

**Izjava o neodvisnosti
kandidata za člana nadzornega sveta družbe Intereuropa d.d.**

Podpisani(-a) ROK RAPE skladno z 11. in 23. načelom Slovenskega kodeksa upravljanja javnih delniških družb z dne 27.10.2016 (v nadaljevanju: Kodeks) vezano na kandidaturo za članstvo v nadzornem svetu družbe Intereuropa d.d. izjavljam, da sem za opravljanje funkcije člana(-ice) nadzornega sveta strokovno usposobljen(-a) ter da imam za tako delo dovolj izkušenj in znanja. V izjavi o neodvisnosti se izrekam glede potencialnih nasprotij interesov iz priloge B v Kodeksu.

Prosimo označite, ali trditev drži ali ne drži. Pri presojanju resničnosti trditve se uporabljajo kriteriji iz priloge B Kodeksa:

a) Ne opravljam funkcije izvršnega direktorja ali člana uprave družbe ali povezane družbe in nisem opravljal(-a) takšne funkcije v zadnjih treh letih.

DRŽI

NE DRŽI

b) Nisem zaposlen(-a) v družbi ali povezani družbi in nisem bil(-a) na takšnem položaju v zadnjih treh letih, razen če sem bil(-a) izvoljen(-a) v nadzorni svet v okviru sistema delavskega predstavnštva, ki ga zahteva zakon, in nisem vodilni delavec.

DRŽI

NE DRŽI

c) Ne prejemam večjih dodatnih prejemkov iz družbe ali povezane družbe, razen plačila, ki ga prejemam kot član(-ica) nadzornega sveta ali član(-ica) komisije nadzornega sveta.

DRŽI

NE DRŽI

č) Nisem večinski(-a) delničar(-ka) in tudi ne zastopam večinskega/večinskih delničarjev.

DRŽI

NE DRŽI

d) Z družbo ali povezano družbo nimam oziroma v zadnjem letu nisem imel(-a) pomembnih poslovnih stikov tako neposredno kot tudi ne kot partner, delničar, direktor ali vodilni delavec osebe, ki ima tak odnos. Poslovni stiki vključujejo položaj dobavitelja blaga ali storitev (vključno s finančnimi, pravnimi, svetovalnimi ali posvetovalnimi storitvami), položaj pomembne stranke in položaj organizacij, ki prejemajo večje prispevke od družbe ali od njene skupine.

DRŽI

NE DRŽI

e) Nisem in tudi v zadnjih treh letih nisem bil(-a) partner(-ica) ali uslužbenec (uslužbenka) sedanjega ali nekdanjega zunanjega revizorja v družbi ali z zunanjim revizorjem povezane družbe.

DRŽI

NE DRŽI

f) Nisem izvršni(-a) direktor(-ica) ali član(-ica) uprave druge družbe, v kateri je izvršni direktor ali član uprave družbe član nadzornega sveta. Prav tako nisem kako drugače povezan(-a) z izvršnimi direktorji oziroma člani uprave preko sodelovanja v drugih družbah ali organih.

DRŽI

NE DRŽI

g) V nadzornem svetu nisem več kot tri mandate (ali več kot 12 let, kadar statut družbe določa za mandat manj kot štiri leta).

DRŽI

NE DRŽI

h) Nisem bližnji družinski član članov uprave ali oseb, ki so v položajih, omenjenih v točkah od a) do g).

DRŽI

NE DRŽI

Poleg zgornjih navedb tudi:

- nisem član(-ica) širšega posloводства povezane družbe in

DRŽI

NE DRŽI

- nisem sodeloval(-a) pri sestavljanju vsebine predloga letnega poročila družbe.

DRŽI

NE DRŽI

Nasprotje interesov obstaja, kadar je nepristransko in objektivno izvajanje nalog oziroma odločanje člana nadzornega sveta ali uprave ogroženo zaradi vključevanja njegovega osebnega ekonomskega interesa, interesov družine, njenih čustev, politične ali nacionalne (ne)naklonjenosti ali kakršnih koli drugih povezanih interesov z drugo fizično ali pravno osebo.

Ali na vaše odločanje, skladno z zgornjo definicijo nasprotja interesov, vpliva še kakšno dejstvo, ki ni bilo navedeno zgoraj?

NE

DA

Prosimo obrazložite, če ste odgovorili z DA:

Odvisnost kandidata za člana nadzornega sveta je podana, če je nasprotje interesov skladno s Prilogo B Kodeksa trajnejšega (in ne zgolj prehodnega) značaja in je relevantno. Merila za presojo relevantnosti nasprotja interesov so zlasti:

- vrsta in številčnost ravnanj in odločitev, na katere se nasprotje interesov (lahko) nanaša;
- verjetnost dejanske realizacije nasprotja interesov in
- vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe.

Zgoraj navedene okoliščine (iz priloge B3 in B4 Kodeksa), vedno ustvarjajo domnevo odvisnosti. Domneve so izpodbitne, če član nadzornega sveta dokaže, da nasprotje interesov kljub obstoju katerega od kriterijev ni trajno in hkrati ni relevantno.

Glede na izkazana potencialna nasprotja interesov se izrekam za:

Prosimo, da ustrezno obkrožite.

a) neodvisnega(-o) kandidata za člana(-ico) nadzornega sveta

Prosimo, da ustrezno obkrožite.

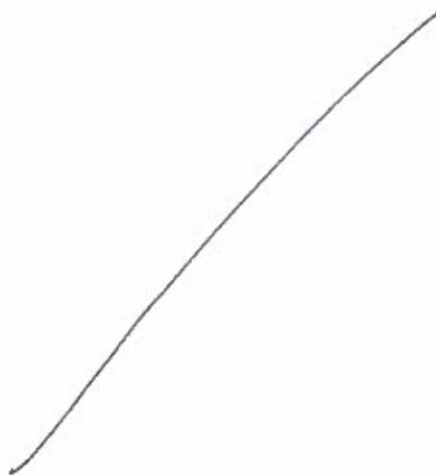
a1) izpolnjujem vse kriterije neodvisnosti in vse trditve, ki so navedene zgoraj, držijo.

**a2) kriterij(i) _____ ne drži(jo):
(obkroži razloge)**

- glede na vrsto in številčnost ravnanj in odločitev, na katere se to nasprotje interesov (lahko) nanaša,
- glede na verjetnost dejanske realizacije nasprotja interesov in vpliv nasprotja interesov na sposobnost objektivne presoje uprave in poslovanja družbe,
- ni trajnejšega značaja in ni relevantno.

Dodatno pojasnilo glede trajnosti in relevantnosti kriterija _____:

b) odvisnega kandidata za člana(-ico) nadzornega sveta.




**IZJAVA KANDIDATA
ZA ČLANA NADZORNEGA SVETA DRUŽBE INTEREUROPE D.D. O
FUNKCIJAH, KI JIH OPRAVLJA V TRENUTKU VLOŽITVE KANDIDATURE**

Spodaj podpisani ROČ RARČ v trenutku oddaje kandidature opravljam sledeče funkcije v nadzornih svetih, upravnih odborih, upravah in druge funkcije v pravnih osebah v Sloveniji in tujini:

1. ONESON s.o.o., Diz-1 for
2. _____
3. _____
4. itd..... _____

Datum, 20.6.2017

Podpis



IZJAVA KANDIDATA ZA ČLANA NADZORNEGA SVETA

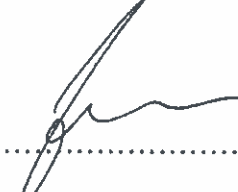
ROK RAPE

(ime in priimek)

IZJAVLJAM:

1. da soglašam z imenovanjem za člana nadzornega sveta družbe,
2. da nisem član/ica drugega organa vodenja ali nadzora te družbe,
3. da nisem bil/a pravnomočno obsojen/a zaradi kaznivega dejanja zoper gospodarstvo, zoper delovno razmerje in socialno varnost, zoper pravni promet, zoper premoženje, zoper okolje, prostor in naravne dobrine,
4. da mi ni bil izrečen varnostni ukrep prepovedi opravljanja poklica,
5. da nisem bil/a član/ica organa vodenja ali nadzora družbe, nad katerim je bil začet stečajni postopek, pravnomočno obsojena na plačilo odškodnine upnikom v skladu z določbami zakona, ki ureja finančno poslovanje podjetij,
6. da ni drugih okoliščin, ki bi po določbah ZGD-1 nasprotovale mojemu imenovanju,
7. da soglašam, da lahko nadzorni svet in komisija za prejemke in imenovanja družbe, moje osebne podatke uporabita in obdelujeta v postopku izbora predlaganih kandidatov za člana nadzornega sveta družbe.

v Ljubljani, dne 20.6.2017


.....

(lastnoročni podpis)

CURRICULUM VITAE

ROK RAPE

Address Pod vrbami 29, 1000 Ljubljana, Slovenia
e-mail rok.rape@gmail.com
mobile +386-41-663-295

PROFESSIONAL SUMMARY

Senior executive with 20+ years of experience in management and leadership. International exposure. Proven track record of continuously successful business years characterized by results above industry standards. Broad spectrum of knowledge and skills in general, financial and sales management, consulting and IT. Expertise in private and public sectors. Capabilities of in-depth business analytics for business growth, diversification or optimization purposes. Excelled in projects execution in different socioeconomic environments. Record of averting business crises and leading teams to success with on time and within budget completions. Swift response capabilities with good performance under stress. International orientation, open mindedness and personal integrity.

PERSONAL DATA

- Date of birth: July 22, 1965
- Nationality: Slovene
- Place of residence: Ljubljana, Slovenia

PROFESSIONAL HISTORY

- 2010 – Onesun d.o.o., Ljubljana, Slovenia (niche management consultancy company specialized in restructuring services, business recovery and business development)
Managing Director and Partner
- Securing, shaping and management of projects related predominantly to restructuring, business development and profitability enhancement
 - Design and facilitation of change in clients' business models
 - Implementation supervision
- 2007 – 2009 SAP Slovenia d.o.o, Ljubljana, Slovenia (branch office of SAP AG, world's largest producer of business application software)
Managing Director for Slovenia
- Management of branch office
 - Target revenue stream assurance and sales team management
 - Coordination of regional program activities
- 2000 – 2006 RRC d.d., Ljubljana, Slovenia (mid-size IT company specialized in value added mission critical software solutions)
President and Chief Executive Officer
- Company management and leadership, strategy formation
-

- Maximization of value for stakeholders
 - Supervision of company's key processes, such as sales, R&D, production, and HR
- 1997 – 1999 Avtotehna Elektronika d.o.o., Ljubljana, Slovenia (mid-size wholesale and retail company focused on high-tech and IT industries)
Managing Director
 and
 Avtotehna d.d., Ljubljana, Slovenia (large international wholesale, services and manufacturing corporation)
Chief Information Officer
Consultant to the Board of Directors
- Management of stand-alone company fully owned by umbrella corporation
 - IT management at corporate level
 - Counseling of umbrella corporation's Board of Directors regarding strategic decisions, product lines, market channels and projects
- 1996 – 1997 Avtotehna Elektronika d.o.o., Ljubljana, Slovenia
Head of Communications Division
- Management and administration of ICT division
 - Introduction of new product and service lines
 - Business processes reengineering focused on transition, technology advancement and introduction of value added services
- 1990 – 1995 Faculty of Electrical and Computer Engineering, University of Ljubljana, Ljubljana, Slovenia
Research Assistant
Assistant professor
Associate Professor
- Research in neural networks and parallel computing
 - Lecturing and tutoring

MAJOR ACCOMPLISHMENTS

- 20+ successful years in executive positions.
- Proven continuous track record of above average business achievements, e.g. with last employer in last full year of engagement achieved a 82% Y-o-Y revenue increase in core business (license sales) along with making crucial steps towards securing the biggest single IT industry related deal in the country in that year.
- Significant accomplishments in business development and diversification ranging from setting up new product lines and services in high-tech industries, successful international consortium and joint-venture projects execution to partnerships arrangements with leading edge corporations.
- History of successful cases of business model and processes redesign (acting both internally as a manager and externally as a consultant) leading to marked performance improvements, e.g. in current role several successfully executed restructuring projects resulting in satisfied clients and additional orders.
- Delivery of performance in stressful situations with favorable outcomes of managerial challenges related to business restructuring, downsizing, employee turnover, negative media publicity, legal claims and similar with last four employers.

CORE COMPETENCES, TRANSFERABLE SKILLS AND EXPERIENCE

- General and financial management competences ranging from business strategy formation to risk analysis and mitigation, business performance optimization or driving change.
- Sales management competences ranging from sales team formation to pipeline and opportunity management, account management, channel development or demand generation activities.
- IT management competences related to front and back end information systems, business intelligence, mission-critical applications etc.
- Consulting competences related to business restructuring and facilitation of change.
- People-leading competences.
- Work experience with multinational companies and multicultural environments as well as public sectors, familiarity with characteristics of different environments regarding objectives, policies, procedures and mentality.
- Skills accumulated in reference projects with large multinational companies with strong regional presence (e.g. Krka d.d) as well as with governmental bodies (e.g. Ministry of Finance or Ministry of Defense of Slovenia).
- First-hand Professional experience with European Commission, e.g. appointment as expert evaluator under European Commission's ACC-SSA/2003 General call.
- Capacity of sophisticated business analytics and modeling enabled by formal technical as well as managerial education and backed up by experience.
- Interpersonal skills in relations with industry leaders and high-ranking government officials.
- Proficiency in oral and written communication. Experience in addressing broader audiences. Fluent in English, intermediate in German, with some knowledge in French.

EDUCATION

- **Business studies**
Executive MBA at IEDC Bled School of Management, Bled, Slovenia; acquired MBA degree in 1997
- **Doctorate studies**
Faculty of Electrical and Computer Engineering, University of Ljubljana, Slovenia; defended thesis and acquired Ph.D. degree in 1996
- **Graduate studies**
Faculty of Electrical and Computer Engineering, University of Ljubljana, Slovenia; acquired B.Sc. degree in 1990, graduated with distinction

OTHER RELEVANT DATA

- International orientation. Business experience gathered during 20+ years of activity in 30+ countries.
- Positive attitude and open-mindedness.
- Personal integrity.