



Based on the Rules and Regulations of *Ljubljanska Borza d.d.* - the Ljubljana Stock Exchange - and pertaining legislation, the Management Board of *Luka Koper d.d.* publishes the resolutions of its *16<sup>th</sup> Annual General Assembly Shareholders*, which took place on Monday 13<sup>th</sup> July 2009.

## **Resolutions of the General Assembly**

Of the total of 14,000,000 no par value shares of *Luka Koper d.d.*, 11,225,196 were represented at the General Assembly, thus corresponding to **80.18% of basic capital of the company.**

### **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."

The proposed resolution was endorsed by 11,223,024 shares, which is 99.995% of the votes cast; 547 shares were against the resolution, namely 0.005% of votes cast. The resolution was accepted in its proposed form.

### **3. Discussion and endorsement of the Annual Report**

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

"The General Assembly shall endorse the 2008 Annual Report."

11,222,175 shares (99.974% of votes cast) were in favour of the resolution, and 2,881 shares (0.026% of votes cast) were against. The resolution was accepted in its proposed form.

### **4. Resolution on 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 shall be 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. ”

10,144,606 shares (90.375% of votes cast) were in favour of the proposed apportionment of distributable profit for 2008, and 1,080,450 shares (9.625% of votes cast) were against the proposal.

The resolution was accepted in its proposed form.

### **4.2.**

“The Assembly shall discharge the Management Board for 2008.”

144,315 shares (1.286% of votes cast) were in favour of the resolution, and 11,079,685 shares (98.714% of votes cast) were against it.

The proposal was rejected.

### **4.3.**

“The Assembly shall discharge the Supervisory Board for 2008.”

112,163 shares (1.097% of votes cast) were in favour of the resolution, and 10,112,197 shares (98.903% of votes cast) were against it.

The proposal was rejected.

## **5. The election of employees' representatives to the 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 of members of the 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."

10,647,892 shares (94.871% of votes cast) were in favour of the proposal, and 575,659 shares (5.129% of votes cast) were against it.

The resolution was accepted.

#### **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."

10,673,265 shares (95.097% of votes cast) were in favour of the resolution, and 550,286 shares (4.903% of votes cast) were against it.

The resolution was accepted in its proposed form.

#### **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.

10,673,810 shares (95.103% of votes cast) were for the resolution, and 549,641 shares (4.897% of votes cast) were against it.

The resolution was accepted in its proposed form.

#### **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.

10,674,345 shares (95.114 % of votes cast) were in favour of the resolution, and 548,295 shares (4.886% of votes cast) against it.

The resolution was accepted in its proposed form.

### **7. Information on the Cessation of the mandates of Supervisory Board members**

#### **Resolution proposal:**

"The General Assembly is informed that the mandate of Supervisory Board members Marko Valentinčič and Metod Mezek terminated as of 7<sup>th</sup> July 2009."

The president of the Assembly read out the resolution proposed by the Management Board, and concluded that the voting in relation to this point in the Agenda, to determine whether the Assembly is a quorum, was unnecessary due to the fact that it was merely of an informative nature.

### **8. Appointment of new Supervisory Board members**

**Appointment of new Supervisory Board members – proposed by *Slovenska Odškodninska Družba d.d.* and *Kapitalska Družba d.d.*, together with *Banka Koper d.d.***

**Resolution proposal:**

“New Supervisory Board members:

- Jordan Kocjančič upon the proposal of *Slovenska Odškodninska Družba d.d.* and *Kapitalska Družba d.d.*, and

- Tomaž Može, upon the proposal of other shareholders,  
to be elected for a four-year term, commencing the day after the adoption of this resolution.«

10,333,874 shares (92.072% of votes cast) were for the resolution, and 889,757 shares (7.928% of votes cast) against.

The resolution was accepted in its proposed form.

**9. Recall of Supervisory Board member****Resolution proposal:**

“Based on Article 275 of Companies Act RS, prior to the expiry of the mandate as of the date of the resolution adopted by the General Assembly, the former Supervisory Board member Olga Franca shall be recalled.”

10,473,839 shares (93.428% of votes cast) were in favour of the resolution, and 736,705 shares (6.572% of votes cast) were against it.

The resolution was accepted in its proposed form.

**10. Appointment of new Supervisory Board members****Resolution proposed by the Republic of Slovenia:**

“New members of the Supervisory Board:

- Dr. Janez Požar, residing at Trnovlje 49, 4207 Cerklje na Gorenjskem, Slovenia;
- Mr Bojan Branko, residing at Groharjeva 8, 1230 Domžale, Slovenia, and
- Dr. Marko Simoneti, residing at Ulica Željka Tonija 51, 1211 Ljubljana-Šmartno, Slovenia,

are, upon the proposal of the Republic of Slovenia, elected for a four-year mandate, which shall commence on the day following the adoption of this resolution by the General Assembly.”

10,446,372 shares (93.201% of votes cast) were in favour of the resolution, and 762,107 shares (6.799% of votes cast) were against.

The resolution was accepted in its proposed form.

**11. Appointment of authorised auditors for fiscal 2009**

**Resolution proposal:**

“Upon the proposal by 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*”.

10,154,870 shares (99.524% of votes cast) were in favour of the resolution, and 53,310 shares (0.476%) were against.

The resolution was accepted in its proposed form.

**Contested resolutions:**

Two law-suits were announced at the General Assembly in relation to the following resolutions:

- Kristjan Verbič, as President of *PanSlovenia Association of Small Shareholders*, informed those present at the Assembly that the resolution under 4.1 of shall be contested in a court of law;
- Mladen Jovičič then informed the Assembly that he will file in a law-suit against resolution No. 11 (appointment of an auditor).

The Management Board  
Luka Koper d.d.