



Based on the provisions of Ljubljana Stock Exchange Rules and pertinent legislation, the company's Management Board discloses the resolutions of the 17<sup>th</sup> General Assembly of *Luka Koper d.d.*'s shareholders, which took place on 26<sup>th</sup> March 2010.

## Resolutions adopted by the General Assembly

### 1. Opening of the General Assembly and constitution of a quorum

Of the total 14,000,000 *Luka Koper d.d.* shares, **10,613,315** ordinary no-par-value shares were represented at the General Assembly, which accounts for **75.81%** of the company's share capital, with each no-par-value share correspondingly accounting for one vote.

### 2. Election of the working bodies of the General Assembly

#### Proposal of a resolution:

Mr. Stojan Zdolšek shall be elected President of the General Assembly; with vote counting undertaken by the Ljubljana-based *IXTLAN Forum d. o. o.*, and Ms Nana Povšič-Ružič appointed as notary public, all of whom shall all be present.

No. of shares with voting rights present:	10,613,315 shares
Votes <b>in favour</b> of the proposed resolution:	10,613,314 shares
Votes <b>against</b> the proposed resolution:	0 shares
Abstained	1 share

10,613,314 shares - i.e. 100% votes cast - endorsed the proposed resolution, which, accordingly, was adopted in the proposed form.

### 3. Introduction of Special Audit Report of *Luka Koper* commissioned on the basis of the company's General Assembly resolution of 20<sup>th</sup> March 2009

## Resolution proposals:

### Resolution No. 1

The Assembly is introduced to the *Luka Koper* Special Audit Report dated 10<sup>th</sup> December 2009 and the Special Audit Supplement of 5<sup>th</sup> February 2010, produced by the auditors *Pricewaterhouse Coopers d.o.o.*, Cesta v Kleče 15, 1000 Ljubljana, Slovenia.

### Resolution No. 2

In compliance with Article 327 of the Companies Act RS, and on the basis of findings of the Special Audit Report and Supplement, the company's Management Board is obliged - within six months from the date of the Assembly meeting - to bring an action for compensation of damages which the company incurred in relation to certain business transactions as a consequence of violations of obligation by the erstwhile management and/or supervisory bodies of *Luka Koper*.

On 24<sup>th</sup> March 2010, the company received from its shareholders *Kapitalska družba pokojninskega in invalidskega zavarovanja d.d.* (Capital Fund) and *Slovenska odškodninska družba d.d.* (Slovenian Restitution Fund) a **counter-proposal** as to Item 3 of the General Assembly meeting agenda, i.e. in relation to resolutions Nos. 1 and 2.

The **counter-proposal** - in relation to Resolution No. 1 as per Item 3 of the agenda - reads as follows:

*"The Assembly is introduced to the Luka Koper Special Audit Report dated 10<sup>th</sup> December 2009 and the Special Audit Supplement of 5<sup>th</sup> February 2010, produced by the auditors Pricewaterhouse Coopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana, Slovenia. At the same time it establishes that said documents do not encompass all transactions proposed by the resolution adopted under No. 4 at the company's General Assembly meeting of 20<sup>th</sup> March 2009.*

*The Assembly adopts the resolution that the special auditor appointed by way of resolution No.4 and adopted at the company's General Assembly meeting of 20<sup>th</sup> March 2009, also reviews other transactions listed in the said resolution which are not encompassed in the Luka Koper Special Audit Report dated 10<sup>th</sup> December 2009 and the Special Audit Supplement of 5<sup>th</sup> February 2009."*

The **counter-proposal** - in relation to Resolution No. 2 as per Item 3 of the agenda - reads as follows:

*"In compliance with Article 327 of the Companies Act, and on the basis of findings of the Special Audit Report and Supplement, the company's Management Board is obliged - within six months from the date of the Assembly meeting - to bring an action for compensation of damages which the company incurred in relation to certain business transactions as a consequence of violations of obligation by the erstwhile management and/or supervisory bodies of Luka Koper, in*

*particular the transactions listed in the resolution No. 4 adopted at the company's General Assembly meeting of 20<sup>th</sup> March 2009 and related to:*

- *disposal of all capital investments in the period of last five years;*
- *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 the bulk cargo terminal;*
- *purchase of shares in the Slovak company TT Invest;*
- *foundation and financing of all newly-established companies during the last five years;*
- *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 last five years;*
- *cost-wise justification of investment management;*
- *justification of surety payment and reimbursement for 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."*

Voting on the counter-proposals as to resolution Nos. 1 and 2 as per Item 3 of the agenda was as follows:

No. of present shares with voting right	10,613,317 shares
Votes <b>in favour</b> of the proposed counter-resolution:	10,612,906 shares
Votes <b>against</b> the proposed counter-resolution:	143 shares
Abstained	268 shares

10,612,906 shares - i.e. 99.999% votes cast - endorsed the proposed counter-resolutions, which were adopted accordingly.

The Management Board  
Luka Koper d.d.