

M A T E R I A L S

**for the 34th GENERAL MEETING OF
SHAREHOLDERS**

of INTEREUROPA, d. d.

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 of Shareholders adopt the following:

***resolution
on the appointment of the working bodies of the 34th General Meeting of Shareholders
of Intereuropa, d. d.***

- 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.

Intereuropa, d. d.

*Chairman of the Supervisory Board
Boris Novak, MSc*

Intereuropa, d. d.

*President of the Management Board
Marko Cegnar*



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.

Justification of resolutions:

Resolution no. 2.1

The distributable profit of Intereuropa, d. d. amounted to EUR 7,908,105.27 as at 31 December 2019, and comprised net profit brought forward in the amount of EUR 4,520,156.86 as at 31 December 2019 and net profit for the 2019 financial year in the amount of EUR 3,387,948.41.

The consequences of the COVID-19 pandemic had a significant impact on the Slovenian, European and global economies, and thus on the operations of the Intereuropa Group. A drop in economic activity, increased credit risk and deteriorating payment discipline are expected. All of these factors will affect the operations of the Intereuropa Group, as well.

In order to ensure business continuity, limit the consequences of the crisis and ensure ongoing liquidity, Intereuropa, d. d. took advantage of the opportunities to overcome the crisis provided by the Slovenian government in the scope of the Intervention Measure Act on the Deferral of

Payments of Borrowers' Obligations (ZIUOPOK) and the Act Laying Down Intervention Measures to Contain the COVID-19 Epidemic and Mitigate its Consequences for Citizens and the Economy (ZIUZEOP). The ZIUZEOP stipulates that companies that take advantage of certain forms of aid under the ZIUZEOP may not pay dividends in 2020, purchase treasury shares or participating interests, or pay performance bonuses to management in 2020 or for 2020. Should Intereuropa, d. d. pay dividends in 2020, it would be forced to repay any aid received, together with legally prescribed default interest.

In accordance with the above, and to ensure compliance with the provisions of the ZIUZEOP and maintain financial stability, the Management Board and Supervisory Board propose that this year's distributable profit not be paid to the holders of preference shares or to ordinary shareholders, but instead remain undistributed.

Resolution no. 2.2

The adopted audited annual report of Intereuropa, d. d. and the Intereuropa Group for the 2019 financial year and projects successfully completed in 2019 support the conferral of official approval upon the Management Board. The company's Management Board achieved the majority of objectives set for the 2019 financial year and implemented major projects. In accordance with the above, we propose that official approval be conferred upon the President of the Management Board Marko Cegnar (President since 12 November 2019 and member prior to that), member Marko Rems, member Matija Vojsk, MSc (member since 12 November 2019) and Ernest Gortan (President until 11 November 2019).

Resolution no. 2.3

The annual report provides a presentation of the work and assessment of the performance of Supervisory Board members during the 2019 financial year. The Supervisory Board monitored the operations of the company, provided the Management Board with guidelines and necessary approvals for the implementation of the company's established plans and strategy. The Supervisory Board dedicated special attention to the company's operations, and its sales procedures and activities. It also requested reports on a regular basis regarding all important projects that were managed by the Management Board in 2019. The aforementioned activities reflect the active work of Supervisory Board members, performed with the diligence of a conscientious and fair manager, and justify the proposed resolution. The following person served as members of the Supervisory Board in 2019: Vojko Čok (member until 29 December 2019), Tjaša Benčina, Zlatka Čretnik, Matija Vojsk, MSc (member until 11 November 2019), Dr Rok Rape (member until 29 December 2019), Jure Fišer (member until 19 June 2019), Jože Golobič (member from 27 June 2019 to 29 December 2019), Boris Novak, MSc (member since 30 December 2019), Andrej Rihter, MSc (member since 30 December 2019), Vinko Filipič (member since 30 December 2019) and Milan Perović (member since 30 December 2019).

Resolution no. 2.4

The remuneration policy for members of Intereuropa, d. d.'s Management Board, which was adopted by the Supervisory Board on 10 February 2020, is enclosed to the materials for item 2 of the agenda.

Enclosures to item 2 of the agenda:

Remuneration policy for members of Intereuropa, d. d.'s Management Board

Annual report of the Intereuropa Group and Intereuropa, d. d. for the 2019 financial year at the following link: www.intereuropa.si

Intereuropa, d. d.

*Chairman of the Supervisory Board
Boris Novak, MSc*

Intereuropa, d. d.

*President of the Management Board
Marko Cegnar*