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**M A T E R I A L S**

**FOR THE 41<sup>ST</sup> GENERAL MEETING OF  
SHAREHOLDERS**

**of INTEREUROPA, d. d.**

**Koper, May 2023**



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**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  
on the appointment of the working bodies of the 41st General Meeting of  
Shareholders  
of Intereuropa, d. d.***

- 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.

INTEREUROPA, d. d.  
CHAIRMAN OF THE SUPERVISORY BOARD  
Marko Cegnar

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



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***2. Briefing on the annual report of the Intereuropa Group and Intereuropa, d. d. for 2022 with the auditor's opinion and written report of the Supervisory Board on the verification and approval of the annual report in accordance with Article 282 of the ZGD-1, including the Supervisory Board's position regarding the report on relations with affiliated companies for 2022, as well as the report on the remuneration of members of management and supervisory bodies, together with the auditor's opinion and the adoption of resolutions on the use of distributable profit and on the conferral of approval***

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

**Resolution no. 2.1**

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

**Resolution no. 2.2**

The distributable profit of Intereuropa, d. d. in the amount of EUR 17,672,986.45 shall remain undistributed in its entirety.

**Resolution no. 2.3**

The General Meeting hereby confirms and approves the work of Intereuropa, d. d.'s Management Board during the 2022 financial year, and confers official approval on the latter for its work in 2022.

**Resolution no. 2.4**

The General Meeting of Shareholders hereby confirms and approves the work of Intereuropa, d. d.'s Supervisory Board during the 2022 financial year, and confers official approval on the latter for its work in 2022.

**Justification of resolutions:**

**Resolution no. 2.1**

*The Company has compiled a report on the remuneration of management and supervisory bodies. The auditor reviewed the remuneration report and issued an opinion on 15 May 2023. Accordingly, we propose that the General Meeting of Shareholders be briefed on and approve the aforementioned report.*

**Resolution no. 2.2**

*The distributable profit of Intereuropa, d. d. amounted to EUR 17,672,986.45 as at 31 December 2022, and comprised net profit brought forward in the amount of*

EUR 13,641,108.21 as at 31 December 2022 and net profit for the 2022 financial year in the amount of EUR 4,031,878.24.

*In its strategic plans, the Intereuropa Group envisages major investment projects relating to the logistics infrastructure and IT support, and the repayment of loans.*

*At the same time, Intereuropa, d. d. is receiving state aid in 2023 in accordance with the Act on Aid to the Economy to Mitigate the Impact of the Energy Crisis (ZPGOPEK). The ZPGOPEK prohibits the payment of profits in 2023 and for 2023 if a company receives state aid.*

*In accordance with the above, and with the aim of maintaining financial stability and implementing planned investment projects, and in order to ensure compliance with the restrictions set out in the ZPGOPEK, the Management Board and Supervisory Board propose that this year's distributable profit not be paid to the holders of preference shares or to ordinary shareholders, but instead remain undistributed.*

### **Resolution no. 2.3**

*The adopted audited annual report of the Intereuropa Group and Intereuropa, d. d. for the 2022 financial year, successfully completed projects and the exceeding of established objectives for 2022, in particular the successful performance of the Company in 2022, justify the conferral of official approval on the Management Board, despite the economic crisis. In accordance with the above facts, we propose that official approval be conferred on the Management Board, comprising President of the Management Board Damijan Vajs, Vice-President of the Management Board Marko Rems and member of the Management Board and Workers' Director Blanka Česnik Wolf.*

### **Resolution no. 2.4**

*The Supervisory Board monitored and supervised the operations of the Company, provided the Management Board with guidelines and necessary approvals for the implementation of the Company's established plans and strategy. Particular attention was paid by the Company in 2022 to its operations during the economic crisis, to the development of and growth in operations, and to post-sale activities in connection with the further integration of procedures with the Company's owner Pošta Slovenije. The Supervisory Board closely monitored progress in the implementation of all major projects in 2022. The activities and work of the Supervisory Board are presented in detail in the Report of the Supervisory Board for 2022. All of the aforementioned activities reflect the active work of Supervisory Board members, performed with the diligence of a conscientious and fair manager for the benefit of the Company, and justify the proposed resolution. The members of the Supervisory Board in 2022 were Tomaž Kokot (until 7 November 2022), Sebastijan Gostenčnik, Karmen Lebe Grajf, Gregor Korene, Tjaša Benčina and Zlatka Čretnik.*

### **Enclosures to item 2 of the agenda:**

- *The annual report of the Intereuropa Group and Intereuropa, d. d. for the 2022 financial year and the Report of the Supervisory Board for 2022 at the following link: [www.intereuropa.si](http://www.intereuropa.si).*
- *Report on the remuneration of members of the management and supervisory bodies, with auditor's opinion*

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CHAIRMAN OF THE SUPERVISORY BOARD  
Marko Cegnar

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