



Agencija za trg  
vrednostnih papirjev

## DECISION

The Securities Market Agency via Chairman of the Senate Miloš Čas on the basis of Article 522(2)(3) of the Financial Instruments Market Act (Official Gazette of the Republic of Slovenia no. 77/18, 17/19 [corr.] and 66/19) and Article 56 of the Takeovers Act (Off. Gaz. of the RS no. 79/06, 67/07 [ZTFI], 1/08, 68/08, 35/11 [ORZPre75], 105/11 [c.c. dec.], 10/12, 38/12, 56/13, 63/13 [ZS-K], 25/14 and 75/15) in the matter of the takeover bid by the acquiring company Pošta Slovenije, d. o. o., Slomškov trg 10, Maribor, represented under authorisation by Nova Ljubljanska banka, d. d., Trg republike 2, Ljubljana, for shares in the target company Intereuropa, d. d., Vojkovo nabrežje 32, Koper, on 15 Jan 2020

### has decided as follows:

It is hereby determined that the takeover bid of the acquiring company Pošta Slovenije, d. o. o., Slomškov trg 10, 2000 Maribor, for 27,488,803 shares of the target company, comprising 16,830,838 ordinary no-par-value IEKG shares of the same class with voting rights and 10,657,965 preference no-par-value IEKN shares of the same class with voting rights, less 10,657,965 IEKN shares that the acquiring company already owns and 12,659,063 IEKG shares that the acquiring company, together with Luka Koper, d. d., Kapitalska družba, d. d., Luka Koper INPO, d. o. o., SDH, d. d., Zavarovalnica Triglav, d. d. and Triglav RE, d. d., with whom the acquiring company acts in concert based on Article 8 of the ZPre-1, already own, meaning 4,171,775 ordinary no-par-value IEKG shares of the same class with voting rights of the target company Intereuropa, d. d., Vojkovo nabrežje 32, 6000 Koper, which was valid from 10 December 2019 to 13 January 2020, was successful.

The acquiring company Pošta Slovenije, d. o. o., Slomškov trg 10, Maribor is obliged to pay the Securities Market Agency a fee of EUR 210.00, together with statutory default interest in the event of default, within 8 days of this decision becoming final.

### Rationale:

The Securities Market Agency (hereinafter: SMA) in decision no. 4020113/2019-7 of 5 December 2019 issued the acquiring company Pošta Slovenije, d. o. o., Slomškov trg 10, 2000 Maribor (hereinafter: the acquiring company) authorisation to acquire 27,488,803 shares of the target company, comprising 16,830,838 ordinary no-par-value IEKG shares of the same class with voting rights and 10,657,965 preference no-par-value IEKN shares of the same class with voting rights, less 10,657,965 IEKN shares that the acquiring company already owns and 12,659,063 IEKG shares that the acquiring company, together with Luka Koper, d. d., Kapitalska družba, d. d., Luka Koper INPO, d. o. o., SDH, d. d., Zavarovalnica Triglav, d. d. and Triglav RE, d. d., with whom the acquiring company acts in concert based on Article 8 of the ZPre-1, already own, meaning 4,171,775 ordinary no-par-value IEKG shares of the same class with voting rights of the target company Intereuropa, d. d., Vojkovo nabrežje 32, 6000 Koper (hereinafter: the target company).

The acquiring company, in accordance with Article 54(3) of the Takeovers Act (Off. Gaz. of the RS, no. 79/06, 67/07 [ZTFI], 1/08, 68/08, 35/11 [ORZPre75], 105/11 [c.c. dec.], 10/12, 38/12, 56/13, 63/13 [ZS-K], 25/14 and 75/15) notified the SMA that in the period from 10 December 2019 to 13 January 2020 the takeover bid was accepted by 990 parties, who together were the holders of 2,408,846 IEKG shares of the target company that were the subject of the takeover bid and that represent 14.31% of IEKG shares and 8.76% of all shares issued by the target company.

In its prospectus for the takeover bid of the target company's shares, the acquiring company did not set a minimum number of shares for which the takeover bid must be accepted for it to be deemed successful. The SMA therefore finds that the takeover bid was successful.

The Securities Market Agency Schedule of Duties and Fees (Off. Gaz. of the RS, no. 75/19, hereinafter: the Schedule) under tariff number 35 stipulates a fee for issuing a declaratory decision on the success or failure of the takeover bid, amounting to 50 points. On the basis of Article 5(1) of the Schedule, the value of one point as at the date of the appearance of such obligation is EUR 4.20. A fee amounting to EUR 210.00 shall be deposited on the SMA's bank account no. 01100-6370164245, ref. no. 175.

**Notice of legal remedy:**

The acquiring company shall be entitled to lodge an appeal against this decision with the SMA within 5 business days of its service.

Drafted by:  
Andreja Šalehar  
[signature]  
Number: 40201-13/2019-31  
Date: 15 January 2020



Miloš Čas  
Chairman of the Senate  
[signature]

Stamp: SECURITIES MARKET  
AGENCY

To be served in person under the ZUP to:

- Nova Ljubljanska banka, d. d., Trg republike 2, Ljubljana,
- Intereuropa, d. d., Vojkovo nabrežje 32, Koper,
- KDD - Centralna klirinško depotna družba, d. d., (Central Securities Clearing Corporation), Tivolska 48, 1000 Ljubljana,
- Ljubljanska borza vrednostnih papirjev, d. d., (Ljubljana Stock Exchange), Slovenska cesta 56, 1000 Ljubljana.

File:

- here.