



**Inter.europa**<sup>®</sup>

Globalni logistični servis

**CONVENING OF THE  
39th GENERAL MEETING OF SHAREHOLDERS  
of INTEREUROPA d. d.**

**Koper, October 2022**

**MANAGEMENT BOARD OF THE COMPANY  
Koper, 5 October 2022**

Pursuant to Point 6.30 of the Articles of Association of Intereuropa, d. d., the Company's Management Board hereby convenes the

**39th General Meeting of Shareholders of Intereuropa, Globalni logistični servis, d. d., with its registered office in Koper at Vojkovo nabrežje 32,**

which will be held **on Monday, 7 November 2022 at 1 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 of Shareholders adopt the following resolution:

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

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

**2. Amendments to the Company's Articles of Association**

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

**Resolution no. 2.1**

The following amendments to the Articles of Association are hereby adopted:

*1. Point 2.1 The Articles of Association are hereby amended as follows:*

*2.1 (two point one) The Company and group of related companies shall perform profitable activities with the common goals of maximising the value of the Company and creating value for shareholders while taking into account the principle of sustainable development, and working for the benefit of employees, the wider community and other stakeholders.*

*The Company's activities shall be as follows:*

*38.120 Collection of hazardous waste  
45.190 Sale of other motor vehicles  
46.140 Agents involved in the sale of machinery, industrial equipment, ships and aircraft  
46.520 Wholesale of electronic and telecommunications equipment and parts  
46.650 Wholesale of office furniture  
46.660 Wholesale of office machinery and equipment  
49.410 Freight transport by road  
52.100 Warehousing and storage  
52.210 Service activities incidental to land transportation  
52.240 Cargo handling  
52.290 Other transportation support activities  
53.200 Other postal and courier activities  
55.201 Holiday homes and resorts  
55.209 Other short-stay accommodation  
62.010 Computer programming activities  
62.020 Computer consultancy activities  
62.030 Computer facilities management activities  
62.090 Other information technology and computer service activities  
63.110 Data processing, hosting and related activities  
64.920 Other credit granting  
65.120 Non-life insurance  
68.100 Buying and selling of own real estate  
68.200 Renting and operating of own or leased real estate  
69.200 Accounting, bookkeeping and auditing activities; tax consultancy  
70.100 Activities of head offices  
70.220 Business and other management consultancy activities  
72.400 Network data services  
77.110 Renting and leasing of cars and light motor vehicles  
77.120 Renting and leasing of trucks  
77.390 Renting and leasing of other machinery, equipment and tangible assets  
77.400 Leasing of intellectual property and similar products, except copyrighted works  
78.100 Activities of employment placement agencies  
82.110 Combined office administrative service activities  
82.190 Photocopying, document preparation and other specialised office support activities  
82.300 Organisation of conventions and trade shows  
82.910 Activities of collection agencies and credit bureaus  
82.920 Packaging activities  
85.590 Other education n.e.c.  
85.600 Educational support activities*

*The Company may, without being entered in the companies register, execute all other transactions that are necessary for its existence and for pursuing the activities stated in this point of the Articles of Association, with the exception of those transactions for which the law defines special conditions or requires the prior consent of a competent authority or organisation prior to execution.*

*2. On the basis of the adopted amendments to the Company's Articles of Association, a fair copy of the Articles of Association of Intereuropa, Globalni logistični servis, d. d. is hereby adopted with the amended first paragraph of point 12.1, which reads:*

*These Articles of Association shall enter into force on the day they are entered in the companies register. On the day these Articles of Association enter into force, the consolidated text of the Articles of Association of Intereuropa, d. d. of 31 May 2021 shall cease to be in force, and shall be replaced in their entirety by the text of these Articles of Association.*

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## **Information for shareholders**

### **Right to information and availability of materials for the General Meeting of Shareholders**

Shareholders 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 (hereinafter: the ZGD-1).

Materials for the General Meeting of Shareholders, including proposed resolutions and explanations, and the other materials set out in the second paragraph of Article 297a of the 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](http://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 AJ PES.

### **Supplementation of the agenda**

Following publication of the convening of the General Meeting of Shareholders, shareholders whose joint holding amount to one-twentieth of share capital may file a written request for an additional item to 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](mailto: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](mailto: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 of its intention to object to a proposed resolution at the General Meeting of Shareholders and that it will call on other shareholders to vote in favour of its proposal.

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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 a shareholder or authorising party who submits a request or proposal by email, and the authenticity of their signature.

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### **Shareholders' 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 the 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](http://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 **seventh 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 **3 November 2022**, 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 made electronically. Only registration forms with original signatures and sent by registered post by 3 November 2022, 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](mailto: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 authorising party 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, 27,457,282 shares, or 99.8853% 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 votes cast shall be required for the adoption of resolutions under the first item of the agenda, while a **three-quarters** majority of votes cast shall be required for the second item. Shareholders shall vote with the help of an electronic voting device, using ballots, 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.

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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 7 November 2022 at 2 pm in the same room. The General Meeting of Shareholders may then pass resolutions, irrespective of the amount of share capital represented.

When arriving and participating in the General Meeting of Shareholders, shareholders are kindly asked to comply with the measures and instructions of the Company, and to consistently respect the recommendations of the National Institute of Public Health (NIJZ) in order to mitigate the risk of infection with COVID-19.

You are cordially invited to attend the General Meeting of Shareholders.

Intereuropa, d. d.  
President of the Management Board  
Damijan Vajs