

***CONVENING OF THE  
34th GENERAL MEETING OF  
SHAREHOLDERS  
of INTEREUROPA, d. d.***

**MANAGEMENT BOARD**  
**Koper, 8 January 2020**

*Pursuant to Point 6.30 of the Articles of Association of Intereuropa, d. d. and Article 47 of the Takeovers Act, the company's Management Board hereby convenes the*

***34th General Meeting of Shareholders of Intereuropa, Globalni logistični servis, d. d., with its registered office in Koper at Vojkovo nabrežje 32,***

*which will be held on Monday, 27 January 2020 at 1 pm*

*in the large conference room on the ninth floor of the commercial building of Intereuropa, d. d.  
in Koper at  
Vojkovo nabrežje 32,*

*with the following agenda:*

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

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

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

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

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

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

*Pursuant to the first paragraph of Article 47 of the Takeovers Act (Official Gazette of the Republic of Slovenia, Nos. 79/06, 67/07 [ZTFI], 1/08, 68/08, 35/11 [ORZPre75], 105/11*

*[Constitutional Court ruling], 10/12, 38/12, 56/13, 63/13 [ZS-K], 25/14 and 75/15), the General Meeting of Shareholders of Intereuropa, d. d. shall grant the company's Management Board consent to carry out all legal actions required to execute the binding takeover bid to purchase the shares of the target company Intereuropa RTC, Međunarodna špedicija, skladištenje, pretovar i transport, d. d., Sarajevo, Halilovići 12, 71000 Sarajevo, Bosnia and Herzegovina.*

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## **Information for shareholders**

### **Right to information and availability of materials for the General Meeting of Shareholders**

*A shareholder shall be entitled to exercise their right to information at the General Meeting of Shareholders pursuant to the first paragraph of Article 305 of the Companies Act.*

*Materials for the General Meeting of Shareholders, including proposed resolutions and explanations, and the other materials set out in the second paragraph of Article 297a of the Companies Act (ZGD-1), shall be accessible by shareholders at the Management Board's secretary at the company's registered office, every business day between 9 am and 12 pm, from the date of publication of the convening of the General Meeting of Shareholders until the conclusion thereof.*

*The agenda and other materials for the General Meeting of Shareholders shall be published in the stock exchange's SEOnet information system at <http://seonet.ljse.si> and shall be accessible to shareholders on the company's website at [www.intereuropa.si](http://www.intereuropa.si). In accordance with the company's Articles of Association, the convening of the General Meeting of Shareholders shall also be published on the website of the AJPES.*

### **Supplementation of the agenda**

*Following publication of the convening of the General Meeting of Shareholders, shareholders whose joint participating interest amounts to one-twentieth of the share capital or more may request in writing that an additional item be included on the agenda, but only in connection with questions relating to Article 47 of the Takeovers Acts (ZPre-1). Written requests shall include the proposed resolution on which the General Meeting of Shareholders is to decide, or an explanation of the agenda item when the General Meeting of Shareholders is not passing a resolution on the agenda item in question. It is sufficient if shareholders send their requests to the company no later than 7 (seven) days after publication of the convening of the General Meeting of Shareholders. Requests may be sent by post to the address Intereuropa, d. d., Vojkovo nabrežje 32, 6000 Koper or by email to [skupscina@intereuropa.si](mailto:skupscina@intereuropa.si). Additional items on the agenda and the final draft of the agenda shall be published in accordance with Article 298 of the ZGD-1.*

### **Shareholder proposals**

*Shareholders may submit proposed resolutions in writing for each item on the agenda by sending them by post to Intereuropa, d. d., Vojkovo nabrežje 32, 6000 Koper or by email to [skupscina@intereuropa.si](mailto:skupscina@intereuropa.si). A shareholder's proposal shall only be published and communicated in manner set out in Article 296 of the ZGD-1 if the shareholder has sent the company a reasonably justified proposal **within seven days** following the publication of the convening of the General Meeting of Shareholders, and if it has informed the company of its*

*intention to object to a proposed resolution at the General Meeting of Shareholders and that it will call on other shareholders to vote in favour of its proposal.*

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*Requests to add items to the agenda and proposed resolutions that are submitted to the company by email shall be sent in scanned form as an attachment, and shall contain the handwritten signature of the natural person in question, or of the legal representative of a legal entity, and the stamp or seal of the legal entity, if used. The company shall have the right to verify the identity of the shareholder or proxy who submits a request or proposal by email, and the authenticity of the signature.*

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### ***Shareholder's right to information***

*Shareholders may pose questions and request information on matters pertaining to the company at the General Meeting of Shareholders when so required for the assessment of agenda items, and may exercise their right to information in accordance with paragraph 1 of Article 305 of ZGD-1. Detailed information regarding shareholders' rights set out in the first paragraph of Article 298, the first paragraph of Article 300, Article 301 and Article 305 of the aforementioned act is available on the company's website at [www.intereuropa.si](http://www.intereuropa.si).*

### ***Conditions for participation at the General Meeting of Shareholders***

*Only those shareholders who are registered as such in the central register of book-entry securities at the Central Securities Clearing Corporation (KDD) by no later than the close of business on the **fourth day** prior to the General Meeting of Shareholders have the right to attend and exercise voting rights at the General Meeting of Shareholders (cut-off day). Shareholders shall register to participate in writing by **23 January 2020**, inclusive. Registration shall be sent by post to: **Intereuropa, d. d., Koper, Attn: Management Board – for General Meeting of Shareholders, Vojkovo nabrežje 32, 6000 Koper**. Registration for the General Meeting of Shareholders may not be carried out by electronic means. Only registration forms with original signatures and sent by registered post by 23 January 2020, inclusive, shall be taken into account and deemed valid.*

*Each shareholder entitled to participate in the General Meeting of Shareholders may appoint a proxy to participate in the General Meeting of Shareholders and to exercise voting rights on their behalf. Proxy agreements shall be in written form, and shall be submitted to the company, where they shall remain stored.*

*Registration forms and proxy agreements for the General Meeting of Shareholders are accessible on the company's website. Proxy agreements may also be submitted to the company by email at [skupscina@intereuropa.si](mailto:skupscina@intereuropa.si), in scanned form as an attachment, or by fax. Proxy agreements shall contain the handwritten signature of the natural person in question, or of the legal representative of a legal entity, and the stamp or seal of the legal entity, if used. The company shall reserve the right to verify the identity of a shareholder or representative who submits a proxy agreement. Shareholders may cancel a proxy agreement in the same manner that it was issued until the day of the General Meeting of Shareholders.*

*Shareholders, their legal representatives or their proxies shall identify themselves by means of a personal identification document, a written proxy agreement and, for legal representatives, an extract from the companies register.*

***Number of shares issued by the company at the time of convening***

*On the day of the convening of the General Meeting of Shareholders, the total number of shares issued by Intereuropa, Globalni logistični servis, d. d. was 27,488,803. Of that amount, 27,470,553 shares or 99.9336% of the company's total shares had voting rights. Each share entitles its holder to one vote at the General Meeting of Shareholders.*

***Method of voting***

*The General Meeting of Shareholders shall decide on the published proposals for resolutions for individual items on the agenda. A **simple** majority of shareholder votes shall be required to pass the resolution under the first point, while a **three-quarters** majority of represented share capital shall be required to pass the resolution under the second point (paragraph 3 of Article 47 of the ZPre-1). Shareholders shall vote with the help of an electronic voting device, using ballots, or by the raising of hands, if no shareholder objects.*

***Call to major shareholders to inform the public of their governance policy***

*Pursuant to Point 6.2 of the Slovenian Corporate Governance Code, Intereuropa, d. d. calls on major shareholders, in particular institutional investors and the state, to inform the public of their governance policy as it relates to their investment in the public limited company Intereuropa, d. d. That public disclosure shall include, at a minimum, their voting policy, the type and frequency of governance activities, and the dynamics of communication with the company's management and supervisory bodies.*

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*The conference room in which the General Meeting of Shareholders will be held shall be open 60 minutes prior to the start thereof. Ballots (or electronic voting devices) shall be distributed during that time. If the General Meeting of Shareholders is not quorate, it shall be held again the same day, i.e. on 27 January 2020 at 2 pm, in the same room. The General Meeting of Shareholders may then pass resolutions, irrespective of the amount of share capital represented.*

*We look forward to seeing you.*

*Intereuropa, d. d.  
President of the Management Board  
Marko Cegnar*