SŽDP (Trade Union of Luka Koper Crane Operators) holds Luka Koper shares and is entered in the Company's share register.)

Management Board
Luka Koper d.d.
Vojkovo Nabrežje 38
6501 Koper

Koper, Slovenia, 12th February 2009

LUKA KOPER
Date received: 13th February 2009

A COUNTER-PROPOSAL TO THE PROPOSAL OF RESOLUTION
(15th General Assembly of shareholders of Luka Koper d.d.)

Dear Sirs,

In compliance with Article 300 of the Companies Act, the *SŽPD* as a shareholder of Luka Koper d.d. submits a counter-proposal to the proposal of resolution of Item 4 of the Agenda of the 15th General Assembly meeting.

1.) Paragraph 2 of the resolution reads as follows:
»*ABC Revizija, Družba za Revizijo in Sorodne Storitve d.o.o., Dunajska Cesta 101, 1113 Ljubljana, Slovenia, is appointed a special auditor of the Company.*«

2.) Paragraph 3, added to the resolution, reads as follows:
»*A monitoring committee, comprised of representatives of Luka Koper Workers Council and representatives of both trade unions at Luka Koper, shall be established. This monitoring committee shall constantly be present at the work of the special auditors at Luka Koper. The monitoring committee shall submit a non-binding report after the special auditors have finished their tasks.*«

Explanation of the proposed counter-proposal to Item 4 of the Agenda for the 15th General Assembly meeting of Luka Koper shareholders:

1.) We have a number of concerns as to the proposed appointment of *BDO EOS Revizija* as an auditor. The media has drawn attention to the relationship between the employees of the said auditing company and some of those involved in Luka Koper's business deals that are under scrutiny. The protagonists did not deny this relationship; on the contrary, they have confirmed it. It is a responsible and reasonable action by the shareholders to – regardless as to the merit of the alleged relationship – decide upon and perform an objective and unbiased audit. Everything should be carried out in a manner which is beyond any possible reproach in the future. Therefore we propose that the General Assembly appoint *ABC Revizija* from Ljubljana as a special auditor.

2.) Taking into account the number of "affairs" involving the state, which affect both economy and politics, as well as assumptions as to an extant elevated level of corruption, and the fact that in this country no case of corruption has ever been resolved, we firmly believe that independence of economic and political players cannot be self-attained. Thus we propose observers of the audit who shall be able to testify in particular as to their independence and impartiality. And why should the representatives of workers organisations be appointed observers? We establish that currently no other protagonist in the economy is more interested in good and healthy operations of enterprises than the workers themselves. This interest derives from the elementary needs to be employed and the preservation of a living wage. Therefore we believe that workers representatives as observers would most contribute to the audit being performed objectively and impartially. Due to their expertise we would like the monitoring committee to include workers representatives from the Supervisory Board, but in order to avoid any reproaches in relation to the audit inspecting the work of the Supervisory Board, we have decided not to propose worker members drawn from the Supervisory Board. Persons responsible from *ABC Revizija* do not oppose the presence of the proposed observers.

Based on the aforementioned reasons we shall, at the General Assembly meeting, object to the Management Board proposal regarding the resolution under Item 4 as to the appointment of the auditor, and encourage other shareholders to vote for the counter-proposal.

BY THE AUTHORITY OF THE *SŽPD* ADMINISTRATIVE COMMITTEE
AS A SHAREHOLDER OF LUKA KOPER D.D.

SŽPD Executive Committee

Mladen Jovičić
Member of Executive Committee and Share Deals Proxy
(signature)

Maksimilijan Nedoh
Member of Executive Committee
(signature)

Stojan Čepar
Member of Executive Committee
(signature)