



Based on the provisions of Ljubljana Stock Exchange Rules and pertinent legislation, the Company's Management Board discloses the resolutions of the 15<sup>th</sup> General Assembly of *Luka Koper d.d.*'s shareholders, which took place on 20<sup>th</sup> March 2009.

## **Resolutions Adopted by the Assembly**

Of the total of 14,000,000 *Luka Koper d.d.* shares, 10,115,817 ordinary no-par-value shares, or 72.29% of share capital (Item 2) and 10,120,854 ordinary no-par-value shares or 72.29% of share capital (Item 4), were represented at the General Assembly.

### **Item 2: Election of the working bodies of the General Assembly**

#### **Proposal of a resolution:**

Mr Boris Marčič is elected the President of the General Assembly, the vote counters are Ms Dorjana Sabadin and Mr Tomaž Deisinger.

The General Assembly is informed that the meeting is attended by Ms Nana Povšič Ružič as a notary public.

10,115,817 shares - i.e. 100% votes cast - endorsed the proposed resolution, with no votes against.

### **Item 3: Resignation of the Supervisory Board member**

#### **Proposal of a resolution:**

The General Assembly is informed that on 23<sup>rd</sup> December 2008 Mr Marjan Bezjak submitted a resignation statement based on which his mandate terminated on 24<sup>th</sup> December 2008.

The President of the General Assembly established that voting on this Item of the agenda is not necessary due to the fact that said item is merely of an informative nature.

### **Item 4: Appointment of a special auditor to corroborate Company's 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.* adopts 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, is appointed special auditor of the Company.

9,538,019 shares or 99.982% of votes cast were against the proposed resolution, which, accordingly, was rejected.

As to the proposed resolution, the Company received the following two counter-proposals:

- a) on 13<sup>th</sup> February 2009 the counter-proposal by the SŽDP shareholder (Trade Union of Luka Koper Crane Operators) which was on 19<sup>th</sup> February 2009 published in the announcement section of the Official Gazette of the Republic of Slovenia No. 9/2009, in the Dnevnik daily paper, on SEOnet, the electronic information system of LJSE and on Luka Koper's website;

and

- b) on 19<sup>th</sup> March 2009 the counter-proposal jointly proffered by *Kapitalska Družba Pokojninskega & Invalidskega Zavarovanja d. d. Ljubljana* (Pension Fund Management) and *Slovenska Odškodninska Družba d.d. Ljubljana* (Slovene Restitution Fund) as follows:

Based on the first paragraph of Article 318 of the Companies Act RS, the General Assembly of *Luka Koper d.d.* adopts the resolution on the appointment of a special auditor 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, *PricewaterhouseCoopers d.o.o.*, Cesta v Kleče 15, 1000 Ljubljana, Slovenia, is appointed a special auditor of the Company.

- a) 10,120,854 shares were represented, of which 10,102,367 shares (99.817%) voted against the proposed resolution, which was thus not adopted.
- b) 10,120,854 shares were represented, of which 9,635,736 shares (95.305%) voted in favour of the proposed resolution, which was adopted. Accordingly, *PricewaterhouseCoopers d.o.o.*, Cesta v Kleče 15, 1000 Ljubljana, Slovenia, is appointed a special auditor of the Company.

The Management Board  
Luka Koper d.d.