



Inter.europa[®]

Globalni logistični servis

2021

REMUNERATION REPORT FOR INTEREUROPA, d. d.

Table of contents

- Introductory note 2
- Key events and changes to the management and supervisory bodies in 2021 3
- Remuneration report details 5
- Application of the performance criteria for determining variable remuneration 14
- Presentation of comparative information on changes to remuneration and business performance.. 15
- Remuneration for Management Board members paid and deferred..... 15
- Remuneration in the form of shares and share options for Management Board members 15

Introductory note

Pursuant to Article 294b of the Companies Act, Intereuropa, d.d. hereby publishes the Report on the Remuneration of Management and Supervisory Bodies for 2021.

The remuneration of members of the Management Board of Intereuropa, d.d. in 2021 is set out in the Remuneration Policy for Members of the Management Board of Intereuropa, d.d., which was adopted by the Intereuropa, d.d. Supervisory Board on 10 February 2020 (hereinafter: Remuneration Policy for Members of the Management Board). The Remuneration Policy for Members of the Management Board was presented to the General Meeting of Shareholders of Intereuropa, d.d. on 27 August 2020.

Since 13 November 2019, Intereuropa, d.d. has been in the majority ownership of Pošta Slovenije, d.o.o. and is therefore indirectly owned by the state. Since that time, payments to members of the management and supervisory bodies have been governed by the provisions of the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities (ZPPOGD). The Remuneration Policy for Members of the Management Board and the General Meeting's Resolution on the Remuneration of Members of the Supervisory Board have been brought into line with the provisions of the ZPPOGD.

The purpose of the Remuneration Policy for Members of the Management Board is to ensure that the entire remuneration of Intereuropa, d.d. Management Board members is adequately proportionate to their tasks and responsibilities and in line with the company's financial position, taking into account the provisions of the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities (hereinafter: ZPPOGD), the Companies Act (hereinafter: ZGD-1) and the Employment Relationships Act (hereinafter: ZDR-1).

The remuneration of members of the Supervisory Board in 2021 accorded with the General Meeting's Resolution of 20 June 2014.

Pošta Slovenije, d.o.o. has been the majority shareholder of Intereuropa, d.d. since 13 November 2019. Intereuropa, d.d. is therefore part of the Pošta Slovenije Group and indirectly owned by the state.

In 2021 Intereuropa, d.d. did not adopt a Remuneration Policy for Members of Management and Supervisory Bodies in accordance with the provisions of the ZGD-1, as the provision of that law relating to the remuneration policy for members of management and supervisory bodies entered into force after the ordinary General Meeting had taken place. In 2022 Intereuropa, d.d. will present a Remuneration Policy for Members of Management and Supervisory Bodies drawn up in accordance with the provisions of the ZGD-1 for approval by the General Meeting, in line with the provision of Article 294a of the ZGD-1.

The objectives of the policy are:

- to recruit top experts for the company's Management Board;
- to motivate members of the Management Board to work responsibly and actively;
- to motivate members of the Management Board to achieve the objectives set; and
- to set limits on the level of remuneration of members of the Management Board.

Key events and changes to the management and supervisory bodies in 2021

On 31 March 2021 the Intereuropa d.d. Supervisory Board received the resignation of Boris Novak from the position of President and member of the Intereuropa, d.d. Supervisory Board.

At its session on 29 April 2021, the Intereuropa, d.d. Supervisory Board appointed previous Management Board member Marko Rems to a four-year term of office as Deputy President of the Intereuropa, d.d. Management Board, effective 5 July 2021.

At the 35th General Meeting of Intereuropa, d.d. on 31 May 2021, shareholders made decisions regarding the proposed resolutions of the shareholder Pošta Slovenije, d.o.o. in connection with members of the Supervisory Board, and regarding the proposal of the Management Board and Supervisory Board regarding changes to the Articles of Association. Shareholders were briefed on the resignation of Supervisory Board member and shareholder representative Boris Novak, and on the appointment of Tomaž Kokot to a four-year term of office as member of the Supervisory Board, effective 31 May 2021.

On 18 August 2021, Intereuropa, d.d. received the resignation of Andrej Rihter from his position as member of the Supervisory Board, effective 5 September 2021, and the resignation of Vinko Filipič from his position as member of the Supervisory Board, effective 15 September 2021.

At the 37th General Meeting of Intereuropa, d.d. on 15 November 2021, shareholders made decisions regarding the proposed resolutions of the shareholder Pošta Slovenije, d.o.o. in connection with members of the Supervisory Board. Shareholders were briefed on the resignations of Supervisory Board members and shareholder representatives Andrej Rihter and Vinko Filipič, and recalled Supervisory Board member and shareholder representative Mr Milan Perović. Shareholders elected Sebastijan Gostenčnik, Karmen Lebe Grajf and Gregor Korene to serve as members of the Supervisory Board and shareholder representatives for a four-year term of office, effective 18 November 2021. They were also notified that the Works Council of Intereuropa, d.d. had, at its meeting of 10 November 2021, appointed Tjaša Benčina and Zlatka Čretnik to serve as employee representatives on the Intereuropa d.d. Supervisory Board.

At the constitutive session of the Intereuropa, d.d. Supervisory Board held on 19 November 2021, Karmen Lebe Grajf was appointed Deputy President of the Supervisory Board, with Tomaž Kokot remaining President of the Supervisory Board. The Supervisory Board also appointed the members of the Audit Committee. Sebastijan Gostenčnik and Karmen Lebe Grajf were appointed Chair and Deputy Chair of the Audit Committee respectively, with employee representative Zlatka Čretnik remaining a member of the committee. Barbara Gorjup remained an external member of the Audit Committee. The Supervisory Board also appointed members to the Nomination and Remuneration Committee, and appointed Gregor Korene to the position of committee chair. It appointed Sebastijan Gostenčnik and previous member and employee representative Tjaša Benčina to serve as members of the committee.

At its session of 23 December 2021, the Supervisory Board approved the conclusion of an agreement with Marko Cegnar that terminated his function as President of the Management Board, along with his employment contract for that function. On the basis of this agreement, Marko Cegnar's term of office was terminated on 31 December 2021.

At its session on 29 December 2021, the Intereuropa, d.d. Supervisory Board appointed Damijan Vajs to serve a four-year term of office as President of the Intereuropa, d.d. Management Board, effective 1 January 2022.

Remuneration report details

Details for the Intereuropa Group, which comprises Intereuropa, d.d. and its subsidiaries in Slovenia:

- Interagent, d.o.o., Koper – 100% owned by Intereuropa, d.d. and
- Interzav, d.o.o., Koper – 71.28% owned by Intereuropa, d.d.

These details are presented in the tables that follow:

- Table 1: Remuneration of members of the Management Board in 2021
- Table 2: Remuneration of members of the Supervisory Board and its committees in the 2021 financial year
- Table 3: Comparison between remunerations of members of the Management Board, company performance and the average remunerations of other employees of the company (who are not members of the management and supervisory bodies) for the last two years
- Table 4: Comparison between the remunerations of members of the Supervisory Board for the last five years

Table 1: Remuneration of members of the Management Board in the 2020 and 2021 financial years (in EUR)

Name and surname, function, term of office	Financial year	(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)		(10)
		Fixed remuneration	Variable remuneration		Fringe benefits and other entitlements	Severance and other payments upon termination	Repayment of previously paid bonuses**	Maluses	TOTAL	Share of fixed and variable remuneration	Ratio to average salary		Remuneration from other companies***
									Remuneration (1+2)+3+4-5-6				
			Paid*	Deferred							Company	Group	
Marko CEGNAR, President of the Management Board (12 November 2019–31 December 2021)	2021	100,713.06	14,700.48	14,700.48	4,919.58	-	-	-	135,033.60	77%: 23%	5.10: 1	5.09: 1	10,767.47
	2020	99,196.86			6,213.35				105,410.21		4.52: 1	4.52: 1	3,393.43
Marko REMS, Deputy President of the Management Board (term of office extended 5 July 2021–4 July 2025)	2021	90,639.62	13,230.42	13,230.42	3,351.42	-	-	-	120,451.88	77%: 23%	4.54: 1	4.54: 1	13,786.61
	2020	89,450.83			4,325.87				93,776.70		4.02: 1	4.02: 1	2,726.95

Note: All remuneration in monetary form is expressed as an annual gross amount and complies with the adopted remuneration policy.

*Half of the bonus paid for 2020

**The company may request the return of variable remuneration already paid

***Session attendance fees received at subsidiaries

Explanation of remuneration for Marko Cegnar

2020 – Based on the multiplier applied at Pošta Slovenije, an adjustment was made to the salary in July 2020 (withholding tax) in the amount of EUR 5,996.50 for the period from 1 January 2020–31 May 2020, as the employment contract states that the contracting parties explicitly agree that for every current financial year, after calculation of the amount of the basic salary applicable for that financial year on the basis of information from the previous financial year, an adjustment shall be made to the basic salary payments already made in the current financial year.

The deferred variable remuneration (Column 2) comprises the bonus for the 2020 financial year, half of which is to be paid in 2021 and the other half in 2023 (in accordance with the provisions of the employment contract).

In 2021 an adjustment was made to the basic salary of the President of the Management Board (point 6/6.5 of the employment contract – remuneration of the President of the Management Board) for 2021 for the period of January–February 2021, according to which he was paid an additional amount of EUR 494.42.

A total of EUR 624.54 was spent on education and training for the President of the Management Board in 2021. This was co-financed through public invitation to tender KOC3 in the amount of EUR 312.27 (Rules of cooperation within an organisation, Excellence in sales, Managers' Congress 2021). Amount not included in Table 1.

Explanation of remuneration for Marko Rems

2020 – The basic salary of the Deputy President of the Management Board is set at 90% of the basic salary of the President of the Management Board – Based on the multiplier applied at Pošta Slovenije, an adjustment was made to the salary in July 2020 (withholding tax) in the amount of EUR 5,392.93 for the period from 1 January 2020–31 May 2020, as the employment contract states that the contracting parties explicitly agree that for every current financial year, after calculation of the amount of the basic salary applicable for that financial year on the basis of information from the previous financial year, an adjustment shall be made to the basic salary payments already made in the current financial year.

The deferred variable remuneration (Column 2) comprises the bonus for the 2020 financial year, half of which is to be paid in 2021 and the other half in 2023 (in accordance with the provisions of the employment contract).

In 2021 an adjustment was made to the basic salary of the Deputy President of the Management Board (point 6/6.4 of the employment contract – remuneration of the Deputy President of the Management Board) for 2021 for the period of January–February 2021, according to which he was paid an additional amount of EUR 444.18.

A total of EUR 970.20 was spent on education and training for the Deputy President of the Management Board in 2021. This was co-financed through public invitation to tender KOC3 in the amount of EUR 485.10 (Financial conference, Rules of cooperation within an organisation, Managers' Congress 2021). Amount not included in Table 1.

Table 2: Remuneration of members of the Supervisory Board and its committees in the 2021 financial year (in EUR)

Name and surname, function, term of office	(1)		(2)		(3)	(4)	(5)
	Remuneration for function performed		Session attendance fees for Supervisory Board and committee meetings		Total remuneration (1 + 2)	Travel expenses*	Remuneration from any other company in the Group**
	Supervisory Board	Committees	Supervisory Board	Committees			
Boris NOVAK, President of the Supervisory Board, Member of the Nomination and Remuneration Committee (30 December 2019–31 March 2021)	5,500.00	916.68	770.00	220.00	7,406.68	-	In the Pošta Slovenije report
Tomaž KOKOT, Member of the Supervisory Board, Member of the Nomination and Remuneration Committee (from 31 May 2021), President of the Supervisory Board (from 18 June 2021)	8,019.88	1,245.17	1,815.00	-	11,080.05	-	In the Pošta Slovenije report
Andrej RIHTER, Deputy President of the Supervisory Board, Chair of the Nomination and Remuneration Committee (30 December 2019–5 September 2021)	9,243.02	3,151.14	3,080.00	440.00	15,914.16	-	In the Pošta Slovenije report
Karmen LEBE GRAJF, Deputy President of the Supervisory Board, Deputy Chair of the Audit Committee (from 19 November 2021)	403.33	100.84	550.00	220.00	1,274.17	-	In the Pošta Slovenije report

Vinko FILIPIČ, Member of the Supervisory Board, Deputy Chair of the Audit Committee (30 December 2019– 15 September 2021)	8,708.43	2,394.81	3,080.00	1,540.00	15,723.24	-	In the Pošta Slovenije report
Milan PEROVIČ, Member of the Supervisory Board, Chair of the Audit Committee (30 December 2019– 18 November 2021)	10,633.37	3,987.62	3,080.00	1,540.00	19,240.99	-	
Sebastijan GOSTENČNIK, Member of the Supervisory Board, Chair of the Audit Committee, Member of the Nomination and Remuneration Committee (from 19 November 2021)	366.67	229.17	550.00	220.00	1,365.84	-	In the Pošta Slovenije report
Gregor KORENE, Member of the Supervisory Board, Chair of the Nomination and Remuneration Committee (from 19 November 2021)	366.67	137.50	550.00	-	1,054.17	-	In the Pošta Slovenije report
Tjaša BENČINA, Member of the Supervisory Board, Member of the Nomination and Remuneration Committee (from 20 November 2017)	11,010.04	2,750.04	3,630.00	440.00	17,830.08	-	
Zlatka ČRETNIK, Member of the Supervisory Board, Member of the Audit Committee (from 20 November 2017)	11,000.04	2,750.04	3,630.00	1,760.00	19,140.08	311.68	
Barbara GORJUP, External Member of the Supervisory	-	7,149.99	-	1,760.00	8,909.99	-	

Board Audit Committee (from 13 January 2020)							
--	--	--	--	--	--	--	--

* Members of the Supervisory Board are entitled to travel expenses, where they are incurred. These expenses are approved when a signature is appended to the session attendance fee calculation sheet

**Information available in the Pošta Slovenije report

The remuneration of members of the Supervisory Board and of its committees was set by General Meeting Resolution No 7 of 20 June 2014.

Table 3: Comparison between remunerations of members of the Management Board, company performance and the average remunerations of other employees of the company (who are not members of the management and supervisory bodies) for 2020 and 2021

Annual change	2020	2021
Remuneration of members of the Management Board (in EUR)		
Marko CEGNAR, President of the Management Board	108,803.64	135,033.60
Marko REMS, Deputy President of the Management Board	96,503.65	120,451.88
Company operations		
Achievement of the planned value-added per employee	108.7%	108.7%
Achievement of the planned return on equity (ROE)	199.8%	121.9%
Achievement of the planned earnings before interest, taxes, depreciation and amortisation (EBITDA)	127.2%	105.5%
Average remuneration of other employees at the company and within the Group (in EUR)		
Employees in the company	23,337.82	23,610.59
Employees in the Group	23,343.84	23,635.32

Note: Absolute amount for the current reporting year

From 1 August 2021, all basic salaries under EUR 2,000 were increased by EUR 30.

The average salary includes the gross salary and all other remuneration, together with the 13th month bonus salary ('Christmas bonus') and overtime pay (minus allowances).

The average number of employees was 559.92 in 2020 and 530.91 in 2021. With the reduction in the number of employees, the increase in the average salary in 2021 was driven by an increase in pay of EUR 30 for all pay grades, which came into force on 1 August 2021 for all employees under the collective agreement.

When talking about average amounts for employees at the company, we are referring to the average monthly salaries at Intereuropa, d.d., Interzav, d.o.o. and Interagent, d.o.o. (excluding the Management Board and Supervisory Board, by actual number of hours worked). In 2021 Interzav, d.o.o. had an average of two employees and Interagent, d.o.o. an average of eight employees.

Table 4: Comparison between the remunerations of members of the Supervisory Board for the last five years (in EUR)

Annual change	2017	2018	2019	2020	2021
Boris NOVAK, President of the Supervisory Board, Member of the Nomination and Remuneration Committee (30 December 2019–31 March 2021)				20,559.88	29,626.72
Tomaž KOKOT, Member of the Supervisory Board, Member of the Nomination and Remuneration Committee (from 31 May 2021), President of the Supervisory Board (from 18 June 2021)					20,775.09
Andrej RIHTER, Deputy President of the Supervisory Board, Chair of the Nomination and Remuneration Committee (30 December 2019–5 September 2021)				18,065.60	23,871.24
Karmen LEBE GRAJF, Deputy President of the Supervisory Board, Deputy Chair of the Audit Committee (from 19 November 2021)					11,242.68
Vinko FILIPIČ, Member of the Supervisory Board, Deputy Chair of the Audit Committee (30 December 2019–15 September 2021)				17,448.30	22,197.52
Milan PEROVIČ, Member of the Supervisory Board, Chair of the Audit Committee (30 December 2019–18 November 2021)				18,751.86	22,201.14
Sebastijan GOSTENČNIK, Member of the Supervisory Board, Chair of the Audit Committee, Member of the Nomination and Remuneration Committee (from 19 November 2021)					11,707.20
Gregor KORENE, Member of the Supervisory Board, Chair of the Nomination and Remuneration Committee (from 19 November 2021)					9,035.74
Tjaša BENČINA, Member of the Supervisory Board, Member of the Nomination and Remuneration Committee (from 20 November 2017)	8,364.47	20,315.43	20,172.43	17,771.82	17,830.08

Zlatka ČRETNIK, Member of the Supervisory Board, Member of the Audit Committee (from 20 November 2017)	10,414.37	20,381.87	22,941.69	20,178.26	19,140.08
Barbara GORJUP, External Member of the Supervisory Board Audit Committee (from 13 January 2020)				8,053.23	8,909.99

The table details the gross remuneration received by members of the Supervisory Board by year.

In 2017 there were 15 Supervisory Board sessions, 9 sessions of the Audit Committee and 4 sessions of the Nomination and Remuneration Committee.

In 2018 there were 15 Supervisory Board sessions, 12 sessions of the Audit Committee and 4 sessions of the Nomination and Remuneration Committee.

In 2019 there were 17 Supervisory Board sessions, 12 sessions of the Audit Committee and 5 sessions of the Nomination and Remuneration Committee.

In 2020 there were 15 Supervisory Board sessions, 13 sessions of the Audit Committee and 5 sessions of the Nomination and Remuneration Committee.

In 2021 there were 16 Supervisory Board sessions, 8 sessions of the Audit Committee and 4 sessions of the Nomination and Remuneration Committee.

Supervisory Board members Tomaž Kokot, Karmen Lebe Grajf, Sebastijan Gostenčnik, Gregor Korene, Boris Novak, Andrej Rihter and Vinko Filipič are or have been members of the executive management of Pošta Slovenije, d.o.o. Any remuneration they have received from other companies within the Pošta Slovenije Group are detailed in the remuneration report for the Pošta Slovenije Group.

There were no temporary deviations from the decision-making procedure described in the remuneration policy at the company in 2021.

Application of the performance criteria for determining variable remuneration

The variable remuneration of a member of the Management Board may not exceed 30% of the basic salaries of a member of the Management Board during the financial year in which the variable element of remuneration is paid.

Variable remuneration is set by resolution of the Supervisory Board after the end of the financial year, within one month of the confirmation (adoption) of the annual report for the previous year by the Supervisory Board.

Performance criteria that are defined in advance by the Supervisory Board and that serve as part of the policy are taken into account when determining the right to and amount of variable remuneration.

The variable element of remuneration paid to members of the Management Board is set by the Supervisory Board and depends on the business results achieved. The following performance criteria for the company are applied when setting the variable element of remuneration:

- achievement of the planned value-added per employee;
- achievement of the planned return on equity (ROE); and
- achievement of the planned earnings before interest, taxes, depreciation and amortisation (EBITDA).

The effect of each indicator is equal, while the overall performance index is calculated on the basis of the following formula:

$$\text{Overall performance index} = \frac{\text{indicator 1} + \text{indicator 2} + \text{indicator 3}}{3}$$

The amount of the variable element of remuneration to which members of the Management Board are entitled is set according to the following scale:

overall index of up to 96: members of the Management Board are not entitled to the variable element of remuneration
overall index of more than 96 and up to 98: members of the Management Board are entitled to the variable element of remuneration in the amount of 10%
overall index of more than 98 and up to 100: members of the Management Board are entitled to the variable element of remuneration in the amount of 20%
overall index of more than 100: members of the Management Board are entitled to the variable element of remuneration in the amount of 30%.

Without prejudice to the provision of the previous paragraph of this article, members of the Management Board shall not be entitled to the variable element of remuneration if the company does not generate a net profit of at least the amount set out in the company's approved business and financial plan for a particular financial year.

For objective reasons that derive from circumstances over which the members of the Management Board of the Company had no influence, the Supervisory Board may set the variable element of remuneration differently.

Members of the Management Board shall be paid 50% of the variable element of remuneration following the adoption of the relevant resolution by the Supervisory Board, while payment of the remaining 50% of the variable element of remuneration shall be deferred for two years.

The company did not request the return of variable remuneration from members of management bodies in the 2021 financial year.

Presentation of comparative information on changes to remuneration and business performance

Table 3 shows the changes to the basic salary and appurtenant supplements of the President and Deputy President of the Management Board in the last two years.

Since 2020 the salaries of the President and members of the Management Board have been adjusted to the average salary in the Pošta Slovenije Group. Prior to this it was set as a fixed amount in line with a resolution taken by the Supervisory Board.

Remuneration for Management Board members paid and deferred

Variable remuneration relating to business performance for 2020 was deferred until 2021: EUR 14,700.48 for the President of the Management Board and EUR 13,230.42 for the Deputy President of the Management Board, in accordance with the provisions of the employment contract. The payment of variable remuneration is deferred for a period of at least two years.

Remuneration in the form of shares and share options for Management Board members

There is no remuneration in the form of shares and share options for Management Board members at Intereuropa, d.d.

