



Luka Koper, d.d. – Port and Logistic System
Vojkovo Nabrežje 38,
6501 Koper,
Slovenia

On the basis of Article 13 of the Statute of Luka Koper d. d., the company's administrative board calls for the

12th meeting of the General Assembly of Luka Koper d. d. shareholders, to take place on:

**Tuesday, 22nd August 2006 at 1 p.m. in the plenary hall of Luka Koper,
Vojkovo Nabrežje 38, Koper, Slovenia**

The Agenda

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

Proposal of a resolution:

It shall be agreed that the Assembly is a quorum.

2. Election of the working bodies of the General Assembly

Proposal of a resolution:

That Mr. Mirko Pavšič shall be elected as President of the General Assembly; as well as that vote counters Ms Dorjana Sabadin and Ms Lidija Petrinja, as well as Ms Nada Kumar - the appointed notary public - shall all be present.

3. Presentation of the audited 2005 Annual Report, and the Supervisory Board oversight report

Proposal of a resolution:

The General Assembly is presented the 2005 Annual Report as well as the report by the Supervisory Board on the conclusions of its oversight of the Annual Report.

4. The apportionment of profits for 2005, and ratification of the actions of the Management and Supervisory Boards

Proposal of resolutions:

4.1.

That the profits for 2005, in the total amount of 5,988,243,661 (5.988 billion) Slovene tolars, is thus apportioned in order that

- 2,308,196,151 (2.308 billion) Slovene tolars is distributed to shareholders; from this total: 1,856,400,000 (1.856 billion) Slovene tolars shall be paid in dividends pertaining to ordinary shares, 173,767,750 (173.77 million) Slovene tolars for the fixed portion of a dividend that pertains to preference shares, and 278,028,400 (278.03 million) Slovene tolars for the variable portion of a dividend that pertains to preference shares. A portion of the retained profits from 2000 and 2002, which had been retained and held as reserves, are now to be allocated for distribution to shareholders.
- 2,000,000,000 (2 billion) Slovene tolars shall be held over and retained as reserves from profit; namely: accrued net profit from 2004 in the amount of 1,585,557,106 (1.5855 billion) Slovene tolars, and 414,442,894 (414.44 million) Slovene tolars from net profits for 2005;
- 1,680,047,510 (1.68 billion) Slovene tolars shall be carried over into the next financial year.

Gross dividends per ordinary share shall amount to 260.00 Slovene tolars, while gross dividends per preference share amount to 65.86 Slovene tolars. These dividends shall pertain to shareholders that are recorded in the Luka Koper d. d. register of shareholders as of the day after the General Assembly meeting, at which formal decisions shall be made as to the apportionment of profits and the remuneration of dividends. Dividends shall be remunerated to shareholders by 30th September 2006.

4.2.

The Assembly shall retain the services of both the Management Board that was in place immediately prior to 25th July 2005, and the Supervisory Board that was in place until 7th July 2005.

4.3.

The Assembly shall dispense with the services of both the Management Board that operated after 25th July 2005 and the Supervisory Board that has been in place since 7th July 2005.

5. The Introduction of No Par Value (NPV) shares in line with the introduction of the Euro, the Supervisory Board's mandate in this, as well as changes and amendments to the company Statute

Proposal of resolutions:

That the nominal company capital which was established as 14,000,000,000 (14 billion) Slovene tolars divided into 7,140,000 ordinary shares each with a nominal (par) value of 1,000 Slovene tolars, together with 6,860,000 preference shares with limited voting rights and a nominal (par) value of 1,000 Slovene tolars per share, be reapportioned as shares with no par value (NPV).

All existing shares shall be restructured into NPV (no par value) shares in such a manner that in place of 1 (one) ordinary share with an existing nominal value of 1,000 Slovene tolars there shall be 1 (one) NPV ordinary share, while in place of 1 (one) preference share with limited voting rights and an extant nominal value of 1,000 Slovene tolars there shall be 1 (one) NPV preference share with limited voting rights. Thus the nominal capital shall be 14,000,000,000 Slovene tolars newly divided in 7,140,000 NPV ordinary shares and 6,860,000 NPV preference shares with limited voting rights.

The Assembly provides the Supervisory Board with a mandate to recalculate the amount of nominal capital stated in the company Statute, and currently denominated in Slovene tolars, in the equivalent amount of Euros on the day of adoption of the Euro by the Republic of Slovenia at the official rate of exchange prescribed and regulated by the ECB, thus amending the company Statute accordingly.

6. Changes to the company Statute

Proposal of a resolution:

The Assembly adopts the changes to the company Statute in accordance with the proposed text.

7. Business strategy of Luka Koper d. d. to 2015

Proposal of a resolution:

The Assembly gives its consent to the Luka Koper d.d. business strategy 2006-2015 in the proposed form and as it has been presented in the document under that name.

8. Determining the level of remuneration of the President and other members of the Supervisory Board

Proposal of a resolution:

The annual payment for the performance of the function of President of the Supervisory Board is set to 18,000 Euros, and at 12,000 Euros per annum for each of the other members of the Supervisory Board. Prior to the adoption of the Euro, payment shall be remunerated in the equivalent of Slovene tolars on a monthly basis, i.e. 1/12 of the total annual amount per month.

9. Appointment of external auditors for fiscal 2006

Proposal of a resolution:

Upon a proposal by the Supervisory Board, the General Assembly shall appoint *Deloitte&Touche Revizija d.o.o.*, Dunajska 9, Ljubljana, as external auditor for the 2006 accounts of Luka Koper d.d. and the Luka Koper Group.

10. The use of International Financial Reporting Standards (IFRS)

Proposal of a resolution:

As from January 1st 2006, Luka Koper d. d. shall prepare its financial reports and Annual Report in accordance with International Financial Reporting Standards (IFRS).

The materials in Slovenian language for the General Assembly, including the Agenda, the 2005 Annual Report, the Supervisory Board Report and the amendments of the company Statute, as well as proposals for resolutions regarding all points of the Agenda, are available to shareholders daily between 9 a.m. and 12 midday from the company secretary's office at Vojkovo Nabrežje 38, Koper, Slovenia, from the calling of the General Assembly to the actual day of the Assembly meeting; or, alternatively, online at www.luka-kp.si.

Within one week of the General Assembly meeting being called, any shareholder can submit reasonably contended counter-proposals, or other resolutions in relation to particular items on the Agenda. Proposals and resolutions must be sent to the following address: Luka Koper d.d., Vojkovo Nabrežje 38, 6501 Koper, Slovenia.

The right to participate in the General Assembly and exercising the right of vote at the Assembly meeting shall pertain to shareholders listed in the company's register of shareholders, administered by the Central Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. - KDD), Ljubljana, as of 19th August 2006, and who

announce their attendance at the Assembly in writing at least three days prior to its taking place. A representative of a shareholder must produce written authorization of such a mandate and proxy that will remain in the possession of the company.

The hall where the General Assembly is to take place shall be open one hour prior to the commencement of the actual meeting. If the Assembly fails to form a quorum, there will be another Assembly on the same day, namely at 2 p.m. on 22nd August 2006 in the same hall. The General Assembly shall then be considered to have a quorum, and be able to pass valid resolutions, regardless as to the level of nominal capital represented.

The Management Board
Luka Koper d.d.