

**INTEREUROPA d.d.**  
Vojkovo nabrežje 32  
6000 Koper

Ljubljana, 23 July 2020

**Subject: Counterproposal by the shareholder VZMD to draft decision 2.1. under point 2 of the agenda of the convened 34th General Meeting of Intereuropa d.d.**

VZMD (*Vseslovensko združenje malih delničarjev* or Pan-Slovenian Shareholders' Association), Hrenova 13, 1000 Ljubljana, a shareholder of Intereuropa d.d. (hereinafter: the proposing shareholder) submits, pursuant to the provisions of Article 300 of the Companies Act (ZGD-1), a counterproposal to draft decision 2.1. under point 2 of the agenda of the 34th General Meeting of Intereuropa d.d., which is convened for 3.00 p.m. on Thursday, 27 August 2020 in the large conference hall of the Intereuropa offices in Koper (address: Vojkovo nabrežje 32, ninth floor).

The proposing shareholder will object to the original proposal (i.e. the draft decision) at the General Meeting and will attempt to persuade the other shareholders to vote for its counterproposal. The proposing shareholder expects its proposal to be publicised and communicated in the manner set out in Article 296 ZGD-1.

### COUNTERPROPOSAL

**to the draft decision under point 2 of the agenda: Briefing on the Annual Report of the Intereuropa Group and Intereuropa d.d. 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 ZGD-1, information concerning the remuneration of members of management and supervisory bodies, adoption of a decision concerning the use of distributable profit, adoption of a decision concerning the giving of discharge and briefing on the remuneration policy for the members of the Management Board of Intereuropa d.d.**

#### Draft decision 2.1.

"The distributable profit of Intereuropa d.d. for the 2019 financial year amounts to EUR 7,908,105.27 and will be used in the following manner:

- part of the distributable profit in the amount of EUR 6,725,081.20 will be used to pay dividends. The gross dividend per share is EUR 0.40 and will be paid on 18 September 2020 to all shareholders registered in the share registry as at 17 September 2020 (cut-off date).
- the remainder of the distributable profit, in the amount of EUR 1,183,024.07, will remain undistributed."

#### Statement of reasons:

We at VZMD believe it to be appropriate and necessary for the company to destine a good part of the distributable profit for the payment of dividends to shareholders. As the proposer, we express the conviction that the company is capable of making such a dividend payment to shareholders without negative impacts or impediments to any other plans the company may have. The payment of dividends will also have a favourable impact on small shareholders, who every year are paying higher costs to financial intermediaries in relation to their shareholdings.

The proposer also draws attention to Article 399 ZGD-1, which *inter alia* expressly states that a decision of the General Meeting is open to challenge if profit in the amount of at least 4% of share capital is not distributed to shareholders.

Signed:

Kristjan Verbič  
VZMD President

[signature]



[stamp: VZMD, Vseslovensko  
združenje malih delničarjev]