

1.8 CORPORATE GOVERNANCE STATEMENT

Intereuropa, d. d. is a public limited company, i.e. a public-interest entity, with a two-tier governance system. Corporate governance is based on the laws of the Republic of Slovenia, the Articles of Association, internal acts and the Corporate Governance Policy of Intereuropa, d. d. The Company's Articles of Association and other key governance documents are accessible on the Company's website at www.intereuropa.si, in the 'Corporate Governance' section under the 'Investors' tab. The principal guidelines of corporate governance are transparent operations, the clear segregation of responsibilities and tasks between bodies, continuous concern for the independence and loyalty of the members of management and supervisory bodies, and the continuous monitoring and implementation of improvements to increase the effectiveness of governance.

In 2022, the Company applied the Slovenian Corporate Governance Code, which was adopted in a revised form in December 2021 by the Ljubljana Stock Exchange and the Slovenian Directors' Association.

1.8.1 GENERAL MEETING OF SHAREHOLDERS

The Company's share capital is divided into 16,830,838 ordinary registered no-par-value shares and 10,657,965 no-par-value preference shares. Each no-par-value share represents the same stake and corresponding amount in the Company's share capital. The stake of individual no-par-value shares in the Company's share capital is determined with respect to the number of no-par-value shares issued. No-par-value shares may not be split.

Ordinary no-par-value shares provide their holders the following rights:

- the right to participate in the management of the Company (voting right);
- the right to a share in profits; and
- the right to a proportional share of the assets remaining after the Company's liquidation or bankruptcy.

No-par-value preference shares provide their holders the following rights:

- the right to a share in profits; and
- the right to a corresponding portion of residual assets after the liquidation or bankruptcy of the Company.

Preference shares give their holders priority in the sharing of profits in the amount of EUR 0.01 (zero point zero one; preferential amount) per share. The preferential amount is paid out in addition to the share in profits received by the holders of ordinary shares, in accordance with the relevant resolution on the use of distributable profit.

1.8.1.1 Functional bases and method of convocation

Shareholders exercise their right to participate in the management of the Company at the General Meeting of Shareholders. The competences, responsibilities and functioning of the General Meeting of Shareholders are governed by the Companies Act, the Company's Articles of Association and the Rules of Procedure of the General Meeting of Shareholders, which are published on the Company's website in the 'Corporate Governance' section under the 'Investors' tab.

The General Meeting of Shareholders may be convened by the Company's Management Board at its own initiative, or at the request of the Supervisory Board or shareholders. The annual General Meeting of Shareholders is typically convened by the end of June every year. The Company informs shareholders in a timely manner about the convocation of the General Meeting of Shareholders, which is published on the websites of the AJ PES and Intereuropa, d. d., and via the Ljubljana Stock Exchange's SEOnet system.

Materials for the General Meeting of Shareholders, including proposed resolutions for all items on the agenda, are available for viewing at the Company's headquarters in Koper, in the Ljubljana Stock Exchange's SEOnet system and on the Company's website in the 'Corporate Governance' section under the 'Investors' tab, from the date of convocation until the day the General Meeting of Shareholders is held. Proposed resolutions also include the relevant justifications, which provide shareholders sufficient information to make prudent decisions.

Intereuropa, d. d. encourages all major shareholders to publicly disclose their governance policy. To that end, in the scope of the convocation of the General Meeting of Shareholders, the Company also publishes a call to major shareholders to publicly disclose, 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.

The main competences of the General Meeting of Shareholders are as follows:

- the adoption of the annual report;
- decisions regarding the use of distributable profit;
- the appointment and recall of members of the Supervisory Board;
- the approval of the remuneration policy for management and supervisory bodies;
- the conferral of official approval on the members of management or supervisory bodies;
- decisions regarding amendments to the Articles of Association;
- decisions regarding measures to increase and decrease capital;
- decisions regarding the winding-up of the Company, and corporate status transformations; and
- appointment of a legally certified auditor.

In most cases, the General Meeting of Shareholders makes decisions by a majority of votes cast. The General Meeting of Shareholders makes decisions regarding certain important matters with a three quarters majority of represented share capital. Those matters include:

- changes and amendments to the Articles of Association;
- decreases or increases in share capital;
- changes to the Company's status;
- the early recall of members of the Supervisory Board; and
- other cases, if so provided for by law or the Company's Articles of Association.

1.8.1.2 Conditions for attendance and communication with shareholders

Only shareholders entered in the Company's share register (managed by the Central Securities Clearing Corporation or KDD) and their authorised representatives or proxies who have registered to attend in writing by no later than the close of business on the fourth day prior to the General Meeting of Shareholders have the right to attend and exercise voting rights at the General Meeting of Shareholders. Each share entitles its holder to one vote. Only the holders of ordinary no-par-value shares have the right to vote. The holders of preference shares do not have voting rights, unless the preference amount is not paid within one year, or is not paid in full and the remainder is not paid the following year. Preference shareholders have voting rights until that remainder is paid.

With the Supervisory Board's consent, the Management Board may stipulate in the convening of the General Meeting of Shareholders that shareholders may participate in and cast votes before or at the General Meeting of Shareholders by electronic means, without being physically present. The Company's Articles of Association authorises the Company's Management Board to arrange in detail the process of casting votes or participating in the General Meeting of Shareholders without being physically present, depending on the requirements and limitations needed to determine the identity of shareholders and ensure secure electronic communications in a way that is proportionate with the achievement of those objectives.

Intereuropa, d. d. encourages the active participation of the maximum number of small shareholders at the General Meeting of Shareholders. Thus, the materials published when the General Meeting of Shareholders is convened also include sample registration and authorisation forms. The Company's website also has an 'Investors' tab, where small shareholders and other investors will find information regarding corporate governance and annual and interim reports, in addition to information regarding the General Meeting of Shareholders.

Shareholders are briefed on adopted resolutions immediately following the conclusion of the General Meeting of Shareholders, on the Company's website and in the Ljubljana Stock Exchange's SEOnet system.

1.8.1.3 General Meeting of Shareholders in 2022

Two General Meetings were convened in 2022. At both, the holders of preference shares held voting rights in accordance with paragraph 2 of Article 315 of the ZGD-1.

The 38th General Meeting of Shareholders of Intereuropa, d. d. was convened on 28 June 2022. This was a regular annual General Meeting. A total of 94.70% of shareholders with voting rights were present. Shareholders at the General Meeting of Shareholders discussed the following points and adopted the following significant resolutions:

- They were briefed on the annual report of the Intereuropa Group for 2021, together with the auditor's opinion, and on the Supervisory Board's written report on the verification of the annual report compiled for 2021 and the Supervisory Board's position regarding the report on relations with affiliated companies for 2021.
- The shareholders adopted a resolution, whereby the entire distributable profit in the amount of EUR 13,606,814.64 was to remain undistributed.
- They approved the work of the Company's Supervisory Board and Management Board during the 2021 financial year, and conferred official approval on both bodies for their work in 2021.

- The audit firm Mazars d. o. o. was appointed to audit the financial statements of Intereuropa, d. d. and the Intereuropa Group for the 2022, 2023 and 2024 financial years.
- They were briefed on and adopted the Remuneration Policy for Intereuropa, d. d.'s Management and Supervisory Bodies.

The 39th General Meeting was convened on 7 November 2022. A total of 94.61% of shareholders with voting rights were present. Shareholders at the General Meeting of Shareholders discussed the following points and adopted the following significant resolutions:

- They amended the Company's activities entered in its Articles of Association.
- They also recalled the Chairman of the Supervisory Board, Tomaž Kokot.

The full text of resolutions adopted by the General Meeting of Shareholders is available on the Company's website at www.intereuropa.si, in the subsection 'General Meeting of Shareholders' under the 'Investors' tab.

1.8.2 SUPERVISORY BOARD

1.8.2.1 Composition of the Supervisory Board and its committees

Intereuropa, d. d.'s Supervisory Board comprises six members, four of whom are shareholder representatives and two of whom are employee representatives. Members serve a four-year term of office, with the possibility of re-appointment. Supervisory Board members who represent the interests of shareholders are elected by the General Meeting of Shareholders. Members of the Supervisory Board who are employee representatives are elected by the Works Council of Intereuropa, d. d. The General Meeting of Shareholders is merely briefed on their election. The Supervisory Board supervises the management of the Company's operations and is fully liable for the performance of its supervisory function.

TABLE 7: COMPOSITION OF INTEREUROPA, D. D.'S SUPERVISORY BOARD AND ITS COMMITTEES DURING THE 2022 FINANCIAL YEAR

First name and surname	Function	Initial appointment to function	End of function/ term of office	Shareholder/ employee representative	Attendance at sessions with respect to total no. of SB* sessions	Gender	Nationality	Year of birth	Education
Tomaž Kokot	Chairman of the Supervisory Board since 18 June 2021	31 May 2021	7 November 2022	Shareholder representative	15/17	M	Slovene	1988	Master's degree in economics and business
Karmen Lebe Grajf, MSc	Deputy Chair of the Supervisory Board since 19 November 2021	18 November 2021	17. november 2025	Shareholder representative	19/19****	F	Slovene	1966	MSc
Sebastijan Gostenčnik	Member of Supervisory Board	18 November 2021	17. november 2025	Shareholder representative	18/19	M	Slovene	1974	Bachelor's degree in economics
Gregor Korene	Member of Supervisory Board	18 November 2021	17. november 2025	Shareholder representative	19/19****	M	Slovene	1982	Bachelor's degree in transport technology, MSc
Tjaša Benčina	Member of Supervisory Board	20 November 2021	19 November 2025	Employee representative	18/19	F	Slovene	1968	Economist
Zlatka Čretnik	Member of Supervisory Board	20 November 2021	19 November 2025	Employee representative	19/19****	F	Slovene	1968	Bachelor's degree in economics (higher education)

First name and surname	Professional profile	Independence according to Article 23 of the Code (YES/NO)	Existence of conflicts of interest during financial year (YES/NO)	Membership in supervisory bodies of other companies	Membership in committees (e.g. audit, human resource, or remuneration)	Chairman/member	Attendance at sessions of Audit Committee with respect to total no. of sessions**	Attendance at sessions of the Nomination and Remuneration Committee with respect to total no. of sessions***
Tomaž Kokot	Corporate governance	No	No	Member of the Borzen d. o. o. Supervisory Board until 3 June 2022; member of the Športna Loterija d. d. Supervisory Board	/	/	/	/
Karmen Lebe Grajf, MSc	Logistics, procurement and real estate	No	No	/	Member of the Audit Committee since 19 November 2021	Member	10/10****	/
Sebastijan Gostenčnik	Finance and accounting	No	No	/	Chairman of the Audit Committee, member of the Nomination and Remuneration Committee (NRC) since 19 November 2021	Chairman of the Audit Committee and member of the NRC	10/10****	1/1****
Gregor Korene	Logistics, technology, transport	No	No	/	Chairman of the Nomination and Remuneration Committee since 19 November 2021	Chairman of the NRC	/	1/1****
Tjaša Benčina	Finance and logistics	Yes	No	Member of the Supervisory Board of the Municipality of Koper	Member of the Nomination and Remuneration Committee	Member	/	1/1****
Zlatka Čretnik	Finance and logistics	Yes	No	/	Member of Audit Committee	Member	9/10	/

* The Supervisory Board met at a total of 19 sessions in 2022.

** The Supervisory Board's Audit Committee met at a total of 10 sessions.

*** The Supervisory Board's Nomination and Remuneration Committee met at a total of one session.

**** Attended all sessions during their term of office.

TABLE 8: EXTERNAL MEMBER OF THE SUPERVISORY BOARD'S AUDIT COMMITTEE OF INTEREUROPA, D. D., IN THE 2022 FINANCIAL YEAR

First name and surname	Participation in committee sessions with respect to total number of sessions	Gender	Nationality	Education	Year of birth	Professional profile	Membership in supervisory bodies of unaffiliated companies
Barbara Gorjup, MSc	10/10****	F	Slovene	MSc in international economics	1973	Business finance, economic viability of investments, controlling, risk management, accounting, auditing, corporate governance	member of the Triglav Skladi d. o. o. Supervisory Board since 22 June 2022, member of the Holding slovenske elektrarne d. o. o. Supervisory Board since 22 September 2022

The Supervisory Board had two functioning committees in 2022: the Audit Committee and the Nomination and Remuneration Committee.

1.8.2.2 Work of the Supervisory Board in the 2022 financial year

The work of the members of the Supervisory Board and the work of committee members was professional and focused on the effective performance of their function. In adopting the appropriate resolutions, the Supervisory Board was supported in terms of high-quality content by the recommendations of its committees. The Supervisory Board continuously informed interested parties about its most important decisions.

The materials that served as the basis for conducting sessions and adopting the relevant decisions were made available in a timely manner and in accordance with the Rules of Procedure of the Supervisory Board and the Rules of Procedure of the Audit Committee. Reports drafted by the Management Board for the purpose of the work of the Supervisory Board and the Supervisory Board's committees were suitable for the quality assessment of information and the fulfilment of the obligations of Supervisory Board members that are prescribed by the law and the Articles of Association.

Cooperation with the Management Board was appropriate, and complied with legislation and best practices. To the best of its knowledge and with due diligence, the Supervisory Board requested the necessary clarifications from the Management Board to assess the position of the Company and the Intereuropa Group.

The Supervisory Board met at 19 sessions, eight of which were correspondence sessions. All members of the Supervisory Board attended the sessions regularly. Members were appropriately prepared for topics of discussion and made constructive proposals and comments. They adopted responsible decisions in accordance with the Supervisory Board's Rules of Procedure, the Company's internal acts and legally prescribed competences, and on the basis of professionally prepared written and oral information provided by the Management Board. The Supervisory Board and Management Board focused their efforts on defining and monitoring the development strategy, the annual plan of operations and risk management, which is important for the successful future operations of the Company and the Intereuropa Group.

The important matters that the Supervisory Board discussed in 2022 are presented below:

- It discussed and approved interim reports regarding the current operations of the Intereuropa Group and of individual subsidiaries on a quarterly basis. It also monitored the compliance of reports with adopted business and strategic plans.
- It was briefed quarterly on the report on the operations of the Company and the Intereuropa Group, along with the sales report, operating receivables report, risk management report, report on the sale of real estate, and the overview of intellectual service suppliers/providers in the Intereuropa Group companies.
- It monitored, on a quarterly basis, the implementation of the Intereuropa Group's strategic projects.
- It was regularly briefed on the reports on the implementation of internal auditing services and provided its consent to the plan of implementing internal auditing services for 2022 and 2023.
- It adopted the audited annual report of the Intereuropa Group and Intereuropa d.d. for 2021, together with the report of the audit firm Ernst & Young d.o.o., and was briefed in advance on the findings of the audit.
- It took a position regarding the corporate governance statement and statement on non-financial operations in accordance with the Companies Act (ZGD-1).
- Together with the Management Board, the Supervisory Board drafted the agenda and proposed resolutions with justifications for the 38th General Meeting of Shareholders of Intereuropa d.d., which was held on 28 June 2022.
- It was briefed on and agreed with the proposal to convene the 39th General Meeting of Shareholders of Intereuropa d.d., which was held on 7 November 2022.
- The Supervisory Board adopted the business and financial plan of the Intereuropa Group for 2023, with projections for 2024 and 2025.
- It approved the signing of the Agreement on auditing annual financial statements of the Intereuropa Group and Company for the financial years 2022, 2023 and 2024 with the audit firm Mazars d.o.o.
- It was briefed on the report of the Works Council of Intereuropa d.d. as it relates to employee participation in management.
- It was briefed annually and semi-annually on the report on corporate integrity.
- It regularly discussed the reports of the Audit Committee and the Nomination and Remuneration Committee.
- It was briefed on the amended Rules of Procedure of the Management Board.
- It discussed and gave consent for the implementation of individual legal transactions of larger value.
- It approved the employment contract with the Management Board member – Workers' Director Ms Blanka Česnik Wolf.
- It monitored and was actively involved in the integration processes of Intereuropa d.d. and Pošta Slovenije d.o.o., which require a great deal of engagement by both the Management Board and Supervisory Board.
- It was briefed on other information relating to the Intereuropa Group and Company.
- It approved the financial calendar of announcements for 2023, in which the Company's major public announcements are planned, and adopted its work plan with the envisaged content of sessions for 2023.

The work of the Supervisory Board was in line with the provisions of the relevant legislation, the Articles of Association, the Rules of Procedure of the Supervisory Board, the Corporate Governance Policy of Intereuropa d.d. and other internal acts of the Company, as well as the Slovenian Corporate Governance Code for Listed Companies

(hereinafter: the Code). In accordance with the provisions of the Code, all members of the Supervisory Board issued statements of dependence or independence. The Company publishes the statements of Supervisory Board members on its website. In their work and decision-making, Supervisory Board members, even those that disclosed their dependence on a major shareholder, solely took into account the interests and objectives of the Company, and subordinated any other personal interests or the individual interests of third parties, the Management Board, shareholders and the public to those interests and objectives. The members of the Supervisory Board are qualified, and possess the appropriate competences, diverse knowledge and experience with respect to the frameworks and requirements in which the Company operates. The Supervisory Board believes that its composition and size facilitate effective discussions and high-quality decision-making based on the diverse experience of its members.

The information regarding the remuneration of members of the Supervisory Board and its committees is disclosed in the financial section of the annual report of Intereuropa d.d. under Note 31: Other notes. Other costs associated with the work of the Supervisory Board and its committees comprise the costs of liability insurance for members of the Supervisory Board, membership fees for the Slovenian Directors' Association and training costs for Supervisory Board members. The aforementioned costs amounted to EUR 22,363 in 2022.

Two committees functioned under the aegis of the Supervisory Board in 2022: the Audit Committee and the Nomination and Remuneration Committee. The composition of the Supervisory Board's committees is described in greater detail in the section Corporate governance statement (Composition of the Supervisory Board and its committees). Members of committees prepared for the topics discussed at individual committee sessions in an adequate manner, and contributed positively to the realisation of tasks in the scope of the Supervisory Board's powers by actively participating in the discussions and providing suggestions. The work of committees contributed significantly to the effective work of the Supervisory Board.

In 2022, the **Audit Committee** of the Supervisory Board of Intereuropa d.d. convened at ten sessions. Members of the Audit Committee regularly attended these sessions. Members of the Supervisory Board who are not members of the Audit Committee were kept abreast about the latter's work by viewing the minutes of and materials for sessions, which are available to all members of the Supervisory Board via Intereuropa d.d.'s external portal that is intended to support and enable the functioning of the Company's Supervisory Board. The Chairman of the Audit Committee also regularly reported on the Committee's work and findings at sessions of the Supervisory Board under agenda item 'Report on the work of the Audit Committee'. The Audit Committee addressed issues in accordance with the ZGD-1, Recommendations for Audit Committees, the Audit Committee's Rules of Procedure and the adopted work plan of the Audit Committee.

The Audit Committee was regularly briefed on periodic and quarterly reports on the operations of the Intereuropa Group and Company, with assessments of the interim operating results of the Company and the Group, with interim financial statements, the Company and Group risk management reports, compliance and corporate integrity system reports and reports on external control procedures (inspections, reviews of supervisory regulatory authorities, etc.). Special attention was given to financial and accounting data, liquidity, borrowing and the fulfilment of commitments to banks.

In 2022, the Audit Committee was briefed on the annual report on internal audit services for 2021 and on its work plan for 2022. Throughout the year, it was regularly briefed on quarterly internal audit reports, reports on the monitoring of the implementation of internal auditing recommendations, as well as reports on the monitoring of the implementation of recommendations provided by external auditors of the Intereuropa Group companies.

In 2022 the Audit Committee studied the report on business concluded with audit companies and actively participated in the process of selecting an auditor for the annual financial statements of the Intereuropa Group and Company for the 2022, 2023 and 2024 financial years. In line with the Guidelines concerning the selection process and ensuring the independence of the auditor of financial statements of Intereuropa Group companies, the process of selecting a statutory auditor for the annual report is generally carried out every three years. Since the three-year contract with the current statutory auditor has expired, the Audit Committee of Intereuropa d.d. together with the professional departments embarked in 2022 on the process of selecting a statutory auditor for the period 2022 - 2024, which was implemented through the sending of invitations to multiple auditing companies. The Audit Committee of the Intereuropa Company participated in determining the transparent conditions and criteria for selection. Following coordination, negotiations and evaluation of the offers received, which all resulted in the Report on the results of the auditor selection process drawn up by the auditor selection committee, which also headed the procedure in operation terms, the Audit Committee proposed to the Supervisory Board of Intereuropa d.d. that it propose to the Company's general meeting to appoint as the statutory auditor for the annual report of the Intereuropa Company and Group for the period 2022 - 2024 the company Mazars d.o.o., which in terms of the criteria set in advance scored the highest number of points.

In 2022 the Audit Committee monitored the independence and quality of the work of the statutory auditor Ernst & Young d.o.o., which audited the annual report of the Intereuropa Group and Company for 2021, and the

independence of the newly appointed statutory auditor Mazars d.o.o., which will audit the annual reports of the Intereuropa Group and Company in the next three-year period. In accordance with the Guidelines concerning the selection process and ensuring the independence of the auditor of the financial statements of the Intereuropa Group companies, the independence of the statutory auditor is ensured whereby the Intereuropa Company Audit Committee deliberates, assesses and approves in advance all legal transactions for non-audit services that a company in the Intereuropa Group or a company in the Pošta Slovenije Group intends to conclude with the statutory auditor of the Intereuropa Group companies or with a company in the auditor's network.

In 2022 the Audit Committee participated in determining the key areas of auditing and was briefed on the progress and key findings of the pre-audit/audit of the financial statements of the Intereuropa Company and Group for 2021. It examined the unaudited and audited annual report of the Company and the Intereuropa Group for 2021, with the auditor's report. It issued a report on its work in 2021, with an assessment of the annual report of the Company and the Intereuropa Group for 2021. It was briefed on the findings and recommendations from the letter to the management drafted by the audit firm, and on responses from the management.

The Audit Committee was also briefed on the business-financial plan of the Intereuropa Group for 2023 and projections for 2024 and 2025.

In 2022, the **Nomination and Remuneration Committee** of the Supervisory Board convened at one session, where it discussed a proposal on entering into an employment contract with the Management Board member – Workers' Director Ms Blanka Česnik Wolf. It also discussed a proposal on the Remuneration Policy for Members of Intereuropa d.d.'s Management and Supervisory Bodies and fulfilment of the conditions for the remuneration of Management Board members for performance in 2021.

1.8.2.3 Audit Committee

In the 2022 financial year, the Audit Committee functioned in the following composition:

- Sebastijan Gostenčnik (chair of Audit Committee);
- Karmen Lebe Grajf, MSc (deputy chair of Audit Committee);
- Zlatka Čretnik (member); and
- Barbara Gorjup, MSc (independent expert and external member).

The Audit Committee functioned in accordance with its competences, and in the manner set out in the ZGD-1, the Corporate Governance Policy of Intereuropa, d. d. and the Rules of Procedure of the Audit Committee. Details regarding the work of the Audit Committee are presented in the report of the Supervisory Board.

1.8.2.4 Nomination and Remuneration Committee

In the 2022 financial year, the Nomination and Remuneration Committee functioned in the following composition:

- Gregor Korene (chair);
- Sebastijan Gostenčnik (member); and
- Tjaša Benčina (member).

In 2022, the Nomination and Remuneration Committee discussed the Remuneration Policy for Members of Intereuropa, d. d.'s Management and Supervisory Bodies, along with other topics pertaining to the remuneration of Management Board members. The committee's work is presented in more detail in the report of the Supervisory Board.

1.8.2.5 Competences, work method and remuneration of the Supervisory Board

The Supervisory Board functions within the scope of its competences and in the manners set out in the ZGD-1, the Company's Articles of Association and the Rules of Procedure of the Supervisory Board. The Supervisory Board's commitments regarding corporate governance are set out in Intereuropa, d. d.'s Corporate Governance Policy, and include a system for identifying conflicts of interest and ensuring the independence of its members. All members of the Supervisory Board signed a statement underlining their positions on the criteria of independence set out in Annex B of the Slovenian Corporate Governance Code for Listed Companies. Those statements are published on the Company's website at www.intereuropa.si.

Regular sessions of the Supervisory Board must be held at a minimum quarterly. The Rules of Procedure of the Supervisory Board define the areas of the aforementioned body's work. The Supervisory Board adopts a tentative work plan at the beginning of the financial year. It reports to shareholders on its work at the General Meeting of Shareholders.

Information regarding the remuneration of members of the Supervisory Board and its committees during the 2022 financial year is disclosed in the financial report of Intereuropa, d. d., in Note 31: Other notes.

1.8.3 MANAGEMENT BOARD

The starting points and the principal guidelines regarding the work of the Management Board are defined in the Company's Corporate Governance Policy, while the tasks, responsibilities and work methods are set out in greater detail in the Company's Articles of Association and the Rules of Procedure of the Management Board. The Articles of Association state that the Management Board shall comprise a maximum of four members, while the Supervisory Board defines the number of members taking into account the principles of efficiency and economy. The Management Board of Intereuropa, d. d. comprised two members from 1 January 2022 to 30 April 2022. On 1 May 2022, one more member of the Management Board – Workers' Director was appointed at the proposal of Intereuropa, d. d.'s Works Council. In line with the above, the Company's Management Board comprised three members from 1 May 2022 to 31 December 2022, namely the President of the Management Board, the Vice-President of the Management Board, and member of the Management Board – Workers' Director. The Management Board managed the Company's transactions independently and at its own risk. The Company was represented by the President of the Management Board along with one or both members of the Management Board. Individual members of the Management Board were responsible for specific work areas in accordance with the Rules of Procedure of the Management Board.

TABLE 9: COMPOSITION OF THE MANAGEMENT BOARD DURING THE 2022 FINANCIAL YEAR

First name and surname	Function	Area of work on the Management Board	Initial appointment to function	End of function	Term of office	Gender	Nationality	Year of birth	Education	Professional profile	Membership in supervisory bodies of unaffiliated companies
Damijan Vajs	President	Forwarding and logistics, sales, human resources and general affairs, formal governance of subsidiaries, and public relations and marketing	1 January 2022	3 June 2023	31 December 2025	M	Slovene	1972	Bachelor's degree in economics	Forwarding and logistics, commercial management, corporate governance, several years of experience in managerial and executive positions	Not a member
Marko Rems	Vice-President of the Management Board	Finance, accounting and controlling, real estate management and central procurement, IT support, legal affairs, corporate integrity and compliance, and internal auditing in organisational terms	5 July 2021	8 January 2023	4 July 2025	M	Slovene	1967	Bachelor's degree in economics	Financial management with more than 20 years of experience in financial and information systems, implementation and management of financial restructuring, and reorganisation in demanding environments	Not a member
Blanka Česnik Wolf	member of the Management Board – Workers' Director	Represents and supports the interests of workers in relation to human resource and social matters, coordinates communication between the Management Board, the Works Council and the unions, quality assurance, security, occupational health and safety, fire safety, HACCP and ADR	1 May 2022		30 April 2027	F	Slovene	1976	Bachelor's degree in law	Human resources and law, occupational health and safety, several years of experience in managing legal and HR segments, communication with social partners	Not a member

1.8.3.1 Work of the Management Board in 2022

The Management Board managed Intereuropa, d. d. and the Intereuropa Group in accordance with established strategic objectives and policies. In performing its tasks and fulfilling its responsibilities, the Management Board observed the principles of corporate governance and the Corporate Governance Policy of Intereuropa, d. d. and complied with the provisions of the Slovenian Corporate Governance Code. The Management Board performs its work in accordance with the principles set out in Intereuropa Group's Code of Ethics, applicable regulations, the Rules of Procedure of the Management Board, the Company's Articles of Association and the resolutions adopted by the Company's bodies.

1.8.3.2 Remuneration of Management Board members

The remuneration of members of Intereuropa, d. d.'s Management Board is set out in the remuneration policy for members of Intereuropa, d. d.'s Management Board, which was adopted by the Supervisory Board on 10 February 2020. In June 2022, the General Meeting of Shareholders approved the new Remuneration Policy for Members of Intereuropa, d. d.'s Management and Supervisory Bodies. The new remuneration policy is aligned with the ZGD-1 and guidelines of the Corporate Governance Code for Listed Companies. The policy lays down the rules by which the remuneration and rights to which all members of the Management Board are entitled are defined in contracts for all Management Board members. The aim of this policy is to ensure that all the remuneration paid to Management Board members is 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: the ZPPOGD), the Companies Act (hereinafter: ZGD-1) and the Employment Relationships Act. The remuneration received by members of the Management Board comprises the wages, other remuneration and payment of material costs. Wages comprise a basic salary and variable remuneration in accordance with the ZPPOGD. More detailed provisions on the remuneration of Management Board members are evident in the remuneration policy that was approved at the General Meeting of Shareholders and is available on the website of Intereuropa, d. d. in the section entitled Sessions of the General Meeting of Shareholders.

Information regarding the remuneration of members of the Management Board during the 2022 financial year is disclosed in the financial report of Intereuropa, d. d. in Note 31: Other notes.

1.8.3.3 Members of the Management Board in 2022



Damijan Vajs,

President of the Management Board:

- year of birth: 1972;
- bachelor's degree in economics;
- performed executive and management functions in forwarding and logistics, sales, marketing at Pošta Slovenije, d. o. o., Maribor, CAT Logistic Transportna d. o. o., Akripol d. d., Trebnje. He acted as Managing Director at PS Logistika d. o. o. for six years;
- term of office as President of the Management Board: 1 January 2022 to 31 December 2025;
- end of function: no later than by the end of the notice period on 3 June 2023;
- responsible for the following business segments: sales and operations (forwarding and logistics), human resources and general affairs, formal management of subsidiaries, and public relations and marketing.



Marko Rems,

Vice-President of the Management Board:

- year of birth: 1967;
- bachelor's degree in economics;
- performed executive and management functions in the areas of finance, accounting, information technology, controlling and risk management at the following companies: Družba za upravljanje terjatev bank, d. d., Ljubljana, Luka Koper, d. d., Adriatic Slovenia, d. d., KD Holding, d. d., Ljubljana and Žito, d. d., Ljubljana;
- term of office: 5 July 2021 to 4 July 2025 (first appointed on 5 July 2017)
- end of function: 8 January 2023
- responsible for the following business segments: finance, accounting and controlling, real estate management and central procurement, IT support, legal affairs, corporate integrity and compliance, and internal auditing in organisational terms.



Blanka Česnik Wolf,

member of the Management Board – Workers' Director:

- year of birth: 1976;
- Bachelor's degree in law;
- several years of managerial experience in law and human resources at Lek d. d., Ljubljana, Gramiz d. d., Kočevje and the Agency for Medicinal Products and Medical Devices of the Republic of Slovenia, University Medical Centre Ljubljana, HRM d. o. o., Ministry of Health.
- term of office: 1 May 2022 to 30 April 2027
- responsible for the following business segments: represents and supports the interests of workers in relation to human resource and social matters, coordinates communication between the Management Board, the Works Council and the unions, quality assurance, security, occupational health and safety, fire safety, HACCP and ADR.

1.8.4 DESCRIPTION OF THE DIVERSITY POLICY IN CONNECTION WITH REPRESENTATION ON THE COMPANY'S MANAGEMENT AND SUPERVISORY BODIES

Intereuropa, d. d. is one of the 18 companies in Slovenia that, as at 31 December 2022, is meeting the targets referred to in the initiative of the Slovenian Directors' Association No. 40/33/2026 and the newly adopted European directive on gender balance. Intereuropa, d. d. is aware of the importance of diversity in the composition of the Management Board and Supervisory Board, as diversity increases the efficiency of the functioning of these bodies and fosters a more comprehensive understanding of the business environment, and risks and opportunities connected with the Intereuropa Group's operations. Accordingly, the Policy Governing the Diversity of Management and Supervisory Bodies is an integral part of the Corporate Governance Policy of Intereuropa, globalni logistični servis, d. d.

The following aspects are taken into account when determining the composition of the Management Board and Supervisory Board:

- professional diversity such that the members have different knowledge, skills, competences and experience;
- diversity in terms of gender and age;
- the generally adopted principles of non-discrimination; and
- efforts to ensure the continuity of operation of the bodies by staggering the process of replacing members all at once.

The Supervisory Board's Nomination and Remuneration Committee and the Supervisory Board take into account diversity policies primarily in relation to the following:

- the appointment of members to the Company's Management Board;
- the recruitment, selection and submission of proposed candidates for members of the Supervisory Board to the General Meeting of Shareholders; and
- the self-assessment of the Supervisory Board's work, which should also include an assessment of the composition of the Management Board and Supervisory Board in terms of diversity.

In 2022, Intereuropa, d. d. was meeting the target, i.e. 40% of the under-represented gender on the Supervisory Board and 33% on the Management Board and Supervisory Board collectively.

As at 31 December 2022, Intereuropa, d. d. had the same number of both genders represented on the supervisory body, while the percentage of the under-represented gender on management and supervisory bodies was 44.4%*. At subsidiaries the representation of the under-represented gender on management and supervisory bodies is slightly lower to stand at 33.3%, but taking into account the region and sector in which the Intereuropa Group operates this ratio between genders is appropriate. Nevertheless, activities will continue to further improve the ratio between genders. A policy on the diversity of management and supervisory bodies will be drafted as a separate document in 2023. That policy will describe objectives, activities and measures to improve the diversity of management and supervisory bodies in terms of gender and other aspects (age, education, etc.).

* In accordance with methodology of the Slovenian Directors' Association.

** The calculation also takes into account the representation of genders on committees of supervisory bodies (e.g., Audit Committee).

1.8.5 MANAGEMENT AND GOVERNANCE OF GROUP COMPANIES

The parent company Intereuropa, d. d. and its subsidiaries make up the Group, which is centrally managed by the Management Board of Intereuropa, d. d. The policy governing links between the parent company and its subsidiaries is set out in the Corporate Governance Policy of Intereuropa, d. d. The Policy on the Governance of Intereuropa Group Subsidiaries includes the basic elements of the governance of subsidiaries. An effective system for managing and governing subsidiaries is an important factor in the successful achievement of the business objectives of Group companies and in the transparency of their operations.

1.8.5.1 Governance principles for subsidiaries

The basic principles on which the governance of the Intereuropa Group is based are the financial stability of the Group, centralised information support, an effective system of control over subsidiaries and motivated employees. At the forefront of the governance of subsidiaries are cooperation between subsidiaries and the sharing of know-how and best practices between Intereuropa Group companies.

The governance of Group companies is based on a combination of control and coordination mechanisms. A matrix system for managing subsidiaries that combines formal corporate governance and the direct responsibility of functional managers for certain activities at subsidiaries has been introduced. The centralisation of the most important decisions ensures the uniformity of strategic policies and important business, HR-related and technical decisions.

Control over financial results remains a core element of supervision. In addition to the appointed supervisory bodies of individual subsidiaries, functional managers, and the controlling and internal audit departments also play an important role in supervision.

The management bodies of the parent company and subsidiaries communicate regularly with the aim of creating a standard culture within the Intereuropa Group, ensuring the transfer of know-how and best practices, and exploiting various synergies. Of key importance are cooperation and communication between all Intereuropa Group companies at the market-operational level of specific product categories and products.

The effectiveness of the Group at multiple operational levels is achieved through consistent periodic communication and the necessary measures to enhance the exploitation of synergies between Intereuropa Group companies, particularly in the following areas:

- a coordinated and uniform market approach, with an emphasis on common logistics products and core product categories;
- the coordinated management of strategic and key customers;
- the development and optimisation of common logistics products;
- the development of standard IT support at all subsidiaries and for all logistics products;
- the transfer of best practices in the optimisation of processes and in preventive measures to manage risks; and
- employee development, with an emphasis on the acquisition and development of knowledge and competences relating to core product categories and key logistics products.

Intereuropa Group companies operate in accordance with local legislation, resolutions adopted by the management bodies of the parent company and subsidiaries, the Policy on the Governance of Intereuropa Group Subsidiaries, business cooperation agreements entered into between the parent company and individual subsidiaries, and the applicable internal acts adopted by the Management Board of the parent company.

1.8.6 AUDITING

1.8.6.1 External auditing

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

The transactions of Intereuropa, d. d. and its subsidiaries with audit firms are presented in the Company's financial report as part of the notes to financial statements of the Company and Group.

1.8.6.2 Internal auditing

The mission of internal auditing is to strengthen and protect the value of the Intereuropa Group through the independent and unbiased issue of objective assurances based on a risk assessment, and through the provision of consultancy services and an in-depth understanding of the operations of the Group. Auditing helps the Group accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control, and governance processes.

In 2022, internal auditing in the Intereuropa Group companies was conducted by the Internal Audit Department of the parent company Pošta Slovenije, d. o. o. in accordance with the agreement it signed. The department functioned independently, in accordance with the provisions of the ZGD-1 and the internal auditing rules hierarchy, in particular with the International Standards for the Professional Practice of Internal Auditing, the Code of Ethics of Internal Auditors and the Code of Internal Auditing Principles, and the applicable laws, other regulations and bylaws.

The areas subject to auditing in 2022 were defined in the plan of work that included regular internal audits, consultancy tasks, the monitoring of the implementation of internal and external auditing recommendations, operational tasks and other tasks, including the development and maintaining of the programme of the Internal Audit Department quality assurance and improvement. The plan was adopted by the Management Board, discussed by the Audit Committee of the Supervisory Board and approved by the Supervisory Board.

The internal auditing objectives were to assess the risk management approach and the functioning of internal controls in connection with business and support processes, and the management thereof, both in terms of the compliance of those processes with legal and internal regulations, the adopted policies, established objectives and criteria of the Intereuropa Group companies, and to issue recommendations for the improvement thereof. The areas subject to auditing included the process of investing in facilities, the process of appointing managements of Intereuropa

Group's subsidiaries, the process of planning and implementing sales activities, the process of implementing customs clearance procedures, the process of implementing projects pertaining to computerisation of logistical processes, processing of enquiries, submitting bids and entering into contracts relating to warehousing, the employee education and staff development system, and receivables management. Based on a resolution adopted by the Company's Management Board, two transactions agreed-upon separately were carried out. Internal auditing processes were adapted due to the measures relating to COVID-19 so that they could also be carried out remotely. Internal auditing was conducted by internal sources, the IAD director together with two contractors. Internal audit reports were submitted to the Management Board, the Audit Committee and the Supervisory Board on a quarterly basis.

1.8.7 DESCRIPTION OF THE MAIN FEATURES OF INTERNAL CONTROLS AND RISK MANAGEMENT AT THE COMPANY IN CONNECTION WITH THE FINANCIAL REPORTING PROCESS

The Intereuropa Group manages risks relating to the financial reporting by implementing the adopted policies and procedures pertaining to internal controls. The purpose of internal controls is to ensure the accuracy, reliability and completeness of capturing data on business events and the drawing up of financial statements that are a true and fair picture of the financial position, operating results, cash flows and changes in equity in accordance with the applicable laws, regulations, rules and International Accounting Standards.

Accounting controls are based on the principles of dividing tasks and responsibilities, and focus on controlling the accuracy and completeness of data processing, reconciliation of the situation disclosed in the books of account with the actual situation, as well as professionalism and independence. Internal controls in the accounting function are also related to the controls of the information system, which, among other things, ensures restriction of and control over access to the network, data and applications, as well as the accuracy and completeness of data capturing and processing. The authorisation system, which ensures that users only execute those transactions in the information system for which they are authorised, is also an important part of the information system controls.

1.8.8 INFORMATION REGARDING SIGNIFICANT DIRECT AND INDIRECT HOLDINGS OF THE COMPANY'S SECURITIES IN TERMS OF ACHIEVING A QUALIFYING HOLDING, SPECIAL CONTROLLING RIGHTS AND RESTRICTED VOTING RIGHTS, AND OTHER EXPLANATIONS IN CONNECTION WITH LEGISLATION GOVERNING MERGERS AND ACQUISITIONS

1.8.8.1 Explanations regarding all restrictions on voting rights and regarding treasury shares

The Company's share capital is divided into 27,488,803 shares broken down as follows: 16,830,838 ordinary registered freely transferable no-par-value shares and 10,657,965 freely transferable no-par-value preference shares. The holders of Intereuropa, d. d.'s ordinary shares are not subject to any restriction on voting rights. The Company has no voting rights arising from its treasury shares in accordance with Article 249 of the ZGD-1. Intereuropa, d. d. held 18,135 treasury shares (IEKG) with a carrying amount of EUR 180,000 as at 31 December 2022, representing 0.1077% of ordinary shares and 0.0660% of all shares. Intereuropa, d. d. did not purchase or sell treasury shares in 2022.

As at 31 December 2022, 13,396 ordinary shares were held on a special account of Kapitalska družba, d. d., which in accordance with Article 48b of the Book-Entry Securities Act (Official Gazette of the Republic of Slovenia, No. 43/19) is intended for securities waived by their holders and/or securities held by the Republic of Slovenia. Kapitalska družba may not exercise the voting rights attached to those securities.

The holders of Intereuropa, d. d.'s preference shares have not been paid preference amounts since 2013, and have thus held voting rights at the General Meeting of Shareholders since 2015 in accordance with paragraph 2 of Article 315 of the ZGD-1. Accordingly, 27,475,282 shares out of a total of 27,488,803 shares had voting rights at both General Meetings of Shareholders, held on 28 June 2022 and 7 November 2022, representing 99.8853% of the Company's total shares.

1.8.8.2 Significant direct and indirect holdings of the Company's securities in terms of achieving a qualifying holding

The Company publishes information in a timely manner regarding the achievement of a qualifying holding, as set out in the Takeovers Act, in the Ljubljana Stock Exchange's electronic information system (SEOnet) and forwards that information to the Securities Market Agency.

Pursuant to Article 105 of the Financial Instruments Market Act, which sets the thresholds for a significant holding, direct holders who hold more than 5% of voting rights are presented in Table 10.

TABLE 10: SHAREHOLDERS WHO AS AT 31 DECEMBER 2022 HELD MORE THAN 5% OF VOTING RIGHTS

Shareholder	No. of ordinary shares, 31 December 2022	No. of preference shares, 31 December 2022	No. of voting rights, 31 December 2022*	Share of voting rights, 31 December 2022
Pošta Slovenije, d. o. o.	13,306,067	10,657,965	23,964,032	87.2%

* Pursuant to Article 315 of the ZGD-1, the holders of preference shares obtained voting rights in 2015 because the Company has not paid preference amounts since 2013.

1.8.9 STATEMENT OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Management Board and Supervisory Board of Intereuropa, Globalni logistični servis, d. d., Koper (hereinafter: the Company) verified the compliance of the Company's governance with the Slovenian Corporate Governance Code (hereinafter: the Code), and hereby declare that the work and operations of the Company are in line with the Code, with certain deviations that are explained in detail below.

The deviations highlighted below relate to the Slovenian Corporate Governance Code, as updated in December 2021 and applicable since 1 January 2022.

Recommendation: The management board, together with the supervisory board, draws up and adopts a diversity policy that is implemented with respect to representation on the company's management and supervisory bodies (point 4 of the Code in its entirety).

Deviation: In March 2019, the Management Board and Supervisory Board adopted the revised Corporate Governance Policy of Intereuropa d. d., which includes a policy governing the diversity of management and supervisory bodies. This policy defines the target level of diversity in terms of age, education, other personal traits and gender, but does not define the ratio between genders, the specific objectives of diversity or the impact on human resource and other processes at the Company (points 4.2 and 4.3 of the Code). In 2023 the Company will revise both the governance policy and the diversity policy. Nevertheless, the Company is meeting the targets referred to in the initiative of the Slovenian Directors' Association No. 40/33/2026 and the European directive on gender balance.

Recommendation: A company must ensure an external assessment of the adequacy of its corporate governance statement at least once every three years (point 5.7. of the Code)

Deviation: Since the end of 2019 Intereuropa d. d. has been part of the Pošta Slovenije Group. Pošta Slovenije d. o. o. holds more than 87% of the shares of Intereuropa d. d. In view of this the Company takes the view that the actual governance statement would have no significant effect on investors, so it has concluded that an external assessment of the adequacy of a governance statement is not necessary.

Recommendation: The company should formulate a Sustainable Business Policy, to address the stated aspects of the company's business (point 7 of the Code in its entirety).

Deviation: The Company has no separate Sustainable Business Policy, but it does have policies for certain specific areas such as the Corporate Integrity Policy, Quality Policy and the Code of Ethics.

Recommendation: If the general meeting elects members of the supervisory board, the proposer must disclose the procedure for seeking, nominating and evaluating candidates for the supervisory board (point 10.11 of the Code). In the proposed new composition of the supervisory board for the general meeting of shareholders, all candidates for members of the supervisory board must be independent. The recommendation to appoint independent members applies both to shareholders as well as works councils. The fact alone that a member of the supervisory

board appointed by the works council is employed at the company, in accordance with Annex B to this Code, does not mean that they are not independent. If the general meeting or works council does not follow recommendations regarding the appointment of independent members to the supervisory board and the adopted Diversity Policy, the company must disclose this in its corporate governance statement (points 11.2 and 11.3 of the Code).

Deviation: Pošta Slovenije d. o. o. is the majority shareholder of Intereuropa d. d., so certain members of the Supervisory Board are employed at the majority shareholder. The independence/dependence of Supervisory Board members is thus disclosed appropriately. The majority shareholder does not disclose the procedure for selecting candidates for membership of the Supervisory Board.

Recommendation: In addition to other matters, the rules of procedure of the supervisory board include a list of all transactions for which the management board requires the prior consent of the supervisory board based on a supervisory board resolution and the company's articles of association, as well as a system for ordering the services of external experts for the needs of the supervisory board, and the education and training of supervisory board members (point 14.2 of the Code).

Deviation: The Supervisory Board's position during the most recent update of the Rules of Procedure of the Supervisory Board was that a list of all transactions for which the Management Board requires the prior consent of the Supervisory Board and a system for ordering the services of external experts need not be included in those rules. Instead, the list of transactions for which the Management Board requires the Supervisory Board's prior consent is governed by resolutions adopted by the latter. Due to the extremely small scope of the outsourced services of external experts for the Supervisory Board, the latter believes that the inclusion of the management and governance of a separate system solely for the Supervisory Board in that body's Rules of Procedure is illogical. Equally, the Supervisory Board has taken the view that special provisions regarding education and training are not necessary.

Recommendation: The supervisory board defines the outline annual costs of education and the training plan for members of the supervisory board and committees, or adopts a decision that as part of the envisaged annual costs, depending on an expressed interest, the members take part in education in the area of the functioning of supervisory boards and corporate governance (point 15.1 of the Code).

Deviation: The Supervisory Board has not adopted a special training plan for its members for 2022. However, each member may define an individual training plan in the scope of the annual allocation for training purposes, which is defined in accordance with the Remuneration policy for members of management bodies.

Recommendation: At least every three years, the supervisory board organises an external assessment in which it cooperates with an institution or external experts with the requisite experience regarding the work of supervisory boards, in-depth knowledge of corporate governance and the functioning of supervisory boards and their committees (point 14.4 of the Code).

Deviation: In 2022 the operation of the Supervisory Board was not subject to external assessment.

Recommendation: Persons who were members of the management board of this company or senior management members of affiliated companies last year should not be appointed chairman of the company's supervisory board (point 15.2 of the Code).

Deviation: The current Chairman of the Company's Supervisory Board and his predecessor, simultaneously with performing the function of Chairman of the Supervisory Board of Intereuropa d. d., also managed the parent company Pošta Slovenije d. o. o.

Recommendation: The supervisory board together in cooperation with the HR committee, if that has been appointed, should determine in advance a competence model for the individual management board member that is proprietary to the company and the company's sector, and takes into account here the life cycle and special circumstances in which the company is situated (point 21.6 of the Code).

Deviation: The Company has no competence model determined in advance for the individual Board member, and the Supervisory Board determines the competence of Board members relative to the Company's needs at the time of searching for Board member candidates.

Recommendation: All members of the supervisory board and committees are to be independent (point 25 of the Code).

Deviation: Of the six members of the Supervisory Board, three were appointed on the proposal of the majority shareholder, i.e. Pošta Slovenije d. o. o. All these members, simultaneously with the performance of their function as Supervisory Board member of Intereuropa d. d., are also employees of or carry out a senior management function at Pošta Slovenije. Any potential conflict of interest was disclosed by these members upon their appointment, as well as an undertaking to recuse themselves from discussions and decision-making when actual conflict of interest arises.

Recommendation: The company provides continuous information about its financial position and legal status through the publication of assessments of its performance, potential deviations from forecasts and changed operating conditions (point 32.1 of the Code).

Deviation: The Company does not publish assessments of its performance, if that performance is in line with expectations. If major deviations were to occur, the Company would publish an appropriate announcement.

Recommendation: The company publishes the rules of procedure of management and supervisory bodies and the general meeting of shareholders on its website (point 32.7 of the Code).

Deviation: The Company has published the rules of procedure of the Supervisory Board, Audit Committee and General Meeting of Shareholders. The Rules of Procedure of the Management Board are not published, as the Company deems them to be of an internal nature and they have no impact on the transparency of operations that would be of significance to investors or interested parties.

The Corporate Governance Code is accessible in Slovenian and English on the websites of the Ljubljana Stock Exchange (www.ljse.si) and the Slovenian Directors' Association (www.zdruzenje-ns.si).

The statement of compliance with the Corporate Governance Code is an integral part of the 2022 annual report and is published on the website of Intereuropa, globalni logistični servis, delniška družba, Koper at www.intereuropa.si.

Koper, 11 April 2023

Damijan Vajs,
President of the Management Board



Blanka Česnik Wolf,
Member of the Management Board –
Workers' Director

