



Intereuropa[®]

Globalni logistični servis

2022

**REPORT ON THE REMUNERATION OF
MEMBERS OF THE MANAGEMENT AND
SUPERVISORY BODIES OF
INTEREUROPA, d. d. FOR THE YEAR
ENDING 31 DECEMBER 2022**

Table of contents

Introductory note	2
Key events and changes to the management and supervisory bodies in 2022	3
Remuneration report details	3
Application of performance criteria for determining variable remuneration.....	14
Presentation of comparative information on changes to remuneration and business performance ..	15
Paid and deferred remuneration for Management Board members	15
Remuneration in the form of shares and share options for Management Board members	16

Introductory note

Pursuant to Article 294b of the Companies Act, Intereuropa, d. d. hereby publishes the Report on the Remuneration of Management and Supervisory Bodies for 2022.

The remuneration of members of the Management Board of Intereuropa, d. d. in 2022 was in line with the Remuneration Policy for Members of the Management Board of Intereuropa, d. d., which was adopted by Intereuropa, d. d.'s Supervisory Board on 10 February 2020, and with the Remuneration Policy for Members of the Management and Supervisory Bodies of Intereuropa, d. d. (hereinafter: the Remuneration Policy for Management and Supervisory Bodies). The Remuneration Policy for Management and Supervisory Bodies was adopted by the General Meeting of Shareholders of Intereuropa, d. d. held on 28 June 2022.

Since 13 November 2019, Intereuropa, d. d. has been under the majority ownership of Pošta Slovenije, d. o. o., and is therefore indirectly owned by the state. Since that time, payments to members of the management and supervisory bodies have been governed by the provisions of the Act Governing the Earnings of Management Staff at Companies under the Majority Ownership of the Republic of Slovenia and Self-Governing Local Communities (ZPPOGD). The Remuneration Policy for Members of the Management Board and the resolution of the General Meeting of Shareholders on the remuneration of members of the Supervisory Board are in line with the provisions of the ZPPOGD.

The purpose of the Policy is to ensure that the entire remuneration of members of the management and supervisory bodies of Intereuropa, d. d. (hereinafter: the Company) is appropriately 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 Earnings of Management Staff at Companies under the Majority Ownership of the Republic of Slovenia and Self-Governing Local Communities (hereinafter: the ZPPOGD), the Companies Act (hereinafter: ZGD-1) and the Employment Relationships Act (hereinafter: the ZDR-1).

The remuneration of members of the Supervisory Board in 2022 was in line with the resolution of the General Meeting of Shareholders of 20 June 2014 and the Remuneration Policy for Members of Management and Supervisory Bodies.

The objectives of the policy covering management and supervisory bodies are as follows:

- to facilitate the recruitment of top experts to the Company's management and supervisory bodies;
- to motivate members of the Company's management and supervisory bodies to work responsibly and actively;
- to motivate members of the Company's management and supervisory bodies to achieve set objectives; and
- to set limits on the level of remuneration of members of the Company's management and supervisory bodies.

Key events and changes to the management and supervisory bodies in 2022

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

At its session held on 21 April, the Supervisory Board appointed Blanka Česnik Wolf to serve as member of the Management Board and Workers' Director based on the proposal of Intereuropa, d. d.'s Works Council. The new member of the Management Board began her five-year term of office on 1 May 2022.

The shareholders of Intereuropa, d. d. were briefed on and approved the Remuneration Policy for Members of Management and Supervisory Bodies at the 38th General Meeting of Shareholders held on 28 June.

At the 39th General Meeting of Shareholders of Intereuropa, d. d. held on 7 November, shareholders adopted a resolution on the recall of shareholder representative Tomaž Kokot from his function as member and Chairman of the Supervisory Board.

On 3 January 2023, Intereuropa, d. d.'s Supervisory Board was briefed on and accepted a statement of resignation submitted by the Vice-President of the Management Board, Marko Rems. Based on his resignation, the term of office of the Vice-President of the Management Board ended on 8 January 2023. The Company's Supervisory Board agreed with the shortened notice period. Mr Rems' areas of responsibility are being covered temporarily by the President of the Management Board, Mr Damijan Vajs, and member of the Management Board and Workers' Director, Ms Blanka Česnik Wolf, until the appointment of a new member to the Management Board.

Remuneration report details

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

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

These details are presented in the tables that follow:

- Table 1: Remuneration of members of the Management Board in 2022
- Table 2: Remuneration of members of the Supervisory Board and its committees during the 2022 financial year
- Table 3: Comparison of the remuneration of members of the Management Board, the Company's performance and the average remuneration of other employees of the Company (who are not members of the management and supervisory bodies) for the last three years
- Table 4: Comparison of the remuneration of members of the Supervisory Board for the last six years

Table 1: Remuneration of members of the Management Board during the 2020, 2021 and 2022 financial years (in EUR)

Name and surname, function, term of office	Financial year	(1)	(2)		(3)	(4)	(5)	(6)	(7)	(8)	(9)		(10)
		Fixed remuneration	Variable remuneration	Fringe benefits and other entitlements	Severance and other payments upon termination	Repayment of previously paid bonuses**	Maluses	TOTAL	Proportion of fixed and variable remuneration	Ratio to average salary	Remuneration from other companies***		
			Paid*	Deferred							Company	Group	
Damijan Vajs, President of the Management Board (1 January 2022 to 31 December 2025)	2022	95,911.27	-	-	8,797.79	-	-	-	104,709.06	100% : 0%	4.33 : 1	4.72 : 1	14,374.01
	2022	8,414.32	15,143.95	15,143.95	360.28	58,991.50	-	-	82,910.05	12% : 88%	3.43 : 1	3.74 : 1	1,986.20
	2021	100,713.06	14,700.48	14,700.48	4,919.58	-	-	-	120,333.12	77% : 23%	5.10 : 1	5.09 : 1	10,767.47
	2020	99,196.86			6,213.35				105,410.21		4.52 : 1	4.52 : 1	3,393.43
Marko Rems, Vice- President of the Management Board (new term of office: 5 July 2021 to 8 January 2023)	2022	93,894.27	13,629.07	13,629.07	3,528.42	-	-	-	111,051.76	88% : 12%	4.59 : 1	5.00 : 1	10,364.80
	2021	90,639.62	13,230.42	13,230.42	3,351.42	-	-	-	107,221.46	77% : 23%	4.54 : 1	4.54 : 1	13,786.61
	2020	89,450.83			4,325.87				93,776.70		4.02 : 1	4.02 : 1	2,726.95
Blanka Česnik Wolf, member of the Management Board and Workers' Director (1 May 2022 to 30 April 2027)	2022	54,933.52	-	-	3,471.85	-	-	-	58,405.37	100% : 0%	2.42 : 1	2.63 : 1	3,840.00

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

* Half of the bonus paid for 2021.

** The Company may request the return of previously paid variable remuneration.

*** Session attendance fees received at subsidiaries.

Explanation of remuneration for Damjan Vajs, President of the Management Board since 1 January 2022

The basic salary of members of the Management Board is set in the amount of the average gross salary paid by Pošta Slovenije Group companies during the previous year, times a multiplier determined by the Company's Supervisory Board. All supplements (years of service allowance, loyalty bonus, allowance for working inconvenient hours, overtime pay, etc.) are already included in the basic salary. In accordance with the Decree setting the highest correlation between the basic salary and the amount of variable remuneration of directors (hereinafter: the Decree) and given the size of the Company, the highest possible multiplier is 5. The highest possible multiplier may be changed if the provisions of the Decree or the size of the Company change.

A reconciliation of basic salaries paid during the current year is performed following the calculation of the amount of the basic salary on the basis of data from the previous year. An adjustment in the amount of EUR 915.59 was made in April 2022 for the period from 1 January 2022 to 31 March 2022, as the employment contract states that the contracting parties explicitly agree that for every current financial year, after calculation of the amount of the basic salary applicable for that financial year on the basis of information from the previous financial year, an adjustment is made to the basic salary payments already made during the current financial year.

A total of EUR 1,091.00 was earmarked for the training and education of the President of the Management Board in 2022 (2022 Managers' Congress, training for supervisors, etc.). Amount not included in Table 1.

Explanation of remuneration for Marko Rems

The basic salary of the Vice-President of the Management Board is set at 90% of the basic salary of the President of the Management Board, based on the multiplier applied within the Pošta Slovenije Group. For every current financial year, after the calculation of the basic salary applicable for the current financial year on the basis of information from the previous financial year, an adjustment is made to basic salary payments already made during the current financial year.

In April 2022, an adjustment was made to the basic salary of the Vice-President of the Management Board for 2022 for the period of January to March 2022, according to which he was paid an additional amount of EUR 825.83.

Deferred variable remuneration (column 2) comprises a bonus for the 2021 financial year, half of which is to be paid in 2022, while the other half will be paid in 2024 (in accordance with the provisions of the employment contract).

A total of EUR 819.00 was earmarked for the training and education of the Vice-President of the Management Board in 2022. This was co-financed through public invitation to tender KOC3 in the amount of EUR 189.00 (financial conference, Managers' Congress 2022, etc.). Amount not included in Table 1.

Explanation of remuneration for Blanka Česnik Wolf, member of the Management Board since 1 May 2022

The basic salary of the member of the Management Board and Workers' Director is set at 90% of the basic salary of the President of the Management Board, based on the multiplier applied within the

Pošta Slovenije Group. For every current financial year, after the calculation of the basic salary applicable for the current financial year on the basis of information from the previous financial year, an adjustment is made to basic salary payments already made during the current financial year. No adjustment was made in 2022, as the member of the Management Board did not begin her term of office until May 2022.

A total of EUR 749.00 was earmarked for the training and education of the member of the Management Board and Workers' Director in 2022 (Sustainability in 2022, training for supervisors, etc.). This was co-financed through public invitation to tender KOC3 in the amount of EUR 49.90. Amount not included in Table 1.

Explanation of remuneration for Marko Cegnar, President of the Management Board until 31 December 2021

Mr Cegnar received a salary in 2022 for December 2021 when he performed the function of President of the Management Board. From 1 January to 31 January 2022, he served as an advisor to the Management Board.

He was paid a bonus in 2022 for the 2021 financial year.

The deferred variable remuneration (column 2) comprises a bonus for the 2021 financial year, half of which was paid in 2022, while the other half was paid by 1 February 2023 (in accordance with the agreement on the termination of his employment contract).

Given that Mr Cegnar's term of office ended on 31 December 2021, he also received severance pay in 2022 in accordance with his employment contract.

Table 2: Remuneration of members of the Supervisory Board and its committees during the 2022 financial year (in EUR)

	(1)		(2)		(3)	(4)	(5)
Name and surname, function, term of office	Remuneration for function performed		Session attendance fees for Supervisory Board and committee meetings				Remuneration from any other company in the Group**
					Total remuneration (1 + 2)	Travel expenses*	
	Supervisory Board	Committees	Supervisory Board	Committees			
Tomaž Kokot, Chairman of the Supervisory Board (from 18 June 2021 do 7 November 2022)	15,354	-	4,510	-	19,864	42	In the report of Pošta Slovenije
Karmen Lebe Grajf, Deputy Chairwoman of the Supervisory Board, Deputy Chair of the Audit Committee (since 19 November 2021)	12,100	3,025	5,335	2,376	22,836	431	In the report of Pošta Slovenije
Sebastijan Gostenčnik, member of the Supervisory Board, Chair of the Audit Committee, member of the Nomination and Remuneration Committee (since 19 November 2021)	11,000	6,875	5,115	3,036	26,026	320	In the report of Pošta Slovenije
Gregor Korene, member of the Supervisory Board, Chair of the Nomination and Remuneration Committee (since 19 November 2021)	11,000	4,125	5,335	660	21,120	282	In the report of Pošta Slovenije
Tjaša Benčina, member of the Supervisory Board, member of the Nomination and Remuneration Committee (since 19 November 2021)	10,990	2,750	5,060	660	19,460	263	

20 November 2017)							
Zlatka Čretnik, member of the Supervisory Board, member of the Audit Committee (since 20 November 2017)	11,000	2,750	5,335	2,156	21,241	247	
Barbara Gorjup, external member of the Supervisory Board Audit Committee (since 13 January 2020)	-	7,150	-	2,376	9,526	-	

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

** Information available in the report of Pošta Slovenije.

The remuneration of members of the Supervisory Board and of its committees was set under General Meeting resolution no. 7 of 20 June 2014 and is summarised in the confirmed Remuneration Policy for Members of Management and Supervisory Bodies.

Table 3: Comparison of the remuneration of members of the Management Board, the Company's performance and the average remuneration of other employees of the Company (who are not members of the management and supervisory bodies) for 2020, 2021 and 2022

Annual change	2020	2021	2022
Remuneration of members of the Management Board (in EUR)			
Damijan Vajs, President of the Management Board since 1 January 2022	-	-	123,394.74
Marko Cegnar, President of the Management Board until 31 December 2021	108,803.64	135,033.60	26,268.19
Marko Rems, Vice-President of the Management Board	96,503.65	120,451.88	127,422.08
Blanka Česnik Wolf, member of the Management Board and Workers' Director since 1 May 2022			61,016.80
Company operations			
Achievement of planned value added per employee	108.7%	108.7%	115.40%
Achievement of planned return on equity (ROE)	199.8%	121.9%	63.80%
Achievement of planned earnings before interest, taxes, depreciation and amortisation (EBITDA)	127.2%	105.5%	121.70%
Average remuneration of other employees at the Company and within the Group (in EUR)			
Employees at the company	23,337.82	23,610.59	24,172.92
Employees within the Group	23,343.84	23,635.32	22,197.12

Note: absolute amount for the current reporting year.

Analysis of the effects of changes in salaries in 2022 relative to the previous year (2021):

- 1 January 2022: 4% increase in basic salaries
- 1 January 2022: increase in supplement for performance of the Company by 0.5% (from 0.5% in 2021 to 1% in 2022)
- 1 October 2022: 4% increase in basic salaries or 6% increase for positions with minimum basic salary
- 1 October 2022: 6% increase in gross salaries of employees on individual contracts

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

The average number of employees was 530.91 in 2021 and 568.85 in 2022.

The average amounts for employees at the Company mean the average monthly salaries at Intereuropa, d. d., Interzav, d. o. o. and Interagent, d. o. o. (excluding the Management Board and Supervisory Board, according to actual number of hours worked). In 2022, Interzav, d. o. o. had an average of two employees, while Interagent, d. o. o. had an average of nine employees.

Table 4: Comparison of the remuneration of members of the Supervisory Board for the last six years (in EUR)

Annual change	2017	2018	2019	2020	2021	2022
Boris Novak, Chairman of the Supervisory Board, member of the Nomination and Remuneration Committee (30 December 2019 to 31 March 2021)				20,559.88	7,406.68	
Tomaž Kokot, member of the Supervisory Board (31 May 2021 to 7 November 2022), Chairman of the Supervisory Board (18 June 2021 to 7 November 2022)					11,080.05	19,864.16
Andrej Rihter, Deputy Chairman of the Supervisory Board, Chair of the Nomination and Remuneration Committee (30 December 2019 to 5 September 2021)				18,065.60	15,914.16	
Karmen Lebe Grajč, Deputy Chairwoman of the Supervisory Board, Deputy Chair of the Audit Committee (since 19 November 2021)					1,274.17	22,836.04
Vinko Filipič, member of the Supervisory Board, Deputy Chair of the Audit Committee (30 December 2019 to 15 September 2021)				17,448.30	15,723.24	
Milan Perovič, member of the Supervisory Board, Chair of the Audit Committee (30 December 2019 to 18 November 2021)				18,751.86	19,240.99	
Sebastijan Gostenčnik, member of the Supervisory Board, Chair of the Audit Committee, member of the Nomination and Remuneration Committee (since 19 November 2021)					1,365.84	26,026.20
Gregor Korene, member of the Supervisory Board, Chair of the Nomination and Remuneration Committee (since 19 November 2021)					1,054.17	21,120.16
Tjaša Benčina, member of the Supervisory Board, member of the Nomination and Remuneration Committee (since 20 November 2017)	8,364.47	20,315.43	20,172.43	17,771.82	17,830.08	19,460.08

Zlatka Čretnik, member of the Supervisory Board, member of the Audit Committee (since 20 November 2017)	10,414.37	20,381.87	22,941.69	20,178.26	19,140.08	21,241.08
Barbara Gorjup, external member of the Supervisory Board Audit Committee (since 13 January 2020)				8,053.23	8,909.99	9,525.99

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

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

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

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

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

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

In 2022, there were 19 Supervisory Board sessions, 10 sessions of the Audit Committee and one session of the Nomination and Remuneration Committee.

Supervisory Board members Tomaž Kokot, Karmen Lebe Grajf, Sebastijan Gostenčnik and Gregor Korene are or have served as members of the executive management of Pošta Slovenije, d. o. o. Any remuneration they received from other companies within the Pošta Slovenije Group is detailed in the remuneration report for the Pošta Slovenije Group.

There were no temporary deviations from the decision-making procedure described in the remuneration policy at the Company in 2022.

Application of performance criteria for determining variable remuneration

Bases for the setting of variable remuneration: the variable remuneration of members of the Management Board is set out in the Remuneration Policy for Management and Supervisory Bodies. The variable remuneration of a member of the Management Board may not exceed 30% of the basic salaries of a member of the Management Board during the financial year in which the variable component of remuneration is paid.

The variable element of remuneration of members of the Management Board is set by the Supervisory Board, and depends on performance indicators based on quantitative and qualitative criteria. For that purpose, the quantitative criterion bears a maximum weight of 80%, while the minimum weight of qualitative criteria is 20%.

The quantitative criterion derives from business results achieved and the success of the Company's operations, which includes, for example:

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

Qualitative criteria relate to business and social responsibility objectives, such as the implementation of projects, the implementation of the recommendations of internal and external audits, the implementation of risk management measures, human resource management, occupational health and safety, environmental protection, etc.

The specific ratio between quantitative and qualitative criteria, specific indicators and the impact of a specific indicator, and the impact of criteria on the level of the variable remuneration is set by the Supervisory Board when approving the annual business plan.

Members of the Management Board are not entitled to the variable element of remuneration if the Company does not generate a net profit of at least the amount set out in the Company's approved business and financial plan for a particular financial year.

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

The Supervisory Board defined criteria for variable remuneration for 2022 prior to the adoption of the Remuneration Policy for Management and Supervisory Bodies, as the Remuneration Policy for Members of Management and Supervisory Bodies was not adopted until the end of June 2022.

Criteria comprise three elements as follows:

1. Achievement of operating results of Intereuropa, d. d. for the current year (70%)
2. Achievement of synergetic effects (20%)
3. Compliance with timetable for integration (10%)

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

The Company did not request the return of variable remuneration from members of management bodies during the 2022 financial year.

Presentation of comparative information on changes to remuneration and business performance

Table 3 shows changes to the basic salary and associated supplements of the members of the Management Board over the last three years.

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

Paid and deferred remuneration for Management Board members

Variable remuneration relating to business performance for 2021 was deferred in 2022: EUR 15,143.95 for the former President of the Management Board and EUR 13,629.07 for the Vice-President of the Management Board, in accordance with the provisions of the relevant employment contract. The payment of variable remuneration is deferred for a period of at least two years.

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

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

Koper, 15 May 2023

Management Board of Intereuropa, d. d.

Damijan Vajs
President of the Management Board

Blanka Česnik Wolf
Member of the Management Board and
Workers' Director

Report of the independent auditor on agreed-upon procedures performed to verify the report on remuneration at Intereuropa, d. d. for 2022

To the management of Intereuropa, d. d.

Purpose of the report on agreed-upon procedures performed

The purpose of the auditor's report is to verify the compliance of the report on remuneration. The report is intended exclusively to assist Intereuropa, d. d. (hereinafter: the Company) in connection with agreed-upon procedures performed to verify the report on remuneration at Intereuropa, d. d. for 2022. The sole purpose of procedures is to help you assess compliance with the provisions of Article 294b of the Companies Act (Official Gazette of the Republic of Slovenia no. 65/09, including amendments; hereinafter: the ZGD-1).

The report is intended for Intereuropa, d. d. and the other uses envisaged in the ZGD-1.

Responsibilities of the party ordering the engagement

Intereuropa, d. d. confirmed that the agreed-upon procedures are appropriate for the purpose of the engagement.

Intereuropa, d. d. is responsible for the matter in connection with which agreed-upon procedures were performed.

Responsibilities of the service provider

The engagement to perform agreed-upon procedures was carried out in accordance with International Standard on Related Services (ISRS) 4400 – *Agreed-Upon Procedures Engagements*. The engagement to perform agreed-upon procedures included the performance of procedures that were agreed with Intereuropa, d. d., as well as reporting on findings, which represent the actual outcomes of agreed-upon procedures performed. We do not provide any statements regarding the appropriateness of agreed-upon procedures.

This engagement to perform agreed-upon procedures does not constitute an assurance engagement. We thus do not express an opinion or conclusion that includes assurance.

If we had performed additional procedures, we might have noted other matters that require reporting.

Professional ethics and quality control

We complied with the ethical requirements set out in the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code). There were no requirements regarding independence that had to be fulfilled for this engagement.

Our company applies International Standard on Quality Management (ISQM) 1 – Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements. Accordingly, the company maintains a comprehensive system for ensuring compliance with ethical requirements, professional standards, and the relevant legal and regulatory requirements.

Procedures and findings

We performed the below-described procedures, which were agreed-upon with Intereuropa, d. d. in accordance with engagement conditions of 6 April 2023 in connection with agreed-upon procedures to verify the report on remuneration at Intereuropa, d. d. for 2022, 2023 and 2024.

No.	Procedure	Description of actual findings
1.	Acquisition of the remuneration policy of Intereuropa, d. d., adopted on 10 February 2020 and confirmed by the General Meeting of Shareholders held in June 2022, verification of consistency with the remuneration report prepared for 2022.	The remuneration of members of the Management Board in 2022 was in line with the Remuneration Policy for Members of the Management Board of Intereuropa, d. d., which was adopted by Intereuropa, d. d.'s Supervisory Board on 10 February 2020 and confirmed by the General Meeting of Shareholders held on 28 June 2022
2.	<p>Verification of the mandatory content of the remuneration report for members of the management and supervisory bodies and executive directors in accordance with point 2 of Article 294b of the ZGD-1, i.e. that, in addition to the names of individual members, the report on remuneration for 2022 also includes the following information, which we will confirm through the following audit procedures:</p> <ul style="list-style-type: none"> - verification of the accuracy of the entire amount of allocated and paid remuneration disclosed, broken down by components, i.e. the proportions of fixed and variable remuneration; - the existence of clarifications as to how total remuneration is in line with the adopted remuneration policy, including how it contributes to the long-term performance of the Company, as well as information on how performance criteria were applied; - verification of the accuracy of the presentation of the annual change in remuneration, the Company's performance and the average remuneration of the Company's full-time employees who are not directors over at least the last five financial years, presented together in a way that facilitates comparison; - verification of the accuracy of all remuneration received by members of the management and supervisory bodies and executive directors from any company in the same group; 	<p>We verified the remuneration report for members of the management and supervisory bodies and executive directors in accordance with point 2 of Article 294b of the ZGD-1, i.e. that, in addition to the names of individual members, the report on remuneration for 2022 also includes the following information, which we confirmed through the following audit procedures:</p> <ul style="list-style-type: none"> - we hereby confirm the accuracy of the entire amount of allocated remuneration disclosed, which is broken down into fixed and variable remuneration paid to members of the management and supervisory bodies of Intereuropa, d. d.; - we hereby confirm the existence of clarifications that the entire remuneration of members of the management and supervisory bodies of Intereuropa, d. d. is appropriately 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 Earnings of Management Staff at Companies under the Majority Ownership of the Republic of Slovenia and Self-Governing Local Communities and the Employment Relationships Act; - we hereby confirm the accuracy of the annual change in remuneration of the Company's full-time employees who are not directors over at least the last five financial years, presented in Table 4; - the members of the management and supervisory bodies received remuneration at other companies in the Group, as shown in Table 1 for members of the Management Board and in Table 2 for members of the Supervisory

	<ul style="list-style-type: none"> - verification of the mandatory disclosure of the number of shares and share options allocated, and the main conditions for exercising rights, including the exercise price and date, and any changes to the aforementioned conditions; - verification of disclosure of whether and how the option to reimburse variable remuneration has been applied; and - verification of the explanation of potential deviations from the procedure for implementation of the remuneration policy set out in Article 294a of the ZGD-1 and, in particular, deviations due to exceptional circumstances, including the reasons for such deviations and the identification of the specific elements of the remuneration policy that have been deviated from. 	<p>Board and its committees, which also refers to remuneration received at the parent company;</p> <ul style="list-style-type: none"> - Intereuropa, d. d. did not allocate shares and share options to management and supervisory bodies; - the Company did not request the return of variable remuneration from members of management bodies during the 2022 financial year; - there were no deviations in 2022 from the procedure for implementing the remuneration policy set out in Article 294a of the ZGD-1 that would require clarification in the report on remuneration; and
3.	Verification of the report on the remuneration of each member of the Management Board, details regarding financial bonuses, benefits or services in accordance with point 3 of Article 294b of the ZGD-1.	Intereuropa, d. d.'s Management Board did not receive financial bonuses, benefits or services approved or provided by a third party in connection with their activities in 2022. Payment was made in 2022 due to the early termination of the function of Management Board members or the regular termination of functions (Marko Cegnar – severance pay).
4.	Acquisition of the management presentation in which the management and supervisory body declare that the report prepared is in line with the provisions of Articles 294a and 294b of the ZGD-1.	Presentations in the report on remuneration are in line with the requirements of Article 294b of the Companies Act.

Ljubljana, 15 May 2023

MAZARS, družba za revizijo, d.o.o.
Dejan Šimenc, Certified Auditor

