

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

MANAGEMENT BOARD
Koper, 12 March 2020

Pursuant to Point 6.30 of the Articles of Association of Intereuropa d.d., 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,

*to be held on **Tuesday, 14 April 2020, at 1 p.m.***

*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. Exclusion of minority shareholders of Intereuropa d.d.

The shareholder Pošta Slovenije d.o.o., on the basis of the covenant set out in the Agreement on participation in the exclusion of the minority shareholders of Intereuropa d.d., on behalf of the Principal Shareholder, which in addition to Pošta Slovenije d.o.o. comprises the shareholders SDH, d.d., Kapitalska Družba, d.d., Luka Koper, d.d., Luka Koper INPO, d.o.o., Zavarovalnica Triglav, d.d. and Triglav RE, d.d. (collectively: the Principal Shareholder) proposes the following Resolution 2 to the General Meeting of Shareholders:

- 2.1. *The General Meeting shall be briefed on the Report of the principal shareholder on the exclusion of the minority shareholders of Intereuropa d.d. of 10 March 2020 in relation to the proposed resolution on the transfer of the minority shareholders' shares in Intereuropa d.d. to the principal shareholder (or more precisely to the shareholder Pošta Slovenije d.o.o.). The report is made on the basis of the Agreement on participation in the exclusion of minority shareholders of Intereuropa d.d. (the Agreement) concluded among the shareholders Pošta Slovenije d.o.o., SDH, d.d., Kapitalska Družba, d.d., Luka Koper, d.d., Luka Koper INPO, d.o.o., Zavarovalnica Triglav, d.d. and Triglav RE, d.d., which collectively comprise the principal shareholder (collectively referred to as: the Principal Shareholder) and was compiled on behalf of the Principal Shareholder by Pošta Slovenije d.o.o.*
- 2.2. *The Principal Shareholder is the holder of a total of 25,725,874 or 93.59 percent of all shares issued by Intereuropa d.d., i.e. 89.53 percent of IEKG shares and 100 percent of IEKN shares, whereby Pošta Slovenije d.o.o. is the holder of 22,235,236 total shares, i.e. 11,577,271 IEKG shares and 10,657,965 IEKN shares, SDH, d.d. is the holder of 474,926 IEKG shares, Kapitalska Družba, d.d. is the holder of 719,797 IEKG shares and (pursuant to Article 48(a) of the ZNVP-1) 115 IEKG shares, Luka Koper, d.d. is the holder of 1,344,783 IEKG shares, Luka Koper INPO, d.o.o. is the holder of 615,730 IEKG shares, Zavarovalnica Triglav, d.d. is the holder of 332,918 IEKG shares and Triglav RE, d.d. is the holder of 2,369 IEKG shares, where all of the aforementioned companies comprise the Principal Shareholder of Intereuropa d.d. in the sense of Article 384 of the Companies Act (ZGD-1).*
- 2.3. *Pursuant to Article 384 of the ZGD-1 and Article 68 of the Takeovers Act (ZPre-1), upon the entry of this resolution on the transfer of IEKG shares in the court register (in accordance with the Agreement), all IEKG shares of Intereuropa d.d. not held by the Principal Shareholder and not treasury shares of Intereuropa d.d. shall be transferred to the shareholder Pošta Slovenije d.o.o. against payment of compensation to the beneficiaries amounting to EUR 1.45 per IEKG share. The compensation is equal to the share price that was offered by the Principal Shareholder or Pošta Slovenije d.o.o. in the takeover bid, the result of which was published in the newspaper Delo on 16 January 2020. The compensation be paid to the beneficiaries (in accordance with the Agreement) in full by the shareholder Pošta Slovenije d.o.o., on its own behalf and for its own account.*
- 2.4. *Payment of compensation shall be made in favour of the beneficiaries pursuant to the KDD Business Rules applicable on the date of payment. If there are no encumbrances on the shares of a minority shareholder, the beneficiary to compensation shall be the minority shareholder. If the shares held by a minority shareholder are subject to encumbrance, KDD shall remove that encumbrance simultaneously with the transfer of those shares to the shareholder Pošta Slovenije d.o.o., whereby in the event of the removal of a lien, the compensation shall be paid in favour of the lienor, all pursuant to Article 23(3) of the Book-Entry Securities Act (ZNVP-1).*

- 2.5. *On the date of entry of this resolution on the transfer of shares into the court register, pursuant to Article 387 of the ZGD-1, all Intereuropa d.d. IEKG shares held by minority shareholders shall be transferred to the shareholder Pošta Slovenije d.o.o.*
- 2.6. *The company's General Meeting hereby authorises the shareholder Pošta Slovenije d.o.o. to file a request for the entry of this resolution on the transfer of IEKG shares in the central register of book-entry securities kept by the KDD, pursuant to Article 23(2) of the ZNVP-1, and to do everything necessary to facilitate the transfer of the minority shareholders' shares to the account of the shareholder Pošta Slovenije d.o.o.*
- 2.7. *The shareholder Pošta Slovenije d.o.o. shall be obliged without delay after the entry of this resolution on the transfer of the minority shareholders' IEKG shares to the principal shareholder (i.e. taking the Agreement into account to the shareholder Pošta Slovenije d.o.o.) in the court register to pay appropriate compensation to the beneficiary under this resolution KDD d.d., Ljubljana (KDD) for the account and in favour of all of the minority shareholders. KDD shall effect payment of appropriate compensation to the individual beneficiaries in accordance with the applicable KDD Business Rules and Instructions of the KDD.*
- 2.8. *The Principal Shareholder, i.e. (pursuant to the Agreement) the shareholder Pošta Slovenije d.o.o., also submitted a bank guarantee dated 6 March 2020, through which the bank assumed joint and several liability for meeting the obligations of the Principal Shareholder i.e. the shareholder Pošta Slovenije d.o.o., i.e. that the appropriate compensation shall be transferred to the beneficiaries referred to in point 2.4 of this resolution.*

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Information for shareholders

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

Shareholders 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, the principal shareholder's report, the annual reports for the last three years and the other materials set out in the second paragraph of Article 297a and Article 386 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 notice of convening of the General Meeting of Shareholders until the date of the holding 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. In accordance with the

company's Articles of Association, the notice of convening of the General Meeting of Shareholders shall also be published on the website of the AJPES.

Supplement to the agenda

Following publication of the notice of convening of the General Meeting, shareholders whose joint holdings are at least one-twentieth of the share capital may request in writing that an additional item be included on the agenda. 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. 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. Shareholders' proposals 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 well-founded proposal **within seven days** following the publication of the notice of convening of the General Meeting of Shareholders, and if it has informed the company of its intention to object to a resolution proposed by the management board or supervisory board at the General Meeting of Shareholders and that it will call on other shareholders to vote in favour of its proposal.

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.

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.

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 must register to participate in writing on or before **10 April 2020**. 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 on or before 10 April 2020 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 writing, 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, 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.

Voting

The General Meeting of Shareholders shall decide on the published proposals for resolutions according to individual items on the agenda. The adoption of the proposed resolutions shall require the statutory majority of the represented share capital. 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.

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 14 April 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*

*Member of the Management Board
Matija Vojsk*