

## 16<sup>th</sup> General Assembly of Shareholders, 13<sup>th</sup> July 2009

---

### Item: Appointment of new Supervisory Board members

#### Proposal of a resolution:

The New appointment of:

- Dr. Janez Požar
- Bojan Brank
- Dr. Marko Simoneti
- Jordan Kocjančič, and
- Tomaž Može

to the *Luka Koper* Supervisory Board for a four-year mandate, effective the day following adoption of this resolution.

#### Explanation:

In accordance with Article 14 of *Luka Koper d.d.*'s statute, the Supervisory Board is comprised of nine members, of which three are elected by the General Assembly upon the proposal of the Republic of Slovenia, one member upon the proposal of Funds of the Republic of Slovenia, and one member as the representative of other shareholders; Supervisory Board members shall serve a four-year term. The term of office of Bojan Zadel, elected upon the proposal of the Republic of Slovenia, Marko Valentinčič, elected upon the proposal of the Funds of the Republic of Slovenia, and Metod Mezek, the representative of other shareholders, expire as of 7<sup>th</sup> July 2009. Marjan Bezjak, appointed a member of the Supervisory Board by the Republic of Slovenia, resigned in December 2008 due to his being elected a member of Slovenia's National Assembly (parliament), and accordingly stepping down due to the incompatibility of functions of Supervisory Board member and deputy.

The request for the extension to the Agenda by the Republic of Slovenia, includes the recall of Supervisory Board member Ms Olga Franca, elected upon the proposal of the Republic of Slovenia, and a proposal as to the election of three new candidates. Through the joint request for an extension to the Agenda for the General Assembly meeting, submitted by *Kapitalska Družba d.d.*, *Slovenska Odškodninska Družba d.d.* and *Banka Koper d.d. - Intesa Sanpaolo S.p.A.*, the fourth candidate shall be elected upon the proposal of the first two institutions, whereas the fifth shall be elected as a representative of other shareholders.

#### Presentation of the candidates:

**Dr. Janez Požar**, a graduate transport technology engineer, with a master's degree in transport, and a doctorate in transport and maritime studies; he is the Acting Director-General of Slovenia's *Maritime Directorate*.

**Dr. Marko Simoneti**, professor at the Faculty of Economics at the University of Ljubljana, he has been President of the *Ljubljana Stock Exchange* Management Board for the past five years.

**Bojan Brank**, a graduate in general management, he is the longstanding General Director of the international transport and logistics company *DHL Ekspres Slovenija*.

**Jordan Kocjančič**, mechanical engineer and graduate economist, he serves as a Director of *Avtotehna d.d.*, and has had years of experience in the commercial sector.

**Tomaž Može**, graduate economist, he is the Director of the *Primorska Chamber of Trade and Commerce*.

---

## **Item: Appointment of external auditors for fiscal 2009**

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

»Upon the proposal of the Republic of Slovenia, the General Assembly appoints *Ernest & Young, d.o.o.*, Dunajska Cesta 111, Ljubljana, Slovenia, to audit the accounts and financial statements of *Luka Koper d.d.* and the *Luka Koper Group* «.

### Explanation:

The request submitted by the Republic of Slovenia for the expansion of the Agenda also encompassed a proposal for the appointment of authorised auditors for fiscal 2009.

The 2008 audit of *Luka Koper d.d.* and the *Luka Koper Group* was performed by *Deloitte Revizija d.o.o.*, which has co-operated with *Luka Koper d.d.* for eight years. In order to meet the provisions of the Corporate Governance Code - re the change of the auditor or auditor-partner every five years, the shareholder proposes to change the auditing company.

Ljubljana-based *Ernest & Young d.o.o.* are one of the country's leading auditing companies, with extensive references and experience in the field of auditing. The international enterprise employs 60,000 experts worldwide who audit a great many of the world's pre-eminent companies. Using proven global methodology as well as most advanced and high quality auditing tools, *Ernest & Young* accordingly provide a quality audit which is comparable throughout the world.

The Management Board  
Luka Koper d.d.