



On the basis of legislative provisions and Ljubljana Stock Exchange Regulations, the Management Board of *Luka Koper d.d.*, a public limited company, publishes the resolutions adopted at its 18th General Assembly meeting of shareholders held on 19th July 2010.

Resolutions Adopted by the Assembly

1. Opening of the General Assembly and establishing a quorum

Of the total of 14,000,000 ordinary shares of *Luka Koper d.d.*, **10,962,364** were represented at the General Assembly, which accounts for **78.3%** of company capital. Each share represents one vote. It was established that on the basis of paragraph 2 of Article 12 of the company Statute, the Assembly is a quorum and can pass resolutions.

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; the vote counter *Ixtlan Forum d. o. o.*, Ljubljana, together with Ms Nana Povšič-Ružič - appointed as notary public - shall all be present.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,943,459 shares
voting AGAINST the proposed resolution	18,765 shares
ABSTAINED	140 shares

10,943,459 shares voted for the proposed resolution, which represents 99.829 % of votes cast.

The resolution was carried in its proposed form.

3. Introduction of the *2009 Annual Report of Luka Koper d.d. and the Luka Koper Group*, together with the opinion of the auditor, as well as the Supervisory Board report in relation to its examination of the *Annual Report*.

Proposal of a resolution:

The Assembly of *Luka Koper d.d.* is presented with the endorsed *2009 Annual Report of Luka Koper d.d. and the Luka Koper Group*, together with the auditor's opinion, as well as the Supervisory Board report on the examination of the *Annual Report*.

The company's Assembly is introduced to the remunerations of the Management and Supervisory Board members, which are listed on page 145 of the Annual Report.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,957,486 shares
voting AGAINST the proposed resolution	4,601 shares
ABSTAINED	277 shares

10,957,486 shares voted for the proposed resolution, which represents 99.958 % of votes cast.

The resolution was carried in its proposed form.

4. Proposal as to the allocation of distributable profit for 2009

Proposal of a resolution:

Luka Koper d.d. Shareholders Assembly is introduced to the fact that in 2009, *Luka Koper d.d.* generated a net loss in the amount of € 59,191,002.63, thus there is no distributable profit for 2009. This loss has been covered by the company established through the release of revenue reserves.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,488,995 shares
voting AGAINST the proposed resolution	473,229 shares
ABSTAINED	140 shares

10,488,995 shares voted for the proposed resolution, which represent 95.683 % of votes cast.

The resolution was carried in its proposed form.

5. Endorsement of the Management and Supervisory Boards for 2009

Proposal of a resolution:

5.1.

The Assembly **shall not endorse** the following Management and Supervisory Board members for 2009:

- Robert Časar, as President of the company's Management Board prior to 15th June 2009;
- Aldo Babič, as Deputy President of the company's Management Board prior to 15th June 2009;
- Marjan Babič, as a Member of the Management Board prior to 11th September 2009;

- Boris Marzi as a Management Board Member (Workers Director) prior to 11th September 2009; and
- the entire Supervisory Board, which oversaw the work of the Management Board prior to 13th July 2009.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,488,295 shares
voting AGAINST the proposed resolution	473,918 shares
ABSTAINED	151 shares

10,488,295 shares voted for the proposed resolution, which represents 95.677 % of votes cast.

The resolution was carried in its proposed form.

5.2

The Assembly **shall endorse** the following Management and Supervisory Board members for 2009:

- Dr. Gregor Veselko, as Management Board President since 16th June 2009;
- Tomaž Martin Jamnik, as Deputy President of the Management Board since 16th October 2009; and
- the work of the Supervisory Board since 14th July 2009.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,995,661 shares
voting AGAINST the proposed resolution	6,483 shares
ABSTAINED	220 shares

10,995,661 shares voted for the proposed resolution, which represents 99.941 % of votes cast.

The resolution was carried in its proposed form.

6. Appointing an external auditor for fiscal 2010

Proposal of a resolution:

The auditors *Ernst & Young, Revizija, poslovno svetovanje d. o. o.*, Dunajska cesta 111, Ljubljana, Slovenia, shall be appointed as external auditor for fiscal 2010.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,960,249 shares
voting AGAINST the proposed resolution	1,975 shares
ABSTAINED	140 shares

10,960,249 shares voted for the proposed resolution, which represents 99.982 % of votes cast.

The resolution was carried in its proposed form.

7. Amendments to the Company Statute of Luka koper d.d.

Proposal of a resolution:

The Assembly shall adopt the proposed amendments to the company Statute of *Luka Koper d.d.*.

There were two counter proposals in relation to the proposed resolution. The first, made by the Republic of Slovenia, which the company received on 24th June 2010 was published on 2nd July 2010. The second counter proposal, made by KAD d.d and SOD d.d., which the company received on 16th July 2010 was published that same day; at the same time the company received from those same shareholders an amended counter proposal.

The proxy of the Republic of Slovenia shareholder announced that its counter proposal of 24th June 2010 was being withdrawn due to the fact that the 16th July 2010 proposal made by KAD d.d. and SOD d.d, together with its 19th July 2010 amendment was totally in concordance with the wishes of the Republic of Slovenia.

The proxy of the Republic of Slovenia shareholder announced that the Republic of Slovenia wished to expand the 16th July 2010 counter proposal of KAD d.d. and SOD d.d and its amendment of 19th July, with the following words:

» The allocation clause of Article 48 of the company Statute becomes Article 51 with a new, third paragraph added, which reads as follows:

The amendments to paragraph 1 of the extant Article 27 (previously Article 24) of the company Statute, and the 3^d paragraph of the extant Article 30 (previously Article 27) of the company Statute shall become valid one year after today's (19th July 2010) General Assembly meeting. The clean copy of the amendments of the Statute represents the supplement to this resolution«

The Assembly president then put the 16th July 2010 counter proposal by KAD d.d. and SOD d.d., amended by KAD d.d. and SOD d.d. on 19th July 2010 and also extended by the Republic of Slovenia on 19th July 2010, to a vote:

Shares represented	10,962,364 shares
voting FOR the amended and extended resolution	9,845,683 shares
voting AGAINST the amended and extended resolution	1,069,061 shares
ABSTAINED	47,620 shares

9,845,683 shares voted for the proposed resolution, which represents 90.205 % of votes cast.

The resolution was carried in its amended and extended form.

8. Familiarization of Assembly as to the realisation of Resolution 3.1 of 17th Shareholders Assembly Meeting of 26th March 2010

Proposal of a resolution:

The Assembly is familiarised as to the realisation of Resolution No. 3.1 of the 17th Shareholders Assembly meeting, in relation to the consolidated special audit of *Luka Koper d.d.* dated 20th April 2010 undertaken by *Pricewaterhouse Coopers d.o.o.*, Cesta v Kleče 15, Ljubljana, Slovenia.

Shares represented	10,962,364 shares
voting FOR the proposed resolution	10,943,403 shares
voting AGAINST the proposed resolution	18,820 shares
ABSTAINED	141 shares

10,488,995 shares voted for the proposed resolution, which represents 99.828 % of votes cast.

The resolution was carried in its proposed form.

9. Amendment of Resolution 3.2 of the 17th Shareholders Assembly Meeting of 26th March 2010

Proposal of a resolution:

Resolution No. 3.2, adopted by 17th Shareholders Assembly of *Luka Koper d.d.* of 26th March 2010, which reads:

»In compliance with Article 327 of the Companies Act, and on the basis of findings of the Special Audit Report and Supplement to Special Audit Report, 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 those listed in the Resolution No. 4 (four) adopted at the Assembly meeting held on 20th March 2009 (twentieth day of March two-thousand-and-nine) in relation to:

- disposal of all capital investments during the 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 over 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 release of vessels owned by *Pašnjak d.o.o.* and *H/J Shipping Malta Ltd.*;
- construction of road to Ankaran.

Shall be amended to read as follows:

»In compliance with Article 327 of the Companies Act, and on the basis of findings of the Special Audit Report and Supplement to Special Audit Report, as well **as the Consolidated Special Audit Report of Luka Koper d.d. dated 20th April 2010 issued by the independent auditors Pricewaterhouse Coopers, d.o.o., Cesta v Kleče 15, Ljubljana, Slovenia**, the company's Management Board is, **with the diligence of a good manager**, obliged to - within six months from the date of the Assembly meeting – **closely examine the elements of damage liability** and 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 those listed in the Resolution No. 4 (four) adopted at the Assembly meeting held on 20th March 2009 (twentieth day of March two-thousand-and-nine) in relation to:

- disposal of all capital investments during the 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 over 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 release of vessels owned by *Pašnjak d.o.o.* and *H/J Shipping Malta Ltd.*;
- construction of road to Ankaran.”

Shares represented	10,962,364 shares
voting FOR the proposed amendment	10,956,675 shares
voting AGAINST the proposed amendment	5,548 shares
ABSTAINED	141 shares

10,956,675 shares voted for the proposed amendment, which represents 99.949 % of votes cast.

The amendment resolution was carried in its proposed form.

There were two challenging actions at the Assembly, namely by:

- Mr. Stojan Auer representing *Društvo Mali Delničarji – Skupaj smo močnejši (Small Shareholders Association – Together we are stronger)*, and
- Mr. Kristjan Verbič of *VZMD*,

both of whom announced that they would bring challenging actions in relation to Resolution No 7.

Management Board
Luka Koper d.d.