



Intereuropa[®]
Globalni logistični servis, delniška družba



MATERIALS for the
22nd GENERAL MEETING
of Shareholders of
INTEREUROPA d.d.

Koper, May 2010



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Globalni logistični servis, delniška družba



PROPOSAL OF RESOLUTION TO AGENDA ITEM 1

Pursuant to Section 6.30 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Article 297.a (1) of the Companies Act (ZGD-1 and ZGD-1 c), the Managing Board and Supervisory Board propose to the General Meeting to adopt this

***RESOLUTION
on Electing the working bodies of the 21st General Meeting
of 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, 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.

INTEREUROPA d.d.

***PRESIDENT OF THE MANAGING BOARD
Ernest Gortan***



PROPOSAL OF RESOLUTION TO AGENDA ITEM 2

Pursuant to Sections 7.3, 7.4 (third paragraph), and 7.5 of the Statute of INTEREUROPA, Globalni logistični servis d.d. (Global Logistics Service Ltd. Co.) and Art. 272, 282 and 293 of the Companies Act (ZGD-1), the Managing Board and Supervisory Board propose to the General Meeting to adopt this

RESOLUTION

on the Presentation of the Annual Report 2009 for the Intereuropa Group, with Auditor's Opinion and the written Report by the Supervisory Board Confirming the Annual Report pursuant to Article 282 ZGD-1 (Companies Act), and the 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

Resolution 2.1.:

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.

Resolution 2.2.

The General Meeting gets 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 page 219 and 220 of the Annual Report of the Intereuropa Group for 2009 (table 64 and 65).

Resolution 2.3.

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.

Resolution 2.4.

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.*

Substantiation of Resolutions:

Resolution 2.1.

The Supervisory Board has examined the Annual Report and analysed the loss incurred in the year 2009, as submitted by the Managing Board, together with the Auditor's Report which it views as satisfactory, and approved the Annual Report without remark or reservation, which means accordingly that the Annual Report was adopted.

Resolution 2.2.

Pursuant to Article 294, paragraph 5, of the ZGD-1 the Managing Board of Intereuropa d.d. informs the General Meeting on the receipts paid to the members of Supervisory Board and Managing Board as remuneration for their work or functions respectively in the reporting year, as specified on pages 219 and 220 of the Annual Report of the Intereuropa Group for 2009 (tables 64 - 65), which substantiates the proposed Resolution.

Resolution 2.3.

The activities and the evaluation of work of the members of the Supervisory Board for the year 2009 are presented in the Annual Report. The Supervisory Board held 14 ordinary sessions and 1 session by correspondence to supervise the Company's operations, to give guidelines to the Managing Board and consent to the implementation of the plans and corporate strategy. It imposed on the Managing Board to prepare a comprehensive program of measures for a stable and profitable operation of the Company, and to draw up a new strategic business plan for the term 2010-2014. In view of improving the performance of the Company, the Supervisory Board required from the Managing Board to prepare anti-crisis measures and reduce the costs in the whole range.

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.

2.4. Resolution

It arises from the Annual Report, in particular from the evaluation of performance of the members of the Supervisory Board and Managing Board, that the former members of the Managing Board Andrej Lovšin, M.A., Zvezdan Markežič and Ondina Jonke did not keep to the decisions of the Supervisory Board, in fact they exceeded their powers in the investment in Russia and thereby breached their duties. The report by the special audit reveals an irresponsible attitude of the above named Managing Board members to the management with the assets of the Intereuropa d.d. and the Group. A legal action for damages was filed versus the above named members, therefore awarding the discharge note to the above named members of the Managing Board is not justified.

For the Managing Board members Ernest Gortan and Marko Jazbec we propose to be awarded the discharge for their work. The adopted Audited Annual Report for the year 2009 substantiates the award of the discharge to both members of the Managing Board.

Enclosures to Agenda Item Two:

- The Annual Report for the financial year 2009 available at:
[-http://intereuropa.hal.si/slo/pdf/letno_porocilo_koncerna_IE_2009.pdf](http://intereuropa.hal.si/slo/pdf/letno_porocilo_koncerna_IE_2009.pdf)

INTEREUROPA d.d.

*PRESIDENT OF
OF THE SUPERVISORY BOARD
Bruno Korelič*

INTEREUROPA d.d.

*PRESIDENT OF THE MANAGING BOARD
Ernest Gortan*



PROPOSAL OF RESOLUTION TO AGENDA ITEM 3

Pursuant to the Articles 293, 297.a and 329 of the Companies Act (ZGD-1) and Article 284 of the Act Amending the Companies Act / ZGD-1C (Official Gazette of R. Slovenia, no. 42/09, ZGD-1C) and Section 6.37 of the Company's Statute, the Managing and Supervisory Boards propose to the General Meeting to adopt these

RESOLUTIONS

Amending the Statute of Intereuropa d.d.

Resolution 3.1.

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.

Resolution 3.2.

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.

Resolution 3.3.

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.

Resolution 3.4.

*Pursuant to the adopted Resolutions on Amendments to the Statute of the Company Intereuropa d.d., the **consolidated version of the Statute** of 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.

Substantiation of Resolutions:

Resolution 3.1.

The Company Intereuropa d.d. concluded the Affiliation Agreement for the subsidiary Intereuropa IT d.o.o., which is involved in information technology business, therefore the business activities of the Acquiring Company Intereuropa d.d. will have to be supplemented in the Statute.

Resolution 3.2.

One of the strategic goals of the Intereuropa Group, which is laid down in the Strategic business plan of the Intereuropa Group 2010 – 2014, is to find a strategic partner for the Company Intereuropa d.d., or to increase the share capital of the Company respectively, which would improve the financial stability of the Group.

In accordance with the second paragraph of Article 353 ZGD-1, the General Meeting may change the Statute in order to authorize the Managing Board to increase the share capital up to a set amount (authorized capital). Such authority may be conferred for no more than five years after the registration of the respective Statute amendment. The amount of authorized capital shall not exceed one half of the share capital existing at the time of granting the authority. The resolution on authorized capital shall be adopted by a three-quarter-majority of share capital represented. New shares may be issued only with the consent of the Supervisory Board.

Resolution 3.3.

In accordance with Article 37 of the Act Amending the Companies Act (Official Gazette of R. Slovenia, no. 42/2009, ZGD-1C) the companies are required to harmonize their statutes with the provisions of the ZGD-1C Act regulating the participation of Supervisory Board members in the profit of the Company, the convocation of the General Meeting, providing information to the shareholders, and the registration and terms for attending the General Meeting, all of which is laid down in the current wording of the Statute.

Considering the above requirements, the following amendments to the Statute have been prepared in the enclosed proposals, with substantiations for each individual amendment.

Resolution 3.4.

Following the proposed amendments to the Statute, the amended section 12.1 shall be adopted, and the consolidated text of the Statute of the Company shall take effect with the registration in the Companies Register at the Court.

Enclosures to Agenda Item Three:

- Enclosure No. 1: Proposals for Amendment to the Statute, with substantiations***
- Enclosure No. 2: Draft Statute in Consolidated Text***

INTEREUROPA d.d.

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PROPOSAL OF RESOLUTION TO AGENDA ITEM 4

Pursuant to Article 293 of the Companies Act (ZGD-1), Article 79 of the Worker Participation in Management Act, and Section 6.37 of the Company's Statute, the Managing Board and Supervisory Board propose to the General Meeting to adopt this

RESOLUTION

Informing the General Meeting on the appointment of the Supervisory Board members representing the Employees

4. 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.

Substantiation to Resolution under Agenda Item 4:

The General Meeting gets informed in accordance with the provisions of Article 79 paragraph 6 of the Worker Participation in Management Act, on the election /nomination of the Supervisory Board Members – representatives of employees; no substantiation is necessary.

INTEREUROPA d.d.

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PROPOSAL OF RESOLUTION TO AGENDA ITEM 5

Pursuant to Article 293 of the Companies Act (ZGD-1), the Resolution of the 21st General Meeting of 10 September 2009 and Section 6.37 of the Company's Statute, the Managing Board and Supervisory Board propose to the General Meeting to adopt this

RESOLUTION

Informing the General Meeting on the implementation of the Resolution adopted by the 21st 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.

5. Resolution:

The General Meeting got informed that the Managing Board authorized, pursuant to the Resolution by the 21st 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.

Substantiation to Resolution under Agenda Item 5:

Substantiation of the Resolution by the Law Office Kozinc & Partners is in the materials enclosed

INTEREUROPA d.d.

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PROPOSAL OF RESOLUTION TO AGENDA ITEM 6

Pursuant to Article 293 and 297.a paragraph 2 section 2 of the Companies Act (ZGD-1), and Section 6.37 of the Statute of the Company, the Supervisory Board proposes to the General Meeting to adopt this

RESOLUTION

Appointing the Auditors for the year 2010

6. Resolucija:

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

Substantiation to Resolution under Agenda Item 6: *Upon proposal by the Auditing committee the Supervisory Board proposes pursuant to Article 297.a paragraph 2 section 2 and Article 280 ZGD-1 and the Act on Auditing, to the General Meeting to entrust the auditing for the year 2010 to the audit firm Ernst&Young, Revizija, poslovno svetovanje d.o.o., Dunajska cesta 111, 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 past. The audit firm has quoted the best price and has been auditing the Port Company Luka Koper, which is the biggest shareholder of Intereuropa d.d., and consolidates the Company Intereuropa into its financial statements.*

Key references recommending the Auditor: *The audit firm has audited the following large Slovenian companies or groups in the last five years: Luka Koper, KD Group, Kapitalska družba, SKB banka, Telekom Slovenije, Mobitel, GPG, Energotuš, Kolektor, Etol, Helios, Mlinotest, Baumax, Adria Airways.*

INTEREUROPA d.d.

**PRESIDENT
OF THE SUPERVISORY BOARD
Bruno Korelič**

Enclosure No. 1

PROPOSED AMENDMENTS TO THE STATUTE of the Company INTEREUROPA d.d.

1. The second paragraph of Section 2.1 shall be amended by adding the business activities, as follows:

*" 22.330 Reproduction of computer media
51.140 Agents involved in the sale of machinery, industrial equipment, ships and aircraft
51.840 Wholesale of computer equipment,
51.850 Wholesale of office machinery and equipment
65.210 Financial leasing
71.330 Renting of office machinery and equipment, incl. computers
72.100 Computer hardware consultancy
72.220 Supply with software and consultancy
72.300 Data processing
72.400 Data base activities
72.500 Maintenance and repair of office, accounting and computing machinery
72.600 Other computer related activities
74.852 Copying, blueprinting, multigraphing and similar activities
80.422 Adult and other education n.e.c."*

Substantiation:

Intereuropa and its subsidiary Intereuropa IT d.o.o. concluded on 18 March 2010 the Affiliation Agreement, according to which the affiliated company (target) will be formally and with legal effect integrated into the Parent Company by the end of May 2010. Following the affiliation, all the assets and rights, as well as liabilities of the subsidiary Intereuropa IT d.o.o. will be transferred onto the parent Intereuropa d.d., and the latter shall, as the universal legal successor, enter into all legal relationships of which the former subsidiary was party or involved in before the affiliation. Therefore, in order to maintain continuity of the core business of the former subsidiary, these activities need to be formally taken over into the Statute of the company Intereuropa d.d.

2. Section 5.13 shall be amended to read:

"5.13. The Managing Board is authorized - in five years' time after this amendment to the Statute is registered in the Court Register of Companies, without having to issue a separate Resolution by the General Meeting but subject to the consent by the Supervisory Board - to increase the share capital by issuing new shares for contributions up to the amount of one half of the share capital existing on the day of adopting this Resolution in the 22nd General Meeting, which represents a nominal amount of EUR 16,488,092.56 (the authorized capital). "

Section 5.14 shall be amended to read:

"Such a decision by the Managing Board on the substance of the rights vested in the newly issued shares and on the terms and conditions for issuing the shares from the authorized capital, is subject to obtaining the consent by the Supervisory Board."

Section 5.15 shall be amended to read:

"5.15. The Supervisory Board is authorized to amend the Statute and align it with the validly adopted decision of the Managing Board regarding the share capital increase and the issue of new shares of the Company from the authorized capital."

Substantiation of sections 5.13, 5.14 and 5.15:

In accordance with the second paragraph of Article 353 ZGD-1, the General Meeting may change the Statute in order to authorize the Managing Board to increase the share capital up to a set amount (authorized capital). Such authority may be conferred for no more than five years after the registration of the respective Statute amendment. The amount of authorized capital shall not exceed one half of the share capital existing at the time of granting the authority. The resolution on authorized capital shall be adopted by a three-quarter-majority of share capital represented. New shares may be issued only with the consent of the Supervisory Board.

3. Section 6.26 shall be amended by adding a new second paragraph, which reads:

"Members of the Supervisory Board may not participate in the profit."

Substantiation:

The second paragraph is necessary to comply with the amended provision of Article 284 of the ZGD-1 (as amended by Article 7 in the ZGD-1C), which does not allow any participation of the Supervisory Board members in the profit. The proposed amendment entirely transposes the regulation of the law.

4. Section 6.30 shall be amended to read:

"The General Meeting may be convened by the Management Board, the Supervisory Board, or on a written initiative of the shareholders representing 5% (five per cent) of the Company's share capital. The shareholders representing 5% (five per cent) of the share capital in the Company may file a request to convene the General Meeting also by e-mail, to be sent to the respective e-mail address of the Company. Enclosed to the request, in writing, shall be the agenda, proposal of resolution for each proposed agenda item 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 item.

Current wording:

The General Meeting may be convened by the Management Board, the Supervisory Board, or on the initiative of the shareholders representing at least 5% (five per cent) of the Company's share capital. Along with its request, the claimant demanding the General Meeting to be convened under this Section of the Statute shall submit to the Management Board a well substantiated intent and reason(s) for convening the General Meeting.

Substantiation:

The amendment is necessary to comply with the amended provision of Article 295 of the ZGD-1 (as amended by Article 9 in the ZGD-1C), which prescribes the content of the request filed by minority shareholders to convene the General Meeting. Proposed is an equivalent solution as provided by the law; we have retained equal percentage of shareholding in the share capital as a prerequisite for filing the request to convene the General Meeting by shareholders.

5. Section 6.31 shall be amended and supplemented, to read:

“The General Meeting shall be convened at least 30 (thirty) days before the session is to be held, by publication in a daily paper with circulation in the entire territory of the Republic of Slovenia and on the web site of the Company, containing all the required information as the law and regulations provide.

Current wording:

The General Meeting shall be called at least one month before the date set for the session, by publication in the daily paper 'Delo'. The agenda of the General Meeting shall be published at the time of being convened.

Substantiation:

The first paragraph needs to be amended to comply with the fourth paragraph of Article 296 and the first paragraph of Article 297 of the ZGD-1 (as amended by Articles 10 in 11 of the ZGD-1C), which precisely define numerous new requirements for the content and mode of convocation of the General Meeting; the Statute relies entirely on the provisions of the law.

6. The third paragraph of Section 6.32 shall be supplemented to read:

“Upon receiving a shareholder’s request in writing, the Company shall provide them free of charge, on the next working day, with a copy of the Annual Report and the Report of the Supervisory Board, unless these reports are published on the Company’s website.”

Current wording:

Upon receiving a shareholder’s request in writing, the Company shall provide them, on the next working day, with a copy of the Annual Report and that of the Supervisory Board, free of charge.

Substantiation:

The last sentence of the third paragraph of Section 6.32 ends with an added text "*unless these reports are published on the Company’s website*" to comply with the supplemented section 3 of the second paragraph of Article 297.a (as added by Article 12, ZGD-1C) and the supplemented fourth paragraph of Article 299 ZGD-1 (as amended by Article 14, ZGD-1C), on the basis of which the Company has an option to make the materials for the General Meeting available to shareholders on the Company’s web sites. The proposed amendment entirely transposes the guidance of the law highlighting the use of the Internet.

7. Section 6.35 shall be amended to read:

“Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities on the fourth day before the session of the General Meeting (at the closing of such date) may attend and exercise their voting rights in the General Meeting, provided that they have announced their intention to attend the General Meeting no later than four days before the General Meeting date. ”

Current wording:

The shareholders and proxies take part in the General Meeting and exercise their resp. voting rights, provided that they announce their intention to attend the General Meeting no less than 3 (three) days before the General Meeting date at the registered office of the Company.

Substantiation:

The amendment is necessary to comply with the provision of the second and third paragraph of Article 297, ZGD-1 (as amended by Article 11 in the ZGD-1C), whereby the terms and requirements for attending the General Meeting have changed. In accordance with these provisions, the Statute may prescribe the requirements for attending the General Meeting or exercising the voting rights, i.e. the registration of attendance four days (at day-closing) before the General Meeting for the shareholders. Accordingly, only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities with the Central Securities Clearing Corporation by the end of the fourth day before the session of the General Meeting (the cut-off date) may attend the General Meeting and exercise their voting rights.

8. The fourth paragraph shall be added to Section 6.37, reading as follows:

“The Company has to publish the result of voting on the web site of the Company.”

Substantiation:

The wording of the Statute is amended to comply with the provision of the sixth paragraph of Article 304, ZGD-1 (added by Article 18 in the ZGD-1C). That provision of the law requires all companies listed in the organized securities market to publish the result of voting on the web site of the Company.

9. A new Section 6.39 shall be added, as follows:

“Shareholders may appoint a proxy using the electronic means. The Form for voting by proxy in the General Meeting is available on the web site of the Company (the Proxy Form). The proxy, scanned as attachment, may be transmitted by e-mail to the address published by the Company in the convocation of the General Meeting, or sent by telefax. The Company reserves the right to check the authenticity of the shareholder or the proxy-holder respectively.”

The present sections 6.39, 6.40 and 6.41 shall be renumbered accordingly.

Substantiation:

The wording of the Statute is supplemented to comply with the provision of the seventh paragraph of Article 308, ZGD-1 (added by Article 20 in the ZGD-1C). That provision of the law requires all companies listed in the organized securities market to provide for at least one option, using electronic means, available to shareholders to appoint a proxy to represent them in the General Meeting.

Having added a new section to the Statute, the current Sections 6.39., 6.40. and 6.41 need to be renumbered although their text remained unchanged.

Enclosure No. 2

Pursuant to Articles 183, 293 and 169 of the Companies Act (ZGD-1), the General Meeting of INTEREUROPA d.d. adopted in its session on 10 April 2009 (tenth April two thousand and nine) the Consolidated Text for the

**The STATUTE
of the Company INTEREUROPA d.d.**

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1.0. COMPANY NAME AND REGISTERED OFFICE

1.1. The Company name reads: INTEREUROPA, Globalni logistični servis, delniška družba (Global Logistics Service, Ltd. Co.), hereafter referred to as the Company).

An integral part of the firm is the trademark referred to in Section 1.5 of the Statute.

1.2. The abbreviated Company name is: INTEREUROPA d.d..-----

1.3. The Company's registered office is: Koper, Vojkovo nabrežje 32.

1.4. INTEREUROPA d.d. and companies, affiliated under the unified Management, form the INTEREUROPA Group (hereinafter referred to as: the Group).-----

1.5. The Company and the Group use its service brand that consists of the trademark and the name INTEREUROPA, in the prescribed logotype in green colour on white ground. The trademark represents a stylized figure of a man with a crate. The service mark is protected as the service brand.

The mark protected by the brand shall be used as letterhead on stationery and other corporate documentation, on the fleet of vehicles and name plates/ boards, in marketing, promotion and advertising, in all communications with the public.

In signs, name plates/ boards, business premises, equipment, advertisements, publications, exhibitions and any other occasions involving external appearance elements, the corporate style, subject to its aesthetic features and corporate image, has to be applied by the entire Group (the parent and affiliated companies). The elements, form, scope and application of this corporate style are defined by an organizational regulation adopted by the Managing Board.

2.0. COMPANY ACTIVITIES

2. 1. The Company and the affiliated companies in the Group pursue a gainful activity, aiming primarily to maximise the value of the Company

The company activities are:

22.330 Reproduction of computer media

49.410 Freight transport by road

51.140 Agents involved in the sale of machinery, industrial equipment, ships and aircraft

51.840 Wholesale of computer equipment

51.850 Wholesale of office machinery and equipment

52.100 Storage and warehousing services
52.210 Supporting land transport activities
52.240 Handling
52.290 Freight forwarding and other supporting transport activities
53.200 Other post and courier services
64.200 Management activities of holding companies
64.990 Other financial services n.e.c., excluding insurance and pension funding

65.210 Financial leasing -----

68.200 Letting of and operation of own and hired property
70.220 Other business and management consultancy activities
71.330 Renting of office machinery and equipment, incl. computers
72.100 Computer hardware consultancy
72.220 Supply with software and consultancy
72.300 Data processing
72.300 Database activities
72.500 Maintenance and repair of office, accounting and computing machinery
72.600 Other computer related activities
74.852 Copying, blueprinting, multigraphing and similar activities
77.120 Rental and lease of freight vehicles (trucks)
80.422 Adult and other education n.e.c.

The Company may, without being registered for them, also perform other activities required for its existence and as support to operations listed in this Item, except operations that are subject to specific conditions imposed by the law, or for which a preliminary license has to be obtained from the competent authority or organization.

3. 0. SHARE CAPITAL

3.1. The share capital of the Company amounts to EUR 32,976,185.11 (in words: Thirty-two million nine hundred and seventy-six thousand one hundred and eighty-five EUR and 11/100) and is divided into 7,902,413 (in words: Seven million nine hundred and two thousand four hundred and thirteen) ordinary, negotiable no-par-value shares.

Each individual no-par-value share shall stand for an equal shareholding and the appurtenant amount in the Company's share capital. The shareholding of each no-par-value share in the Company's share capital shall be determined in accordance with the number of such no-par-value shares issued. No-par-value shares are indivisible.

The holders of ordinary no-par-value shares are entitled to: -----

- participation in the management of the Company,
- a portion of the profit (dividend), and
- Receive an adequate part of the residual assets after liquidation or bankruptcy of the Company.

3.2. All shares are fully paid-up.

3.3. On request of the shareholders, the Company shall issue certificates on the subscribed and paid-up shares, at the expense of the applicant.

3.4. The Company's shares are issued in book-entry form (as 'dematerialized' securities).

3.5. The transfer of registered shares is valid when entered in the Share Register, unless otherwise stipulated or allowed by law or secondary regulations.

3.6. A forced retirement of shares is allowed for the purpose of covering the loss by way of reducing the share capital.

4.0. ACQUISITION OF OWN SHARES

4.1. The Company may acquire own shares for the purposes and under the procedure provided by the law.

The Company may not acquire own shares exclusively for the purpose of trading.

4.2. The General Meeting may authorize the Managing Board for the acquisition of own shares.

The authorization for purchasing must be adopted by no less than a 3/4 (three quarter) majority of votes of the capital stock represented and shall be valid for 18 months.

In its Resolution granting the authorization to acquire own shares, the General Meeting shall also fix the minimum and maximum selling price for these shares, as well as the share (%) thereof, whereby the total nominal amount of own shares may not exceed 10% of the capital stock.

4.3. If not otherwise set out in the resolution by the General Meeting, the Company may dispose of its own shares, acquired under the authorization referred to in Section 4.2. hereof, only by transactions concluded in the organized Securities Market.

The General Meeting may also authorize the Managing Board to retire own shares acquired in the manner described above without taking a further decision to reduce the share capital.

4.4. The reserves for own shares that are mandatory by law shall be formed by the Managing Board at the time of drawing up the Annual Report.

The reserves required for own shares may only be made provided that this fact shall not reduce the share capital of the Company and/ or the reserves required by law or this Statute which are not eligible for a payout to the shareholders, and provided that the total nominal, or any higher emission amount for the Company's shares has been fully paid up.

5.0. CAPITAL INCREASE AND DECREASE

5.1. Any increase of the capital stock by way of new emission of shares, the type and class of the shares shall be subject to a resolution by the General Meeting, deciding by the three-quarter-majority of the share capital represented.

5.2. The currently registered shareholders shall have the pre-emptive right to subscribe to new shares in proportion to their shareholding in the Company. The pre-emptive right may only be excluded by the General Meeting Resolution, adopted by the three-quarter-majority.

The provision of the first paragraph of this Section shall also apply to assuring the options and other entitlements to subscription of new shares, whereby the General Meeting may decide on

such options and other entitlements to subscribing new shares, and on any evtl. resulting exclusion of the pre-emptive right vested in the currently registered shareholders, only after the resolution on increasing the capital stock of the Company has been adopted. - - - - -

5.3. No later than in 8 (eight) days following the General Meeting's Resolution on the share capital increase by issuing new shares, the Managing Board shall, by publication in daily newspapers, invite the currently registered shareholders to subscribe and pay-in the new shares in proportion to their current shareholding in the Company. The current shareholders shall subscribe to newly issued shares no later than in 14 (fourteen) days after publication in the daily press, unless the resp. Resolution on new shares issue should provide otherwise.

5.4. To enforce the right of pre-emption, the beneficiary shall send a statement in writing to the Managing Board in the term specified in the Resolution on the issue of new shares. - - -

Should the current shareholders not enforce their right of pre-emption and not subscribe to newly issued shares in the due term, the Managing Board may invite third parties to subscribe to new shares.

5.5. The procedure of issuing and the terms of subscription to new shares, as well as the payment thereof, are laid down by law or the resp. Resolution of the General Meeting on new shares issue.

5.6. The increase of share capital shall become effective on the date of entry in the Register of Companies held with the Court.

5.7. The General Meeting may decide to increase the share capital of the Company from other elements of equity capital.

The elements of equity capital that are transformed into share capital shall be stated in the last annual Balance Sheet, or in the Interim Balance Sheet resp., drawn up in compliance with the provisions of the law regulating the annual balance sheet. - - - - -

The General Meeting may decide to increase the share capital by transforming other elements of equity capital into the share capital only after the Annual Report for the preceding financial year, concluded before deciding on the capital increase, has been duly adopted.

5.8. It is prerequisite that the Balance Sheet underlying for the restructuring of other elements of equity capital into share capital be audited, and bear the Auditor's approval. - - - - -

5.9. The restructuring of other elements of equity capital into the share capital is not allowed if the relevant Balance Sheet states a retained loss or net loss of the financial year.

5.10. The increase of the share capital from re-structuring of other elements of equity capital may either result in a higher nominal value of the share, or in issuing new shares, respectively. If new shares are issued, the current shareholders shall be entitled to new shares in proportion with their shareholding in the Company's share capital.

5.11. The increase of share capital from other elements of equity may not give rise to a decrease of these elements under the minimum level permitted by law.

5.12. In order to implement the reasons laid down by law, the General Meeting may decide, applying the procedure required by law and this Statute that the share capital be increased by no more than a half of the share capital that exists at the time of deciding on such an increase of capital (conditional increase of capital).

In each Resolution on the conditional increase of the share capital, adopted by the General Meeting, the amount and the reason underlying the conditional increase of the share capital shall be clearly determined.

5.13. The Managing Board is authorized - in five years' time after this amendment to the Statute is registered in the Court Register of Companies, without having to issue a separate Resolution by the General Meeting but subject to the consent by the Supervisory Board - to increase the share capital by issuing new shares for contributions up to the amount of one half of the share capital existing on the day of adopting this Resolution in the 22nd General Meeting, which represents a nominal amount of EUR 16,488,092.56 (the authorized capital).

5.14. "Such a decision by the Managing Board on the substance of the rights vested in the newly issued shares and on the terms and conditions for issuing the shares from the authorized capital, is subject to obtaining the consent by the Supervisory Board."

5.15. The Supervisory Board is authorized to amend the Statute and align it with the validly adopted decision of the Managing Board regarding the share capital increase and the issue of new shares of the Company from the authorized capital."

5.16. The Company may reduce the share capital if so required by law or resolved by the General Meeting with a 3/4 (three quarter) majority of vote. The Resolution must contain the reason for, or purpose of reducing the share capital, as well as the method of decreasing the share capital.

The law also provides the terms for applying the simplified procedure in the share capital decrease.

6.0. CORPORATE BODIES

6.1. THE MANAGING BOARD

6.2. The Managing Board shall run the Company independently, assuming full responsibility: it also acts for the Company and represents it against third party, without limitations.

6.3. The Managing Board is appointed and recalled by the Supervisory Board.

6.4. The Managing Board consists of no more than 4 (four) Members.

The structure of the Managing Board – the President, Deputy President and the concrete number of members thereof - shall be set by the Supervisory Board in its Resolution of Appointing the Managing Board.

The Managing Board includes as its Member also the Human Resources Executive, appointed in accordance with the Worker Participation in Management Act (ZSDU, Official Gazette of R. Slovenia, no. 42/93 and 56/01) who is acting for, and representing the interest of the workforce in terms of personnel and social issues.

6.5 Each member of the Managing Board shall be responsible for a particular scope of operations, to be further regulated in the Rules of Procedure on the operation of the Managing Board.

6.6. The Management Board shall adopt decisions by majority vote of all its Members.

6.7. The term of office of the Managing Board Members shall be 5 (five) years, counting from the day of appointment.

6.8. The Company may be represented by the President or Member of the Managing Board, or by a Procurator/holder of a general commercial power of attorney ('Prokurist').

The President represents and acts for the Company, without limitations. In the absence of the President, the Deputy President shall assume these functions.

An individual Member of the Managing Board who has been authorized by the Supervisory Board's Resolution on election for a particular area, shall adopt decisions independently and act as a the Company's representative in that particular area.

6.9. The Managing Board may entrust a person in the company or outside it with the power of procuration that relates to the whole Company. The power of procuration may also be granted to one person for a Company's subsidiary.

6.10. In case the Director of Labour Relations is given a vote of non-confidence, the Supervisory Board shall relieve her/him of this position in its first session.

6.11. The Management Board shall adopt and operate under the Rules of Procedure.

6.12. In addition to legal requirements, the President and each Member of the Managing Board shall satisfy the following criteria:

- University education and minimum 5 (five) years of successful service /experience in managerial positions,
- Managerial and organizational qualifications,
- Working language skills in at least one foreign language (English, German, Italian or French).

The requirements from the preceding paragraph shall not apply to the Human Resources Executive, who also has to satisfy the higher education requirement.

6.13. The Managing Board is competent to adopt the general acts of the Company, unless otherwise required by the law.

6.14. The preparation of the Annual Report is also the responsibility of the Managing Board.

6.15. The Managing Board is entitled to participate in the profit.

The participation of the President and individual Members and the method of payout are determined by the General Meeting, upon a substantiated proposal by the Supervisory Board, taking into account the operating results and the corporate policy of profit distribution.

The participation of the Managing Board members in the Company's operating results (profits) can also be provided as entitlement to buy options for the shares of the Company (call option).

6.16. THE SUPERVISORY BOARD

6.17. The Supervisory Board consists of 7 (seven) members, thereof 3 members are elected as representatives of employees by the Works Council.

6.18. The General Meeting elects the Supervisory Board by a simple majority of votes of the shareholders attending, whereas the Members representing the employees are elected by the Works Council.

6.19. The Supervisory Board members shall be appointed for a term of 4 (four) years, and may be re-elected.

The Supervisory Board shall elect its President and Deputy President from among its members. The Presidency shall last the whole term of office, unless the Supervisory Board should decide otherwise. The Deputy President is vested with the President's powers in case the President is unable to attend.

The President shall convene and conduct the sessions of the Supervisory Board, and be authorized to express the will and publish the decisions taken by the Supervisory Board.

The Supervisory Board President shall represent the Company against the Managing Board, and represent the Supervisory Board against the bodies of the Company, as well as third parties, unless otherwise stipulated for each concrete case.

It is imperative that the President be the representative of shareholders.

6.20. The session of the Supervisory Board may be convened by the President on its own or another Member's initiative, or on behalf of the Managing Board.

6.21. The Supervisory Board shall make decisions in its sessions. Decisions and resolutions by the Supervisory Board may be adopted in writing, by telephone, telegraph or by similar technical devices, provided that no member disagrees about such communication.

6.22. The Supervisory Board is in quorum if more than one half of the members are present.

6.23. In the event of a tie, the Supervisory Board President shall have the casting vote.

6.24. The Resolution requiring a recall before time of the shareholders' representatives is valid if adopted with 3/4 majority of votes cast in the General Meeting, while the conditions for discharging the representatives of employees are laid down in the Rules of Procedure by the Works Council.

Notwithstanding the provision of the preceding paragraph hereof, upon proposal of the Supervisory Board or shareholders representing no less than 10% of the share capital, the Court may, for cogent reasons, recall a Member of the Supervisory Board.

6.25. Should the term of office of a Supervisory Board Member expire for any reason, the supplementary election shall be held in four months at the latest.

6.26. The Supervisory Board members and the members of Supervisory Board committees are entitled to receive attendance fee for attending and their preparation for the sessions, as well as the refund of the costs incurred at performing the work assigned by the Supervisory Board and the resp. committees, in the amount fixed by the General Meeting.

Members of the Supervisory Board may not participate in the profit.

6.27. The Supervisory Board shall further regulate the approach to, and terms of its operation by setting up the Rules of procedure.

6.28. THE GENERAL MEETING

6.29. The shareholders exercise their rights related to the Company in the General Meeting.

6.30. The General Meeting may be convened by the Management Board, the Supervisory Board, or on a written initiative of the shareholders representing 5% (five per cent) of the Company's share capital. The shareholders representing 5% (five per cent) of the share capital in the Company may file a request to convene the General Meeting also by e-mail, to be sent to the respective e-mail address of the Company. Enclosed to the request, in writing, shall be the agenda, proposal of resolution for each proposed agenda item 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 item.

6.31. The General Meeting shall be convened at least 30 (thirty) days before the session is to be held, by publication in a daily paper with circulation in the entire territory of the Republic of Slovenia and on the web site of the Company, containing all the required information as the law and regulations provide.

6.32. The session in which the General Meeting decides about the use of Accumulated Profit and the discharge note shall be held within eight months after closing the financial year, as specified in Item 7.1 hereof.

The announcement of the session of the General Meeting that is to decide about the subject matters referred to in the preceding paragraph shall also contain the venue in which the Company's Annual Report and the Report by the Supervisory Board are available to the shareholders.

Upon receiving a shareholder's request in writing, the Company shall provide them free of charge, on the next working day, with a copy of the Annual Report and the Report of the Supervisory Board, unless these reports are published on the Company's website.

6.33. The General Meeting consists of the Shareholders.

6.34. As a rule, the General Meeting shall be held at the registered office of the Company. Unless otherwise decided by the Supervisory Board, the General Meeting shall be held in the Company's business premises. The Supervisory Board may decide to convene the General Meeting in another place if it deems that the venue proposed shall not adversely affect the attendance of shareholders.

6.35. Only the shareholders who are registered as shareholders in the Central Register of Dematerialized Securities kept with the Central Securities Clearing Corporation on the fourth day before the session of the General Meeting (at the closing of such date) may attend and exercise their voting rights in the General Meeting, provided that they have announced their intention to attend the General Meeting no later than four days before the General Meeting date.

6.36. The General Meeting decides validly if more than 15% (fifteen percent) of the votes are present in the session (first convening). If the quorum is not met in the first date set for the

General Meeting, a new session with the same agenda shall be convened, in which the decisions shall be validly taken without regard to the quorum of the share capital represented; this fact shall be noted in the letter convening the General Meeting (the second convening of the General Meeting).

6.37. Save as otherwise provided by law or this Statute, the General Meeting shall decide by the majority of the votes cast.

The three-quarter majority of the capital represented is required for decisions in these matters:

- amendment to the Statute,
- decrease of capital stock,
- increase of capital stock,
- Status-related changes and termination of the Company,
- exclusion of the right of pre-emption of shareholders to a new issue of shares, save that it falls into the sphere of competence of the Managing Board (the approved capital) according to this Statute,
- recalling the Supervisory Board members before time,
- other issues required by law or this Statute.

In case of a change to this Statute giving rise to group the current shares into shares of a higher nominal amount, whereby the capital stock of the Company remain unchanged, such a grouping of shares shall be subject to the consent of each shareholder.

The Company has to publish the result of voting on the web site of the Company.

6.38. The shareholders exercise their rights from their shares directly in the General Meeting or indirectly, through proxies. The proxy (power of attorney) shall be granted in writing and deposited with the Company.

6.39. Shareholders may appoint a proxy using the electronic means. The Form for voting by proxy in the General Meeting is available on the web site of the Company (the Proxy Form). The proxy, scanned as attachment, may be transmitted by e-mail to the address published by the Company in the convocation of the General Meeting, or sent by telefax. The Company reserves the right to check the authenticity of the shareholder or the proxy-holder respectively.

6.40. At the time of deciding on the use of accumulated profit in accordance with Section 7.9 hereof, the General Meeting also decides on awarding the discharge note to the Managing Board and Supervisory Board of the Company.

If so decided by the General Meeting or required by the shareholders representing 10 % of the Company's share capital, the awarding the discharge note to each individual Member of the Managing or Supervisory Board shall be put to vote separately.

6.41. By granting the discharge note, the General Meeting confirms and approves the work of the Managing Board and Supervisory Board in the resp. financial year, to which the Annual Report relates.

The fact that the General Meeting has not awarded the discharge note to the Managing Board or its particular Member is not yet construed as a vote of non-confidence to the Managing Board or that particular Member thereof.

6.42. The General Meeting shall, by a simple majority of votes cast, adopt its Rules of Procedure.

7.0. ANNUAL REPORT, PROFIT AND DIVIDENDS

7.1. The Financial Year corresponds to the calendar year.

7.2. After closing the financial year, the Managing Board shall draw up the Annual Report within the term required by law and submit it to the Supervisory Board jointly with its proposal for the use of accumulated profit - to be presented to the General Meeting – and the Auditor’s Report, in eight days after the latter has been received.

The Audit of the Annual Report referred to in the first paragraph of this Section hereof shall be completed within six months after closing the financial year.

7.3. The Supervisory Board shall examine the Annual Report and proposal for the use of accumulated profit as submitted by the Managing Board, in accordance with Section 7.2. hereof.

Each Supervisory Board Member is entitled to examine and verify all the underlying documents for the Annual Report that are to be submitted for their perusal, unless the Supervisory Board should decide otherwise.

7.4. Having reviewed the Annual Report and proposal for the use of accumulated profit, the Supervisory Board shall draw up a report on its findings and submit it to the General Meeting. This report shall provide information on the approach applied, and scope of the review of the Company’s management during the financial year. -----

In its report, the Supervisory Board shall also include its position on the Auditor's Report. --

In the conclusion of its report, the Supervisory Board shall declare if there are any remarks to the Annual Report reviewed, and state whether it is confirming the Annual Report. -----

7.5. After the Supervisory Board has confirmed the Annual Report, it shall be deemed as approved.

Within a month after the Annual Report has been submitted to its review, the Supervisory Board shall deliver its report to the Managing Board; otherwise the latter shall immediately grant an additional term - no more than one month – to the Supervisory Board. Should the Supervisory Board fail to deliver its report in the additional term, it shall be deemed that the Supervisory Board has not approved the Annual Report.

7.6. Upon publishing the call for the General Meeting, the Annual Report and the report by the Supervisory Board shall be made available to the shareholders at the registered office of the Company. -----

7.7. Should the Supervisory Board not confirm the Company’s Annual Report, and if both the Supervisory and Managing Board should leave the decision on adopting the Annual Report to the General Meeting, the latter shall be competent to adopt and approve the Annual Report. -----

In the cases referred to in the first paragraph of this Item, the report submitted by the Supervisory Board to the General Meeting shall comprise the Resolutions taken by the Managing and Supervisory Board.

7.8. When adopting the Annual Report, the General Meeting shall comply with the provisions of the Slovenian Companies Act (ZGD-1) and the International Financial Reporting Standards (IFRS).

Should the General Meeting change the completed Annual Report of the Company, it shall be reviewed by the Auditor once again in two weeks' time after it was received by the General Meeting.

7.9. Upon proposal by the Managing Board and Supervisory Board, the General Meeting shall decide on the use of the Company's accumulated profit.

The General Meeting's Resolution on the use of accumulated profit shall comprise the information on:

- the amount of accumulated profit,
- the portion of accumulated profit earmarked for payout to shareholders (dividends),
- the portion of accumulated profit to be allocated to other reserves from the profit,
- the portion of accumulated profit, the use of which shall be subject to a decision within the next two financial years (Retained profit),
- the portion of accumulated profit to be used for other purposes as set out herein.

A portion of the profit achieved in a particular financial year may be used for the participation of workers in the profit (profit-sharing).

7.10. In deciding on the use of accumulated profit, the General Meeting is not bound to the proposal by the Managing Board and Supervisory Board, but rather to the Annual Report adopted.

The General Meeting's Resolution on the use of accumulated profit shall not change the Annual Report as it was adopted.

7.11. The Managing Board is authorised to pay out dividends (interim dividends) on the basis of the estimated accumulated profit of the current year.

The payout of dividend shall be approved by the Supervisory Board. Interim dividends may not exceed one half of the accumulated profit estimate including the reserves, and one half of the accumulated profit generated in the preceding year.

8.0. INTERNAL ORGANIZATION OF THE COMPANY

8.1. The Internal organization of the Company is set out in a special act adopted by the Managing Board.

9.0. INFORMING THE SHAREHOLDERS

9.1. Unless otherwise provided by special regulations/laws or this Statute, the information and communications of the Company subject to the publication requirement shall be published electronically via the SEO-Net information system of the Stock Exchange and on the website

of the Company for no less than 7 (seven) days, however, only after the publication by the Stock Exchange (SEO-net) in electronic form.

9.2. The Annual Report with the Auditor's Opinion shall be published in the way as required by law and the derived secondary regulations, and submitted to the organization authorized for data processing and publishing, within eight months after closing the financial year.

9.3. The Company may publish its communication on internal notice boards and in other public media, as decided by the Managing Board or Supervisory Board.

10.0. THE TERM OF THE COMPANY, AND TERMINATION

10.1. The Company is established as a company with perpetual existence.

10.2. It may terminate for the reasons and subject to the procedure provided by the law.

11.0. CONFIDENTIALITY

11.1. The Managing Board shall, by issuing a resolution, classify the information to be regarded as confidential. This resolution shall be submitted to shareholders, members of the Company bodies, employees and other persons responsible for protecting the business secrecy, binding them with the confidentiality requirements.

11.2. The business secrecy shall govern any data and information, for which it is evident that considerable loss/ damage would arise if revealed to an unauthorized person. In its resolution referred to in Item 11.1 hereof, the Managing Board shall determine the way of protecting confidentiality, as well as the accountability of the persons responsible for protecting the business secrecy.

12.0. ENFORCEMENT and TERM OF THIS STATUTE

12.1 This Statute shall become effective when entered in the Register of Companies. With the date of enforcement hereof, the preceding version of the consolidated text of the Statute of the Company Intereuropa d.d., as adopted on 10.04.2009 (ten April two thousand and nine), shall become ineffective and be replaced by this Statute.

The provision of Section 9.2 hereof shall be first applied with the Company's Annual Report for the financial year 2002.

12.2. Other general acts shall be used as the acts of the Company provided they are not in controversy with this Statute.

The Managing Board shall be held responsible to harmonise the general acts with this Statute within one year, unless otherwise provided by law. The Managing Board is competent to adopt changes to the general acts. Until the new legislation comes into force, the Supervisory Board shall be competent for appointing and recalling/discharging the bodies on the first and second instance who decide on the rights, obligations and responsibilities of employees.

The Chairman of the General Meeting
INTEREUROPA d.d.