeting***

*The Managing and Supervisory Board propose to the General Meeting to adopt the Resolution:*

- *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, the company IXTLAN Forum, d.o.o., Ljubljana, and Mrs Milena Kalc.*

*The General Meeting will be attended by the Notary Mrs.Nana Povšič Ružič.*

*Based on the Teller's Report, the Chairman declares the General Meeting to be in quorum.*

***2. Presentation of the Annual Report 2009 for the Intereuropa Group, with Auditor's Opinion and Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1 (Slovenian Companies Act), information on the receipts by members of the management and controlling body, and on awarding the discharge note to the Managing Board and Supervisory Board***

*The Managing and Supervisory Board propose to the General Meeting to adopt the Resolution:*

**2.1 Resolution**

*The General Meeting was informed about the Intereuropa Group Annual Report for the financial year 2009 and the Report by Supervisory Board on the method and extent of*

*examining the Company's management for the reporting year, duly presented pursuant to Article 282 of the Companies Act (ZGD-1) by the Supervisory Board to inform the General Meeting of having adopted the Annual Report 2009 without any remark or reservation.*

### **2.2. Resolution**

*The General Meeting got informed on the receipts paid to the members of Supervisory Board and Managing Board as remuneration for their work or functions respectively, as specified on pages 219 and 220 of the Annual Report of the Intereuropa Group for 2009 (tables 64 - 65).*

### **2.3. Resolution**

*The General Meeting confirms and approves the work of the Supervisory Boards of Intereuropa d.d. for the year 2009, and gives a discharge for their work in the financial year 2009.*

### **2.4. Resolution**

*The General Meeting decides that the discharge note to individual members of the Managing Board shall be put to vote separately, as follows:*

*2.4.1. Andrej Lovšin shall not be awarded the discharge for his work in the financial year 2009.*

*2.4.2. Zvezdan Markežič shall not be awarded the discharge for his work in the financial year 2009.*

*2.4.3. Ondina Jonke shall not be awarded the discharge for her work in the financial year 2009.*

*2.4.4. Ernest Gortan shall be awarded the discharge for his work in the financial year 2009.*

*2.4.5. Marko Jazbec shall be awarded the discharge for his work in the financial year 2009.*

## **3. Changes and Amendments to the Statute of Intereuropa d.d.**

*The Managing and Supervisory Board propose the General Meeting to adopt the Resolutions:*

### **3.1. Resolution**

*New business activities of the Company shall be added in section 2.1 following the Affiliation of the company Intereuropa IT, d.o.o., Koper to the Parent Company Intereuropa d.d., as listed in the consolidated text of the Statute, which is an integral part of the materials hereto.*

### **3.2. Resolution**

*Adopted shall be the amendments to the Statute in sections 5.13, 5.14.,5.15., as indicated in the text that is an integral part hereof, which are underlying for authorizing the Managing Board, in five years' time after these amendments to the Statute are entered in the Companies Register, to increase the share capital up to the amount of one half of the share capital existing as of today, which represents a nominal amount of EUR 16,488,092.56 - by issuing new shares for contributions.*

### **3.3. Resolution**

*The General Meeting adopts the proposed amendments to the Statute as required for the compliance with the Act Amending the Companies Act (ZGD-1C, Official Gazette of the Republic of Slovenia, no. 42/2009) and indicated in the wording that is an integral part hereof. The amendments to the Statute relate to the following sections: 6.26., 6.30., 6.31., 6.32., 6.35., 6.37 and 6.39.*

### **3.4. Resolution**

*Pursuant to the Resolutions on Amendments to sections 3.1 to 3.3. of the Statute, the **Consolidated text of the Statute of the Company Intereuropa d.d.** with the amended first paragraph of the Section 12.1 of the Statute shall be **adopted** and reads as follows:*

*12.1 This Statute shall become effective when entered in the Register of Companies. With the date of enforcement, the preceding version of the consolidated text of the Statute of Intereuropa d.d. as adopted on 10 April 2009 shall become ineffective and be replaced by this Statute in the entire wording.*

## **4. Informing the General Meeting on the appointment of the Supervisory Board members representing the Employees**

*The Managing and Supervisory Board propose to the General Meeting to adopt the Resolution:*

*The General Meeting has been informed on the appointment of Members of the Supervisory Board of Intereuropa d.d. – the workers' Representatives, who were elected and nominated by the Resolution of the Works Council: Mrs Nevija Pečar, Mr Maksimiljan Babič and Mr Ljubo Kobale. The term of office of newly elected Supervisory Board Members shall be from 19.11.2009 to 19.11.2013.*

## **5. Informing the General Meeting on the implementation of the Resolution adopted by the 21<sup>st</sup> General Meeting, held in September 2009, on the filing of legal action for compensation of damages arising from specific operations and suffered by the Company as a result of violation of duties on the part of members of the governing and controlling bodies.**

*The Supervisory and Managing Board propose to the General Meeting to adopt the Resolution:*

*The General Meeting got informed that the Managing Board authorized, pursuant to the Resolution by the 21<sup>st</sup> General Meeting of 10 September 2009 on the filing of legal action for compensation of damages arising from specific operations and suffered by the Company as a result of violation of duties on the part of members of the governing and controlling bodies, the Law Office Kozinc and Partners for filing the action for compensation of damages. On 8 January 2010 the Law Office filed an action versus the former members of the Managing Board: Andrej Lovšin, Zvezdan Markežič and Ondina Jonke. Accordingly, the Resolution adopted by the General Meeting on 10 September 2009 has been implemented.*

## **6. Appointment of Auditors for the year 2010**

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

*For the financial year 2010, auditing shall be entrusted to Auditors Ernst&Young, Revizija, poslovno svetovanje d.o.o., Dunajska 111, 1000 Ljubljana.*

\* \* \*

## **Information for Shareholders**

### ***The right to be informed, and availability of the materials for the Annual General Meeting***

*In the General Meeting, the shareholders may exercise their rights to be informed in accordance with Article 305 of the Companies Act (ZGD).*

*The materials for the General Meeting comprising the substantiated Resolutions Proposal, wording of the proposed amendments to the Company's Statute, the Consolidated text of the Statute, the Annual Report with the Supervisory Board's Report, the Declaration on Compliance with the Corporate Governance Code, and other materials listed in the second paragraph of Article 297.a ZGD-1 are available to shareholders at the Company's Secretariat at the head-office every working day between 9 and 12 a.m., from the date of publication until the General Meeting's day.*

*The Agenda with other materials for the General Meeting are available to shareholders both on the SEO-Net information system net at <http://seonet.lj.si> and on the web site of the Company at [www.intereuropa.si](http://www.intereuropa.si). In accordance with the Statute of the Company, the call of the General Meeting will also be published in the daily paper 'Delo'.*

### ***Amendment to the Agenda***

*After the publication of the General Meeting convocation, shareholders holding 1/20 (5%) of the share capital may request, in writing, an additional item to be added to the agenda. Enclosed to the request shall be the proposal of resolution to be put to vote to the General Meeting, or in case no resolution is (or needs to be) adopted on a particular agenda item, the explanation of the agenda. It is sufficient that the request is filed in **seven days** after the publication of the call for General Meeting and addressed to Intereuropa d.d., Vojkovo nabrežje 32, Koper, or e-mailed to: [ester.renko@intereuropa.si](mailto:ester.renko@intereuropa.si).*

*Any additional agenda item and the clean copy of the Agenda will be published in accordance with Article 298 of the Companies Act (ZGD-1).*

### ***Proposals by Shareholders***

*Shareholders may propose resolutions to each agenda item, in writing, by sending their proposal to: Intereuropa d.d., to the Managing Board – for the General Meeting, Vojkovo nabrežje 32, Koper, or e-mail: [ester.renko@intereuropa.si](mailto:ester.renko@intereuropa.si). The proposals received from shareholders will be published as required by Article 296 of the ZGD-1 provided that a reasonably substantiated proposal reaches the Company **in seven days** after the convocation is published, along with the shareholder's announcement whether intending to object to the proposal presented by the Managing Board or Supervisory Board in the General Meeting and aiming to induce other shareholders to vote for its proposal.*

---

Requests for **additional agenda item and resolution proposals** that will be e-mailed to the Company shall be **scanned and attached** to the e-mail, indicating the shareholder's signature (if natural person) or signed by the legal representative and stamped by the legal entity (if applicable). The Company is entitled to check the shareholder's identity, or the identity of its proxy respectively, who has filed the request or proposal by e-mail, and the authenticity of the signature.

---

#### **Shareholder's right to be informed**

Shareholders may put questions to the General Meeting, request data/ information on the Company's business or issues if these are required for the judgement of the agenda, and may exercise their right to being informed in accordance with the 1<sup>st</sup> paragraph of Article 305 ZGD-1.

#### **Attendance in the General Meeting**

Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities, kept with the Central Securities Clearing Corporation (Centralna klirinško depotna družba d.d., Ljubljana /KDD), by the end of the **fourth day before** the session of the General Meeting (the cut-off date). The shareholders shall announce their attendance in writing by **27 June 2010**. The entry form shall be sent by registered mail to: **Intereuropa d.d. Koper, to the Managing Board – for the General Meeting, Vojkovo nabrežje 32, 6000 Koper**. Entry forms for the General Meeting may not be filed by electronic means. Only the entry forms bearing the original signatures and sent by registered mail, stamped before or on 27 June 2010 inclusive, shall be valid and taken into account.

Each shareholder who is entitled to take part in the General Meeting may appoint a proxy who will take part in the General Meeting and exercise his/her/its voting rights. The proxy shall be granted in writing, and submitted by the proxy-holder, to be deposited with the Company.

The Entry Form and the Proxy Form for the General Meeting are available on the web site of the Company. The Proxy may be submitted to the Company by e-mail to:

[ester.renko@intereuropa.si](mailto:ester.renko@intereuropa.si), as a scanned document attached to the e-mail, or by telefax. The Proxy shall be signed by the grantor - natural person, in legal entities it shall be signed by the legal representative and bear the stamp or seal of the entity, if applicable. The Company reserves the right to check the authenticity of the shareholder or the proxy-holder respectively. A shareholder may recall the proxy in the same manner as it was granted, before the date of the General Meeting.

For the sake of identification, the shareholders or their legal representatives or proxy holders shall present a personal document, their proxy (in writing), whereas the legal representative of a legal entity may be identified by the extract from the Court Register of Companies.

#### **Number of shares of the Company at the convocation date**

On the date of GM convocation, the total number of all shares issued by Intereuropa, Global Logistics Service, Ltd. Co. is **7,902,413 shares**. Thereof **7,884,278 shares** or **99.7705%** have the voting right as of the convocation publication. Each share shall carry one vote at the General Meeting.

***Voting procedure***

*The General Meeting decides on resolution proposals according to the agenda as published. The Resolutions proposed are adopted by the **simple majority** of the votes cast, except for the Resolutions amending the Statute of the Company, which are to be adopted by a **three-quarter majority** vote of the share capital represented. Shareholders will vote by electronic voting devices or by hand raising, provided that no shareholder objects to it.*

\*\*\*

*The Conference Hall of the venue will be opened 60 minutes before the General Meeting is to convene. In that time, the ballots (electronic voting devices) will be delivered. Should the General Meeting not be in quorum, it shall be reconvened on the same day, i.e. 1 July 2010 at 14:00 in the same Conference Hall. In such a case, the reconvened General Meeting shall decide validly regardless of the quorum, i.e. the percentage of the capital represented.*

*Looking forward to your attending the General Meeting, Sincerely*

*INTEREUROPA d.d  
President of the Managing Board  
Ernest Gortan*

*President of the Supervisory Board  
Bruno Korelič*