

On the basis of Paragraph 3, Article 298 of Companies Act RS, *Luka Koper d.d.* herein publishes the supplement to the Agenda of the 22<sup>nd</sup> General Assembly of *Luka Koper d.d.* shareholders that will take place on 8<sup>th</sup> July 2013, as required within the statutory term (namely by 14<sup>th</sup> June 2013) by shareholders whose total holding amounts to 67.11% of *Luka Koper d.d.*'s issued share capital.

The supplement to the Agenda of the 22<sup>nd</sup> General Assembly of *Luka Koper d.d.* was requested by the following shareholders:

1. Republic of Slovenia, which holds 7,140,000 shares, i.e. 51% of the company's issued share capital;
2. Slovenska odškodninska družba d.d., which holds 1,557,857 shares, i.e. 11.13% of the company's issued share capital;
3. Kapitalska družba d.d., which holds 696,579 shares, i.e. 4.98% of the company's issued share capital.

#### **I.**

The supplement to the Agenda reads as follows:

*»The Republic of Slovenia holds 7,140,000 ordinary no-par value shares in Luka Koper d.d., port and logistics system operator (hereinafter: the company) which accounts for 51% of the company's issued share capital; Slovenska odškodninska družba d.d. holds 1,557,857 ordinary no-par value shares in the company, which accounts for 11.13% of the company's issued share capital; Kapitalska družba d.d. holds 696,579 ordinary no-par value shares in the company, which accounts for 4.98% of the company's issued share capital. The Republic of Slovenia, Slovenska odškodninska družba d.d. and Kapitalska družba d.d. together hold 9,394,436 ordinary no-par value shares, which in total represents 67.11% of the company's issued share capital, thus entitling these shareholders to submit a request to supplement the Agenda.*

#### **II.**

*The proposers require that the Agenda of the 22<sup>nd</sup> General Assembly of the company, published on 7<sup>th</sup> June 2013 on the Ljubljana Stock Exchange (SEOnet) website, as well as the company's website, be extended and supplemented with new items 6.2.1, 6.2.2, 6.2.3, 6.2.4 and 6.2.5.*

*The new items 6.2.1, 6.2.2, 6.2.3, 6.2.4 and 6.2.5 read as follows:*

**»6.2.1. Mr Vinko Može shall be appointed Supervisory Board member for a four-year term commencing 15<sup>th</sup> July 2013.«**

*Mr Vinko Može is a university graduate construction engineer. In 1987 he was appointed CEO of the company Aerodrom Ljubljana d.d., and was the President of the Management Board of Aerodrom Ljubljana d.d. between 1997 and 2007. He has also been a member of the Management Board of the Chamber of Commerce and Industry of Slovenia and President of the Transport and Communications Association at the Chamber of Commerce and Industry of Slovenia.*

**»6.2.2. Mr Andrej Godec shall be appointed Supervisory Board member for a four-year term commencing 15<sup>th</sup> July 2013.«**

*Mr Andrej Godec holds a PhD in Technical Sciences. He has been a project manager at the company Gradivo d.o.o. since 2011, and was the director of the Slovenian agency for investment management in public railway infrastructure between 2009 and 2011, and before that a procurator in the company CM Celje. Mr Godec is also a senior lecturer in Transport at the Faculty of Civil Engineering of the University in Maribor.*

**»6.2.3. Mr Dino Klobas shall be appointed Supervisory Board member for a four-year term commencing 15<sup>th</sup> July 2013.«**

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*Mr Dino Klobas graduated from the Faculty of Mechanical Engineering in 2000. He has been employed as the project manager of the company Tomos d.o.o. motoindustrija – under liquidation. Before that he was a technical director of the company Tomos d.o.o. motoindustrija and its subsidiaries Tomos Nederland B.V., Tomos USA. In addition, he has been a technical director of the company Izoterm d.o.o., Podgrad, and a project manager at Hidria Rotomatika d.o.o.*

**»6.2.4. Mr Nikolaj Abrahamsberg shall be appointed Supervisory Board member for a four-year term commencing 15<sup>th</sup> July 2013.«**

*Mr Nikolaj Abrahamsberg is a Master of Laws, and between 1996 and 2009 he was a senior lecturer in Company Law at Ljubljana University's Faculty of Administration. A member of the Personnel-Accreditation Council at Slovenia's Ministry of the Environment and Spatial Planning during 2009, Mr Abrahamsberg has been President of the Elektro Celje d.d. Supervisory Board since 2011.*

**»6.2.5. Mr Jordan Kocjančič shall be appointed Supervisory Board member for a four-year term commencing 15<sup>th</sup> July 2013.«**

*Mr Jordan Kocjančič graduated from the Faculty of Mechanical Engineering in 1971, and acquired a degree in economics at the University in Maribor in 1978. He was General Director of Avtotehna d.d. between 1994 and 2010 and was President of the Avtotehna d.d. Management Board between 2010 and 2013. He is Deputy President of the Supervisory Board of Probanka d.d. as well as President of the Probanka d.d. audit committee. Mr Kocjančič is currently a member of the Luka Koper d.d. Supervisory Board and President of the Luka Koper d.d audit committee, the President of the Supervisory Board of the Slovenian Chamber of Commerce and a member of the Management Board of the Slovenian Directors Association.*

**Explanation:**

*The proposers submit a request to include these additional items (6.2.1, 6.2.2, 6.2.3, 6.2.4 and 6.2.5) to the Agenda of the company's General Assembly meeting because they find the extant proposal deriving from item 6.2 non legitimate.*

*Compliant with the Article 392 of the Companies Act RS (ZGD-1), the election of Supervisory Board members shall be void in the event that General Assembly elects a person who was not proposed in accordance with the law. Pursuant to Item 2, Paragraph 2 of Article 297a of the Companies Act RS, the company's management is liable - from the publication of the call for the General Assembly to the actual General Assembly meeting itself - to allow shareholders free view of the explanation of each item of the Agenda, at the company's headquarters. Thereby the explanation of the item regarding the General Assembly's appointment of Supervisory or Management Board members must include at least the name and surname, education, experience and current employment of the proposed member.*

*Item 6.2 of the Agenda contains solely the proposal of the election of Supervisory Board members for a four-year term commencing 15<sup>th</sup> July 2013, but it does not provide names, education, experience and current employment of proposed members.*

*According to the explanation of Item 6.2, the company's Supervisory Board appointed the nomination commission to propose the candidates to be elected the Supervisory Board members but the Supervisory Board did not adopt the proposal of the nomination commission and likewise the Supervisory Board has not proposed any candidate members for election to the Supervisory Board by the General Assembly. Hence the Supervisory and Management Boards called upon the shareholders to nominate within the statutory term, or at the latest at the General Assembly meeting, candidates for election to the Supervisory Board. The proposers believe that the names of these candidates' must*

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*be listed in the Agenda of the General Assembly, as determined by the law, otherwise the elections of Supervisory Board members shall be void.*

*Detailed presentations of all candidates are available in the attached CVs.*

***Based on the abovementioned, and compliant with Article 298 of the Companies Act RS (ZGD-1), the proposers call upon the company's Management Board to publish this request for the supplementation of the Agenda for the company's 22<sup>nd</sup> General Assembly within the mandatory terms as well as in the same manner it published the call for the General Assembly that will take place on 8<sup>th</sup> July 2013.***

*Tomaž Kuntarič  
Management Board President*

*Anja Stojin Štampar  
Management Board member*

*Matej Runjak  
Management Board member*

***Slovenska odškodninska družba, d.d.***

***Kapitalska družba, d.d.***

*Bojan Brank  
Management Board President*

Based on Article 300 of the Companies Act RS (ZGD-1), *Luka Koper d.d.* herein publishes a counter-proposal to Item 4 of the Agenda of the 22<sup>nd</sup> General Assembly of *Luka Koper d.d.* that will take place on 8<sup>th</sup> July 2013, as required within the statutory term (namely on 14<sup>th</sup> June 2013) by the shareholder *KD Skladi, družba za upravljanje, d.o.o.* in relation to and on behalf of the shareholders of the sub-funds of the *KD Umbrella fund* - namely: *KD Galileo mixed flexible fund*, *KD Rastko European equity fund*, *KD Balkan equity*, *KD Indija - Kitajska equity*, and *KD Dividendni equity*.

The counter-proposal reads as follows:

*»Based on Article 300 of the Companies Act RS (Official Gazette of RS, No. 42/06 with amendments and supplements, hereinafter ZDG-1), KD Skladi, družba za upravljanje, d.o.o., in relation to and on behalf of the shareholders of the sub-funds of the KD Umbrella fund – namely: KD Galileo, mixed flexible fund, KD Rastko European equity fund, KD Balkan equity, KD Indija - Kitajska equity, and KD Dividendni equity*

*submits the following **counter-proposal to the proposal under Item 4 of the Agenda of the 22<sup>nd</sup> General Assembly of Luka Koper d.d.***

*KD Skladi, družba za upravljanje, d.o.o., Dunajska cesta 63, Ljubljana, in relation to and on behalf of the shareholders of the sub-funds KD Galileo mixed flexible fund, KD Rastko European equity fund, KD Balkan equity, KD Indija - Kitajska equity, and KD Dividendni equity, submits a counter-proposal to the proposal under Item 4 of the Agenda »Proposal as to the allocation of distributable profit for 2012, and endorsement of the Management and Supervisory Boards for their work in 2012« for 22<sup>nd</sup> General Assembly of shareholders of Luka Koper d.d., Vojkovo nabrežje 38, Koper, Slovenia, at 1 pm on 8<sup>th</sup> July 2013 in the Plenary Hall of the Primorska Chamber of Commerce and Industry, Ferrarska Ulica 2, Koper, Slovenia. We object to the proposed resolution and propose the adoption of a counter-proposal submitted in accordance with Article 300 of the Companies Act RS (ZGD-1). The proposers propose that their counter-proposal should be decided before the proposal of the Management and Supervisory Boards resolution, or before the counter-proposals of other shareholders.*

#### **Counter-proposal to Item 4 of the agenda:**

##### **»PROPOSAL OF RESOLUTION No. 4:**

#### **4. Proposal as to the allocation of distributable profit for 2012, and endorsement of the Management and Supervisory Boards for their work in 2012**

##### **4.1.**

*The General Assembly is informed that distributable profit for 2012 amounts to € 3,763,795.*

*The General Assembly shall endorse the following proposal as to the allocation of distributable profit, which, as of 31<sup>st</sup> December 2012, amounted to € 3,763,795:*

- a portion of distributable profit in the amount of € 3,640,000 shall be disbursed as dividends in the gross value of € 0.26 per share;*
- the remaining distributable profit in the amount of € 123,795 shall remain undistributed.*

*Dividends shall pertain to shareholders registered in the Luka Koper d.d. share register on the second day following the General Assembly meeting that decides upon the allocation of distributable profit. Dividends will be disbursed to the shareholders within 60 days of the General Assembly meeting.*

##### **4.2.**

*The General Assembly shall endorse for their work in 2012:*

- Dr Gregor Veselko, who performed the function of the Management Board President until 7<sup>th</sup> September 2012;*
- Tomaž Martin Jamnik, who performed the function of Deputy President of the Management Board until 31<sup>st</sup> May 2012;*

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- *Bojan Brank, Management Board President, who has been performing this function since 7<sup>th</sup> September 2012;*
  - *Matjaž Stare, Management Board Member – Workers Director.*

#### **4.3.**

*The General Assembly shall endorse the Supervisory Board for its work in 2012.*

#### *Argumentation of the counter-proposal:*

*We propose that the major portion of distributable profit for 2012 in the amount of € 3,640,000 shall be disbursed to shareholders as dividends, so that the gross amount of dividend shall amount to € 0.26 per share. We believe it is not necessary that more than one-third of total distributable profit for 2012 remains undistributed as proposed by the Supervisory and Management Boards, and that the abovementioned proposal in relation to the allocation of distributable profit for 2012 is concordant with economic conditions and the company's business policy as well as in the interests of shareholders. The proposal by the Management and Supervisory Boards has been changed as to the amount of the proposed dividend; we propose the increase of dividend to € 0.26 per share and establish that the proposed allocation of distributable profit is still compliant with both the company's dividend policy and its strategic development orientations; it also takes into consideration the shareholders' interest in the long-term growth of share value.*

*Ljubljana, 14<sup>th</sup> June 2013*

*KD Skladi, d.o.o.*

*On behalf of KD Galileo mixed flexible fund, KD Rastko European entity fund, KD Balkan equity, KD Indija - Kitajska equity, and KD Dividendni equity.*

*Luka Podlogar  
Management Board member*

*Matej Tomažin  
Management Board President« .*

#### **Management Board opinion as to the counter-proposal:**

*Luka Koper d.d.'s dividend policy provides an equilibrated combination of the strive to attain maximum dividend yield for shareholders and the allocation of net profit in the financing of investment plans. In consideration of planned investments in port infrastructure and equipment, Luka Koper d.d.'s orientation is to allocate up to one-third of generated net profit as dividends for the period.*

*In 2012, Luka Koper d.d. generated net profit in the amount of € 7,527,590. Upon the Management Board resolution and in the preparation of the annual report, the company formed other revenue reserves in the amount of one half of net profit for 2012.*

*The Management and Supervisory Boards has proposed to the General Assembly of shareholders the allocation of distributable profit, which as of 31<sup>st</sup> December 2012 amounted to € 3,763,795 as follows:*

- *a portion of distributable profit in the amount of € 2,380,000 shall be disbursed as dividends in the gross value of € 0.17 per ordinary share, and this accounts for 32 percent of net profit generated in 2012;*
- *the remaining distributable profit in the amount of € 1,383,795 shall remain undistributed.*

*The counter-proposal submitted on the basis of Article 300 of the Companies Act RS (Official Gazette of RS, No. 42/06 with amendments and supplements, hereinafter ZGD-1) by KD Skladi, družba za*

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*upravljanje d.o.o.* on behalf and on account of shareholders of the sub-funds of the *KD Umbrella fund*, *KD Galileo*, *mixed flexible fund*, *KD Rastko European equity fund*, *KD Balkan equity*, *KD Indija - Kitajska equity*, and *KD Dividendni equity* proposes that € 3,640,000 of distributable profit shall be disbursed as dividends in the gross value of € 0.26 per share, which accounts for 48 percent of net profit generated in 2012.

Bojan Brank  
Management Board President