



Intereuropa[®]

Globalni logistični servis

M A T E R I A L S

**for the 38th GENERAL MEETING OF
SHAREHOLDERS**

of INTEREUROPA, d.d.

Koper, May 2022



1. Opening of the General Meeting, establishment of quorum and appointment of the working bodies of the General Meeting

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 38th 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
PRESIDENT OF THE SUPERVISORY BOARD
Tomaž Kokot

INTEREUROPA d.d
PRESIDENT OF THE MANAGEMENT BOARD
Damijan Vajs



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2. Briefing on the annual report of the Intereuropa Group and Intereuropa, d. d. for 2021 with the auditor's opinion and written report of the Supervisory Board on the verification and approval of the annual report in accordance with Article 282 of the ZGD-1, including the Supervisory Board's position regarding the report on relations with affiliated companies for 2021, as well as the report on the remuneration of members of management and supervisory bodies, with the auditor's opinion, and the adoption of resolutions on the use of distributable profit and on the conferral of approval

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

Resolution 2.1

The General Meeting has been apprised of and approves the report on the remuneration of the management and supervisory bodies of Intereuropa d.d., Koper.

Resolution 2.2

The distributable profit of Intereuropa, d.d. in the amount of EUR 13,606,814.64 shall remain undistributed in its entirety.

Resolution 2.3

The General Meeting hereby confirms and approves the work of the Management Board of Intereuropa d.d. during the 2021 financial year, and confers official approval for its work in 2021.

Resolution 2.4

The General Meeting hereby confirms and approves the work of the Supervisory Board of Intereuropa d.d. during the 2021 financial year, and confers official approval for its work in 2021.

Justification of resolutions:

Resolution 2.1

The Company has compiled a report on the remuneration of the management bodies. The report on remuneration has been reviewed by an auditor, who gave the opinion dated 19 May 2022. Accordingly, we propose that the General Meeting of Shareholders be apprised of and approve the report. Accordingly, we propose that the General Meeting of Shareholders be apprised of and approve the report.

Resolution 2.2

The distributable profit of Intereuropa d.d. as at 31 December 2021 amounted to EUR 13,606,814.64 and comprises net loss brought forward as at 31 December 2021 in the amount of EUR 10,004,995.54 and net profit for the 2021 financial in the amount of EUR 3,601,819.10.

In its strategic plans, the Intereuropa Group envisages major investment projects in the area of logistics infrastructure and IT support. By making these investments, it aims to maintain and strengthen its position as the leading provider of logistics services in the region of the Western Balkans.

However, there is uncertainty around the world in relation to the monetary policy measures that will be taken to control the inflation that is partly the result of the increase in energy prices brought about by current international events.

In accordance with the above, and with the aim of maintaining financial stability and implementing planned investment projects, 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 2.3

The adopted audited annual report of the Intereuropa Group and Intereuropa d.d. for the 2021 financial year, the projects successfully completed and the exceeding of the objectives set for 2021, in particular the very successful company operations in 2021, all support the conferral of official approval upon the Management Board. In accordance with the above, we propose that official approval be conferred upon the President of the Management Board Marko Cegnar (in post until 31 December 2021) and Management Board member Marko Rems.

Resolution 2.4

The Supervisory Board monitored and supervised the operations of the Company, and provided the Management Board with guidelines and necessary approvals for the implementation of the Company's established plans and strategy. Particular attention was paid by the Company in 2021 to its operations under the conditions of the COVID-19 epidemic, to the development of and growth in business, and to post-sale activities connected with the further integration of procedures with the Company's owner Pošta Slovenije. The Supervisory Board closely monitored progress in the implementation of all major projects in 2021. The activities and work of the Supervisory Board are presented in detail in the Report of the Supervisory Board for 2021, which this year was published separately from the Company's annual report for the first time. All of the aforementioned activities reflect the active work of Supervisory Board members, performed with the diligence of a conscientious and fair manager for the benefit of the Company, and justify the proposed resolution. The members of the Supervisory Board in 2021 were Tomaž Kokot, Sebastijan Gostenčnik, Karmen Lebe Grajf, Gregor Korene, Boris Novak, Andrej Rihter, Vinko Filipič, Milan Perović, Tjaša Benčina and Zlatka Čretnik.

Enclosures to item 2 of the agenda:

- *Annual report of the Intereuropa Group and Intereuropa d.d. for the 2021 financial year and the Report of the Supervisory Board for 2021 at the following link: www.intereuropa.si.*
- *Report on the remuneration of members of the management and supervisory bodies, with auditor's opinion*

INTEREUROPA d.d.
PRESIDENT OF THE SUPERVISORY BOARD
Tomaž Kokot

INTEREUROPA d.d.
PRESIDENT OF THE MANAGEMENT BOARD
Damijan Vajs

3. Appointment of the certified auditor for the 2022, 2023 and 2024 financial years

The Supervisory Board proposes that the General Meeting adopt the following resolution:

Resolution 3

The audit firm Mazars d.o.o. shall be appointed to audit the financial statements of Intereuropa d.d. and the Intereuropa Group for the 2022, 2023 and 2024 financial years.

Grounds for the resolution:

In accordance with the fourth paragraph of Article 281 of the ZGD-1 and the Auditing Act, the Supervisory Board, at the proposal of the Audit Committee, proposes that the General Meeting appoint the audit firm MAZARS d.o.o. to audit the financial statements of Intereuropa d.d. and the Intereuropa Group for 2022, 2023 and 2024.

Key recommendations from the auditor:

In accordance with the fourth paragraph of Article 281 of the ZGD-1 and the Auditing Act, the Supervisory Board, at the proposal of the Audit Committee, proposes that the General Meeting appoint the audit firm MAZARS, družba za revizijo, d.o.o. from Ljubljana to audit the financial statements of Intereuropa d.d. and the Intereuropa Group for 2022, 2023 and 2024.

MAZARS d.o.o. has the appropriate experience in the auditing of the commercial activities that the company performs, as well as references in Slovenia and abroad. MAZARS d.o.o. is one of the six best audit firms in Slovenia. It employs seven certified auditors who are entered in the register of certified auditors at the Agency for the Public Oversight of Auditing and have a valid licence to perform audit activities. MAZARS d.o.o. operates as a joint partnership that utilises its expertise, width of vision and cultural understanding to provide its customers with tailored auditing and accounting services, as well as tax and financial consultancy and legal services. MAZARS, established in Europe, is present in more than 90 countries and territories. It has more than 44,000 experts – over 28,000 in integrated partnership and over 16,000 via the Mazars North America Alliance, and aims to help its clients to exploit their business opportunities to the maximum possible extent. In Slovenia, MAZARS d.o.o. provides services to leading Slovenian and international companies, including some of the largest companies on the Slovenian market, including the Pošta Slovenije Group, Gorenje, DBS, ELES and DOMEL.

INTEREUROPA d.d
PRESIDENT OF THE SUPERVISORY BOARD
Tomaž Kokot

4. Remuneration policy for members of the management and supervisory bodies

The Supervisory Board and Management Board propose that the following resolution be adopted:

Resolution 4

The General Meeting has been apprised of and approves the Remuneration Policy for the Management and Supervisory Bodies of Intereuropa d.d., Koper.

Grounds for the resolution:

In accordance with Article 294a of the ZGD-1, a company involved in trading securities on an organised market is required to formulate a remuneration policy for its management and supervisory bodies. That policy must be submitted to the General Meeting of Shareholders for voting and approval. The company shall also submit the remuneration policy to the General Meeting of Shareholders for a vote upon any significant change, and in any event at least every four years.

Voting on the remuneration policy at the General Meeting of Shareholders is consultative in nature. If the general meeting does not approve the draft remuneration policy, the Company puts an amended policy to the vote at the next General Meeting. The Company may only determine remuneration for members of the management and supervisory bodies in accordance with the remuneration policy submitted to the General Meeting of Shareholders for voting and approval.

The draft policy is based on the Act Governing the Earnings of Management Staff at Companies under the Majority Ownership of the Republic of Slovenia and Self-Governing Local Communities (ZPPOGD) and the Decree setting the highest correlation of basic wages and the amount of variable remuneration of directors, and on the Remuneration Policy for Members of the Management Board applicable up to now and presented to the General Meeting in 2020. In relation to the remuneration of members of supervisory bodies, the policy follows the resolution of the General Meeting of Shareholders of 2014, which set the remuneration of members of the Supervisory Board and of Supervisory Board committees.

INTEREUROPA d.d
PRESIDENT OF THE SUPERVISORY BOARD
Tomaž Kokot

INTEREUROPA d.d
PRESIDENT OF THE MANAGEMENT BOARD
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Enclosures to item 4 of the agenda:

- *Remuneration Policy for Members of the Management and Supervisory Bodies*