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M A T E R I A L S for the
42nd GENERAL MEETING OF
SHAREHOLDERS
of INTEREUROPA d.d.

Koper, April 2024



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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

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 42nd General Meeting of
Shareholders
of INTEREUROPA d.d.***

- Mr Matjaž Ujčič is hereby elected chair of the General Meeting;
- 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
Borut Zorić



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2. Withdrawal of shares of the issuer INTEREUROPA d.d. with the designation IEKG from the regulated market

The Management Board of INTEREUROPA d.d. proposes that the General Meeting of Shareholders adopt the following Resolution No. 2:

2.1. Pursuant to Article 125 of the Financial Instruments Market Act, all 16,830,838 ordinary no-par-value shares issued by INTEREUROPA d.d., which were issued in the central register of book-entry securities with ISIN code SI0031100090 and designation IEKG, and are listed on the Ljubljana Stock Exchange in the Standard Market, shall be withdrawn from trading on the regulated market (hereinafter: resolution on withdrawal of shares from the regulated market).

2.2. The resolution on withdrawal of shares from the regulated market shall enter into force on the day it is entered in the court register.

2.3. Pursuant to Article 125 of the Financial Instruments Market Act, INTEREUROPA d.d. hereby declares that for those shareholders who:

- voted against the resolution on withdrawal of shares from the regulated market; or
- did not attend the 42nd General Meeting of Shareholders because their participation was unlawfully prevented, or if the General Meeting was not properly convened or if the subject of decision-making at it was not properly published;

and they so demand, it will take over their shares against payment of the appropriate monetary compensation in the amount of EUR 1.57 per share designated IEKG.

Grounds:

In accordance with Article 125 of the Financial Instruments Market Act, the General Meeting of a public company established in the Republic of Slovenia may adopt a resolution on the withdrawal of shares from the regulated market (hereinafter: resolution on withdrawal of shares from the regulated market).

The Management Board of INTEREUROPA d.d. proposes to the General Meeting the withdrawal of shares designated IEKG from the regulated market, whereby the status of INTEREUROPA d.d. as a public company limited by shares would cease; such status is tied to ensuring the conditions for trading in shares designated IEKG on the regulated market, which brings with it high costs of ensuring compliance of the operations of INTEREUROPA d.d. with the regulations applicable to public companies limited by shares. Among other things, maintaining the status of a public limited company involves the allocation of human resources and also requires the payment of fees to KDD d.o.o. and Ljubljanska borza d.d.

A resolution on withdrawal of shares from the regulated market may be adopted with a majority that includes at least 3/4 of the company's share capital, while the immediate entry into force of the resolution, in accordance with point 2.2. of the proposed resolution, requires a majority that includes 9/10 of the company's share capital, and the articles of association of INTEREUROPA d.d. do not lay down any higher majority. Own shares are not counted in the share capital for the calculation of the capital majority. The resolution

on withdrawal of shares from the regulated market shall include the company name and shall define other significant information that is essential for implementing such withdrawal, which has been taken into account in the proposed resolutions under point 2 of the agenda.

The publication of the withdrawal of shares from the regulated market is correct and in order as an item on the General Meeting agenda if it includes a declaration from INTEREUROPA d.d. whereby for those shareholders that vote against the resolution on withdrawal of shares from the regulated market, the company offers to take over their shares against payment of the appropriate monetary compensation. This right also pertains to shareholders who did not attend the General Meeting because their participation was unlawfully prevented, or if the General Meeting was not properly convened or if the subject of decision-making at it was not properly published.

For shareholders who vote against the adoption of the resolution on withdrawal of shares from the regulated market, or who did not attend the General Meeting because their participation was unlawfully prevented, or if the General Meeting was not properly convened or if the subject of decision-making at it was not properly published, based on a request submitted to the company's address, INTEREUROPA d.d. will offer appropriate monetary compensation in exchange for their shares in the amount of EUR 1.57 for each share designated IEKG.

Appropriate monetary compensation is determined pursuant to the seventh paragraph of Article 125 of the Financial Instruments Market Act, which refers to the application by analogy of Article 603 of the Companies Act, based on the weighted average of the prices of shares designated IEKG on the regulated market in the past three months prior to the proposal for convening the Intereuropa General Meeting.

In the event that a shareholder objects to the amount of monetary compensation offered, they have the right to submit a motion at the competent court for adjudication of the appropriateness of the monetary compensation offered within one month of the entry of the resolution on withdrawal of shares from the regulated market in the court register.

The resolution on withdrawal of shares designated IEKG will enter into force on the day it is entered in the court register.

Resolutions passed by the General Meeting on the withdrawal of shares from the regulated market may not be challenged on the grounds that the monetary compensation offered by the company is not appropriate or has not been offered at all.

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

INTEREUROPA d.d.
PRESIDENT OF THE MANAGEMENT BOARD
Borut Zorić