



Luka Koper, pristaniški in logistični sistem, d.d.
Vojkovo nabrežje 38, 6501 Koper

Luka Koper, port and logistics system operator, a public limited company
Vojkovo Nabrežje 38
6501 Koper
Slovenia

On the basis of Article 9 of the Company Statute of *Luka Koper d. d.* (herein the Company) and upon the request of the Republic of Slovenia, which holds 7,140,000 shares in the Company; *Slovenska Odškodninska Družba d.d. Ljubljana* (Slovene Restitution Fund), which holds 1,557,857 shares in the Company; and *Kapitalska Družba Pokojninskega & Invalidskega Zavarovanja d. d. Ljubljana* (Pension Fund Management), which holds 696,579 shares of the Company; namely, shareholders who together possess 67.11% of the Company's issued share capital, the Management Board of *Luka Koper d. d.* calls the

15th General Assembly of Luka Koper d. d. shareholders

to take place

at 12.00 midday on Friday 20th March 2009

in the

Plenary Hall of Luka Koper – Pristan, Vojkovo Nabrežje 38, Koper, Slovenia.

The Agenda:

1. Opening of the General Assembly and constitution of a quorum

Proposal of a resolution:

It shall be established that the Assembly is a quorum.

2. Election of the working bodies of the General Assembly

Proposal of a resolution:

Mr. Boris Marčič shall be elected President of the General Assembly; the vote counters Ms Dorjana Sabadin and Mr Tomaž Deisinger, together with Ms Nana Povšič-Ružič - appointed as notary public - shall all be present.

3. Resignation of Supervisory Board member

Proposal of a resolution:

On the basis that his mandate terminated as of 24th December 2008. the General Assembly shall endorse the 23rd December 2008 resignation of Mr Marjan Bezjak from the Company's Supervisory Board.

4. Appointment of a special auditor to corroborate Company operations

Proposal of a resolution:

On the basis of the first paragraph of Article 318 of the Companies Act RS, the General Assembly of *Luka Koper d.d.* shall adopt the proposal on the appointment of a special auditor to vindicate the management of Company operations over the past five years; this oversight with a particular emphasis on activities related to:

- disposal of all capital investments during the period;
- construction of new business premises;
- purchase and demolition of warehouses at the Koper passenger terminal;
- purchase of real estate in the BTC terminal zone and Orleška Gmajna in Sežana;
- business conducted with *Premik-net*, *Grafist* and *B.R.I.L.*;
- elaboration of project documentation in relation to covering over the bulk cargo terminal;
- purchase of shares in the Slovak company *TT Invest*;
- foundation and financing of all newly-established companies during this period;
- rationale as to the purchase of cranes for the extension of Pier I;
- cost-wise rationale as to the purchase of all real estate during the period;
- cost-wise justification of investment management;
- justification of surety payment and release of vessels owned by *Pašnjak d.o.o.* and *H/J Shipping Malta Ltd.*;
- the extension of Pier I;
- construction of road to Ankaran.

In relation to the above, *BDO EOS Revizija d. o. o.*, Ljubljana, shall be appointed special auditor of the Company.

Materials relating to the General Assembly are available to shareholders daily between 9 a.m. and 12 midday at the company secretary's office at Vojkovo Nabrežje 38, Koper, Slovenia, from the calling of the General Assembly to the actual day of the Assembly meeting, or, alternatively, online at the Company's website: www.luka-kp.si.

Shareholders may submit reasonably contended counter-proposals to the resolutions already itemised on the Agenda within one week of the call for the General Assembly. These should be sent to the following address: Luka Koper d.d., Vojkovo Nabrežje 38, 6501 Koper, Slovenia.

All shareholders enjoy the right to attend the General Assembly. Owners of all 14,000,000 shares in the Company enjoy voting rights in accordance with their holding. The right to participate in the General Assembly meeting and exercise a voting right shall pertain to shareholders entered in the company's register of shareholders, administered by the *Central Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. - KDD)*, Ljubljana, as of 17th March 2009, and who announce their attendance at the Assembly, in writing, at least

three days prior to its taking place. Any representative of a shareholder must produce written authorization as to their mandate, which will be kept by the company.

The Hall where the General Assembly will take place shall be open one hour prior to the commencement of the Meeting. If the Assembly fails to form a quorum, there will be another Meeting on the same day, namely at 1 p.m. on 20th March 2009 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

The Management Board
Luka Koper d.d.