

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

MANAGEMENT BOARD

Koper, 20th July 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 Thursday, 27 August 2020, at 3 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 of Shareholders

The Management Board and Supervisory Board hereby propose that the General Meeting adopt the following resolution:

- *Mr Matjaž Ujčič shall be elected chair of the General Meeting of Shareholders.*
- *Ms Mateja Tevž and Ms Jana Flego shall be elected vote-counters for the purpose of establishing quorum and conducting voting on the individual items on the agenda.*

An invited notary shall be present at the General Meeting of Shareholders.

2. Briefing on the annual report of Intereuropa and the Intereuropa Group for 2019, with the auditor's opinion and the written report of the Supervisory Board on the verification and approval of the annual report in accordance with Article 282 of the ZGD-1, information regarding the remuneration of members of management and supervisory bodies, adoption of a decision regarding the use of distributable profit, adoption of a decision regarding the conferral of official approval, and briefing on the remuneration policy for members of Intereuropa, d. d.'s Management Board.

The Management Board and Supervisory Board hereby propose that the General Meeting adopt the following resolutions:

Resolution no. 2.1

The distributable profit of Intereuropa, d. d. in the amount of EUR 7,908,105.27 shall remain undistributed in its entirety.

Resolution no. 2.2

The General Meeting of Shareholders hereby confirms and approves the work of Intereuropa, d. d.'s Management Board during the 2019 financial year, and confers official approval on the latter for its work in 2019.

Resolution no. 2.3

The General Meeting of Shareholders hereby confirms and approves the work of Intereuropa, d. d.'s Supervisory Board during the 2019 financial year, and confers official approval on the latter for its work in 2019.

Resolution no. 2.4

The General Meeting of Shareholders is hereby briefed on the remuneration policy for members of Intereuropa, d. d.'s Management Board.

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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 with justifications, the annual report, report of the Supervisory Board, corporate governance statement 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. 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.

Supplementation of the agenda

Following publication of the notice of convening of the General Meeting of Shareholders, shareholders whose joint holdings total 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. A shareholder's proposal shall only be published and communicated in the 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 that it will object to a proposal of 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 own 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 their 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 shall register to participate in writing by **24 August 2020**, inclusive. Registration shall be sent by registered 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 24 August 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 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 proxy 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, **27,470,668** shares or **99.9340%** of the company's total shares had voting rights. Each share entitles its holder to one vote at the General Meeting of Shareholders.

Voting method

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 for the adoption of proposed resolutions. Shareholders shall vote with the help of an electronic voting device 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 27 August 2020, at 4 pm, in the same room. The General Meeting of Shareholders may then pass resolutions, irrespective of the amount of share capital represented.

The holding of the General Meeting of Shareholders will depend on measures in place to limit the spread of COVID-19 on the day the General Meeting of Shareholders is to meet. If Slovenian government measures prohibit the holding of the General Meeting of Shareholders in the physical presence of shareholders, the company shall cancel the General Meeting of Shareholders and inform shareholders accordingly in the same way it convened the General Meeting of Shareholders.

In order to mitigate the risk of the spread of COVID-19, all shareholders are kindly requested to consistently respect all envisaged measures and warnings when arriving at the General Meeting of Shareholders.

We look forward to seeing you.

Intereuropa, d. d.

Marko Cegnar

President of the Management Board



Marko Rems

Member of the Management Board



Matija Vojsk, MSc

Member of the Management Board

