



Intereuropa®

Globalni logistični servis, delniška družba



MANAGEMENT BOARD Koper, 7 November 2022

The Managing Board of the Company INTEREUROPA d.d. is publishing pursuant to the provisions of the Market in Financial Instruments Act /ZTFI, the Ljubljana Stock Exchange Rules (Pravila Ljubljanske borze d.d.) and the Corporate Governance Code of Public Limited Companies, the

Resolutions of the 39th General Meeting of INTEREUROPA d.d., held on 7 November 2022

There were 25.976.043 shares represented at the General Meeting of Shareholders, accounting for 94,61% of shares with voting rights.

The four shareholders attending the General Meeting:

1. **Pošta Slovenije d.o.o.:** with 23,964,032 shares with voting rights, or 87.28% of all voting rights;
2. **Luka Koper, d.d.:** with 1,344,783 shares with voting rights, or 4.90% of all voting rights;
3. **Luka Koper INPO, d.o.o.:** with 615,730 shares with voting rights, or 2.24% of all voting rights;
4. **Arima d.o.o.:** with 31.366 shares with voting rights, or 0,11% of all voting rights;
5. **Albacore d.o.o.:** with 20.000 shares with voting rights, or 0,07% of all voting rights.

As at the day of the General Meeting, the company held 18,135 treasury shares.

The following Resolutions were proposed to the General Meeting:

1. Opening, establishing the quorum, electing the working bodies of the General Meeting

Resolution no. 1

- Mr Matjaž Ujčič be elected Chairman of the General Meeting;
- To establish the quorum and exercise the voting after each item of the agenda, two tellers are appointed, Mrs Mateja Tevž and Mrs Jana Flego.

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

Result of the Vote

The proposed Resolution was voted by 25,976,043 shares, which represents 94.50% of the share capital.

In favour of the Resolution voted 25,976,043 shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.

**There were no abstentions.
The Resolution was adopted.**

2. Amendments to the Company's Articles of Association

Pursuant to Article 305 of the Companies Act, the shareholders Albacore, d. o. o. and Arima, d. o. o. requested an explanation of the reasons for proposed changes to the activities performed by the Company, in particular justification for those changes, which business needs dictate changes to activities, a description of the Company's (future) business opportunities, and to which areas the Company intends to expand its operations. At the same time, the shareholders requested an explanation as to whether the Company intends to perform transactions in connection with information technology or job placement.

The Company's Management Board explained that changes to the Company's activities were proposed due to harmonisation with the classification of economic activities, and harmonisation with business needs and future business opportunities. The majority of proposed changes relate solely to harmonisation with the existing classification of activities and the more precise definition of the activities that the Company already performs, while certain changes were proposed due to potential future opportunities, such as packaging. In connection with activities relating to information technology and job placement, the Management Board explained that these involve services that the Company occasionally provides to its subsidiaries, and that it does not nor does it intend to provide these services to third parties on the market.

The shareholders Albacore, d. o. o. and Arima, d. o. o. also requested that the Company's Management Board explain in detail the reasons for and measures that the Company has implemented or intends to implement over the next six months, together with the three largest shareholders (Pošta Slovenije, d. o. o., Luka Koper, d. d. and Luka INPO, d. o. o.) which hold a total of 95.40% of all shares and that are directly or indirectly controlled by the Republic of Slovenia, with the aim of squeezing out the Company's minority shareholders.

The Management Board of Intereuropa, d. d. responded that is it not authorised to initiate measures to squeeze out minority shareholders, nor is it aware of the intentions of majority shareholders in this regard. When majority shareholders initiate proceedings to squeeze out minority shareholders, the Management Board will implement all necessary activities in accordance with the law.

In connection with the data published in the Company's unaudited business report for the period January to June 2022, the shareholders Albacore, d. o. o. and Arima, d. o. o. requested that the Management Board explain the Company's plans in connection with investment property, specifically whether the Company intends to sell that property, when, to what extent and how, or to provide reasons for retaining that property.

The Company's Management Board explained that the reason the Company retains investment property is that the majority of that property is leased out and thus generates cash flow. The sale of investment property is not envisaged in the business plan for 2023. Data regarding the potential sale of real estate are published on the Company's website.

Resolution no. 2

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.

Result of the Vote

The proposed Resolution was voted by 25,975,911 shares, which represents 94.50% of the share capital.

In favour of the Resolution voted 25,975,911 shares or 100.00%, against the Resolution were 0 shares or 0.00% of the votes cast.

There were 132 abstentions.

The Resolution was adopted.

3. Recall of member of the Company's Supervisory Board

Pursuant to Article 305 of the Companies Act, the shareholders Albacore, d.o.o. and Arima, d.o.o. requested that the Company's Management Board provide information as to whether the Company will take into account the recommendations set out in the Slovenian Corporate Governance Code published on 9 December 2021 (in particular points 11.2, 12.1, 12.2 and 17.2 of the Code) when appointing/electing a new member to the Supervisory Board who will replace recalled member Tomaž Kokot. If it does not intend to comply with those recommendations, the aforementioned shareholders have requested a precise explanation of the reasons for failure to comply with the recommendations of the Code.

The Company's Management Board explained that Intereuropa, d. d. respects the provisions of the Slovenian Corporate Governance Code, and duly explains potential deviations in its statement of compliance with the Code. On account of the ownership structure, the majority shareholder has proposed Supervisory Board members in recent years, which was duly disclosed in the statement of compliance with the Code. The Management Board has no influence over nor the authority to appoint members to the Supervisory Board, and thus cannot predict how the process of appointing a new member to the Supervisory Board will be carried out.

Resolution no. 3

Member and Chairman of the Supervisory Board and shareholder representative Mr Tomaž Kokot, who was appointed at the 35th General Meeting of Shareholders held on 31 May 2021, is hereby recalled, effective 7 November 2022.

Result of the Vote

The proposed Resolution was voted by 25,976,043 shares, which represents 94.50% of the share capital.

In favour of the Resolution voted 25,975,911 of shares or 99,999%, against the Resolution were 132 shares or 0.001% of the votes cast.

There were no abstentions.

The Resolution was adopted.

Management Board of INTEREUROPA d.d.