

Luka Koper, pristaniški in logistični sistem, d.d.  
Vojkovo nabrežje 38, 6501 Koper

**Explanation of proposed Resolutions for the 14<sup>th</sup> Annual General Assembly of *Luka Koper d.d.*, which shall take place at 1 pm on Tuesday 2<sup>nd</sup> September 2008, in the Plenary Hall of Luka Koper – Pristan, Vojkovo Nabrežje 38, Koper, Slovenia.**

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**4. The apportionment of distributable profit for 2007, and discharge of the Management and Supervisory Boards**

**Proposals of resolutions:**

**4.1.**

Distributable profit for 2007 in the amount of € 25,554,194.12 is apportioned as follows:

- the shareholders are distributed a portion of distributable profit in the amount of € 7,700,000.00, formed from other profit reserves amounting to € 7,472,274.49, and a portion of retained net profit from 2006 in the amount of € 227,725.51, this for dividends pertaining to ordinary shares;
- a portion of distributable net profit (a non-distributed portion of retained profit from 2006) in the amount of € 135,000.00 is allocated to Supervisory Board members as participation in profit;
- a portion of distributable net profit (a non-distributed portion of retained profit from 2006) in the amount of € 5,185,000.00 is allocated to other reserves from profit;
- the allocation of the remaining portion of distributable net profit (net profit for 2007) in the amount of € 12,534,194.12 is to be decided upon over the ensuing financial years.

Gross dividend per ordinary share shall amount to € 0.55. Shareholders entered in the share register of Luka Koper d.d. on the day after the endorsement of the resolution of the General Assembly on the apportionment of distributable profit, shall be entitled to the dividend, which, accordingly, will be remunerated to shareholders by 15<sup>th</sup> October 2008.

The Supervisory Board  
The Management Board

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## 5. Appointment of external auditors for fiscal 2008

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

Upon a proposal by the Supervisory Board, the General Assembly shall appoint *Deloitte Revizija d.o.o.*, Dunajska 9, Ljubljana, as external auditor for the 2008 operations and accounts of Luka Koper d.d. as well as the Luka Koper Group.

### ***Explanation:***

*Deloitte Revizija d.o.o.* forms part of the *Deloitte Group*, one of world's four large auditing and consultancy companies. Active on the Slovene market since 1993, their client base encompasses a number of eminent Slovene enterprises engaged in various fields of activity.

*Deloitte Revizija d.o.o.* have audited *Luka Koper's* financial statements since 2002. The audit was conducted by a number of partners, which is compliant with Item 7.1.5. of the Corporate Governance Code, recommending that a company should change its auditing company or auditor at least every five years.

The Supervisory Board

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## 6. Proposal of amendments to the Statute of Luka Koper d.d., adopted at the Annual General Assembly of shareholders of 19<sup>th</sup> July 2007

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

Upon the proposal of the Management and Supervisory Boards, the General Assembly adopts the amendments to the company Statute in the text submitted. The General Assembly authorises the Supervisory Board to prepare a clean copy of the Statute based on the adopted amendments, and produce the final wording of the Statute.

### **Amendments to the Statute of Luka Koper d.d.**

**Article 3** is amended by the addition of the following activities in the first paragraph:

- 72.1 Research and development in the field of natural sciences and technology
- 72.2 Research and development in the field of social sciences and humanities
- 85.5 Other education, basic and advanced training

**Article 33** is augmented by a new Article 33a, which reads as follows:

In compliance with the Employee Participation in Profit Act, a portion of company's profit can be allocated for employee participation in profit.

## ***Explanation:***

### **Article 3**

Of late, the new business strategy together with other development concepts, have promoted *Luka Koper's* intensive engagement in research and development, activities which coincide with the possibility of drawing non-reimbursable funds from the EU in the period 2007-2013, as well as systematic co-operation with universities, research institutes and other institutions. In order to perform such activities, the company has to register research and development among its activities, as well as enrol a group of researchers at the Slovenian Research Agency.

The growth in cargo throughput at *Luka Koper* has also resulted in increasing demand for staff qualified in handling operations, as well as drivers for cranes and other cargo handling machinery. To date, an external institution provided such training and qualification; we believe, however, that there exist a number of advantages to internal training. Thus we have embarked on a procedure to progressively comply with the statutory requirements for the in-house provision of driver and operator training, and accordingly propose the registration of a new activity for the company – education and training.

### **Article 33a**

On 7<sup>th</sup> April 2008, the *Luka Koper* Workers' Council addressed an initiative to the company's Management Board for the conclusion of an agreement on employee participation in profit in compliance with the *Employee Participation in Profit Act*. The Management Board adopted the Workers' Council initiative, and believes that employee participation in profits may additionally stimulate personnel to achieve the company's objectives as well as increase revenue. Due to the fact that the company's statutory compliance with Article 9 of *Employee Participation in Profit Act* must comprise a provision as to the possibility of a portion of company profit being allocated for distribution amongst employees, an appropriate amendment to the company Statute has, accordingly, been proposed.

The Management Board  
The Supervisory Board

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## **7. The appointment of Supervisory Board Members**

### **Proposals of resolutions:**

#### **7.1.**

Upon the proposal of the Koper municipal authority (city council) and the company's Supervisory Board, Mr Boris Popovič is elected a member of the Supervisory Board as of 2<sup>nd</sup> September 2008 for a four-year mandate.

#### **7.2.**

The General Assembly is informed that as of 27<sup>th</sup> July 2008 the Workers' Council elected the following three representatives, each with a four-year mandate, to the Supervisory Board:

- Orjana Ban
- Boris Bradač, and
- Nebojša Topič.

***Explanation:***

In accordance with Article 14 of the Statute of *Luka Koper d.d.*, the Supervisory Board is comprised of nine members, of which the General Assembly elects – among others – one member proposed by the Koper municipal authorities, whilst three members – the employees representatives – are elected by the *Luka Koper* Workers' Council.

The mandate of Boris Popovič, elected upon the proposal by the Koper municipal authorities, as well as the three employees' representatives, expired on 26<sup>th</sup> July 2008.

On 30<sup>th</sup> June 2008, the Workers' Council elected three new employee representatives as follows: Orjana Ban, Boris Bradač and Nebojša Topič, who commenced their four-year mandate as Supervisory Board members on 27<sup>th</sup> July 2008.

On 19<sup>th</sup> June 2008, the Koper municipal authorities appointed Boris Popovič for a new four-year mandate on the *Luka Koper* Supervisory Board. Upon graduation from Koper Grammar School, Popovič worked in the family business, which he eventually took over and expanded. An active sportsman until 2000, he has been mayor of Koper since 2002.

The Supervisory Board  
The Management Board

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## **8. Concession Contract**

### **Proposal of resolution:**

The General Assembly provides its consent to the enclosed text of the Concession Contract for the provision of port services, management, development and maintenance of port infrastructure within the Port of Koper.

***Explanation:***

The enforcement of the *Regulation on the Management of the Port of Koper, the Provision of Port Services*, and the *Award of a Concession for the Management, Development and Maintenance of the Port of Koper* (Official Gazette of the Republic of Slovenia, No. 71/2008), provides the legal basis for the final arrangement of relations between the Republic of Slovenia and *Luka Koper d.d.* as regards the future operation of the Port of Koper in compliance with Slovenia's Maritime Code. Such regulation and agreement is also the prerequisite for the unimpeded further development of port operations and infrastructure within the port area.

In accordance with Item 1.1.2. of Paragraph 2 of Article 8 of Luka Koper d.d.'s Statute, the company's General Assembly adopts decisions on the conclusion of concession contracts. The Supervisory Board gave its consent to the attached text of the Concession Contract for the provision of port services, as well as the management, development and maintenance of port infrastructure within the Port of Koper, and furthermore proposes that the company's shareholders provide their consent for the Management Board to ratify said Concession Contract.

The Supervisory Board  
The Management Board