



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

Luka Koper, port and logistics system, 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.*, the Management Board calls the

16<sup>th</sup> Annual General Assembly of Luka Koper d.d. Shareholders

to take place

**at 1 pm on Monday 13<sup>th</sup> July 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 counter *Ixtlan Forum d.o.o.* Ljubljana, together with Ms Nana Povšič Ružič - appointed as notary public - shall all be present.

### **3. Discussion and endorsement of the annual report**

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

The General Assembly shall endorse the 2008 Annual Report.

### **4. The apportionment of distributable profit for 2008, and discharge of the Management and Supervisory Boards**

#### **Resolution proposals:**

#### **4.1.**

Based on the Management Board proposal, distributable profit for 2008 in the amount of € 19,401,856.28 is apportioned as follows:

- a portion of distributable profit in the amount of € 12,534,194.12, retained net profit from 2007, is allocated to other profit reserves;
- the remaining portion of distributable profit in the amount of € 6,867,662.16, composed of net profit for 2008, is allocated to other profit reserves for investment in port infrastructure.

#### **4.2.**

The Assembly shall discharge the Management Board for 2008.

#### **4.3.**

The Assembly shall discharge the Supervisory Board for 2008.

### **5. Information on the election of employees' representatives to the company's Supervisory Board**

The General Assembly is informed that due to the resignation of the employees' representatives - Orjano Ban and Boris Bradač - from the Supervisory Board, the Workers Council as of 8<sup>th</sup> April 2009 elected to the *Luka Koper d.d.* Supervisory Board, for a four-year term, two new representatives:

- Stojan Čepar,
- Mladen Jovičić.

## **6. Determining the gross attendance fees and reimbursement of expenses to members of Supervisory Board and its commissions**

### **Resolution proposals:**

#### **6.1.**

The President of Supervisory Board is entitled to a gross attendance fee in the amount of € 429 for preparations and participation at a Supervisory Board meeting, whereas the gross attendance fee for the other Supervisory Board members shall amount to € 330 each. In the event of a correspondence meeting, the attendance fee is calculated at 80% of the regular fee.

As to the remunerated attendance fees, the Deputy President of the Supervisory Board shall be equal to the members.

If, due to the absence of the President, the meeting is chaired by the Deputy President of the Supervisory Board or another Board member, they shall be entitled to the remuneration of an attendance fee in the amount equal to that prescribed for the Supervisory Board President.

#### **6.2.**

The president of a commission shall be entitled to a gross attendance fee in the amount of € 286, for preparations and participation at the Supervisory Board's commission meeting, whereas the gross attendance fee for each of the commission members shall amount to € 220.

#### **6.3.**

Members of the Supervisory Board and members of commissions shall be paid travel and daily allowances in compliance with the extant provisions regulating travel and daily allowances for *Luka Koper d.d.* employees. Accommodation costs may only be reimbursed in the event that the permanent or temporary residence of the Supervisory Board member or Supervisory Board commission member is at least 100 kilometres distant from the place of the meeting, and that said individual is unable to return home due to the fact that there is no public transport available or other objective reasons.

#### **6.4.**

The resolution *Determining attendance fees of the president and members of the Supervisory Board* adopted under item 5 at the 13<sup>th</sup> General Assembly meeting of 19<sup>th</sup> July 2007 is herewith revoked.

Materials relating to the General Assembly, including the 2008 Annual Report and proposals of resolutions regarding all items of the agenda, 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](http://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.

Owners of all 14,000,000 shares in the Company enjoy the right to attend the General Assembly, and all shares have a voting right. The right to participate in the General Assembly meeting and exercise of 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 8<sup>th</sup> July 2009, and who announce their attendance at the Assembly, in writing, at least three days prior to its taking place. A private individual shareholder must state their EMŠO (personal ID) number in the announcement, whereas legal entities are obliged to provide their registration number. 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 beginning of the Meeting. If the Assembly fails to form a quorum, there will be another Meeting the following day, namely at 1 p.m. on Tuesday 14<sup>th</sup> July 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.