



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

Luka Koper, port and logistics system operator, a public limited company
Vojkovo Nabrežje 38
6501 Koper
Slovenia

On the basis of Article 9 of the Company Statute of *Luka Koper d. d.*, the company's Management Board calls the

17th Annual General Assembly of Luka Koper d.d. shareholders

to take place at 1 pm on Friday 26th March 2010

**in the plenary hall of the Chamber of Commerce and Industry of Primorska,
Ferrarska Ulica 2, 6000 Koper, Slovenia**

The Agenda:

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

Proposal of a resolution:

It shall be established that the Assembly is a quorum.

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.

3. Introduction of Special Audit Report of Luka Koper commissioned on the basis of the company's General Assembly resolution of 20th March 2009.

The Management Board submits the following two proposals of resolutions to the Assembly:

RESOLUTION No. 1

The Assembly is introduced to the Luka Koper Special Audit Report dated 10th December 2009 and the Special Audit Supplement of 5th 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, 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*.

From the calling of the General Assembly to the actual day of the Assembly meeting, an abstract of the Special Audit Report and the proposal of a resolution, together with an explanation, are available online at the company's website www.luka-kp.si and the stock-exchange information system SEO-net. The Special Audit Report is also available to shareholders between 9 a.m. and 12 midday at the company secretary's office at *Luka Koper d.d.*'s headquarters at Vojkovo Nabrežje 38, Koper, Slovenia.

Shareholders may submit reasonably contended counter-proposals to the resolutions already itemised in the Agenda within one week of the call for the General Assembly. These should be sent to the registered address Luka Koper d.d., Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

Those shareholders whose joint stakes amount to one-twentieth (5 percent) of the issued share capital may, not later than within a week of the call for the General Assembly, prescribe additional Agenda items, in writing, together with proposals for Assembly resolutions, or alternatively provide an explanation or commentary of said additional Agenda item. Any such requests shall be sent to *Luka Koper d.d.* at Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

All shareholders enjoy the right to attend the General Assembly. Owners of all 14,000,000 shares in the Company enjoy voting rights in accordance with their holding.

The right to participate in the General Assembly meeting and exercise a voting right shall pertain to shareholders entered in the company's register of shareholders, administered by the *Central Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. - KDD)*, Ljubljana, as of 22nd March 2010, and who announce their attendance at the Assembly, in writing, by the end of the fourth day prior to its taking place. In their announcement, private shareholders (natural persons) must state their EMŠO (personal ID) number, whereas legal entities should provide their registration number. Shareholders should send their written announcements of intention to attend the General Assembly meeting to Luka Koper d.d. at Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

Any representative of a shareholder must produce, at the Assembly meeting or before, written authorization as to their mandate (or proxy), which will be kept by the company. Forms for written announcements of intention to attend the General Assembly meeting, as

well as forms for written authorizations for representation are available online at the company's website www.luka-kp.si.

A shareholder may exercise their right to be informed in accordance with Article 305 of the Companies Act at the Assembly meeting.

The Hall where the General Assembly will take place shall be open one hour prior to the commencement of the Meeting. If the Assembly fails to form a quorum, there will be another meeting on the same day, namely at 2 p.m. on 26th March 2010 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

The Management Board
Luka Koper, d.d.