

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

**17<sup>th</sup> General Assembly of Luka Koper d.d.,  
commencing at 1 pm on 26<sup>th</sup> March 2010**

**Item 3 of the Agenda**

**Introduction of the Luka Koper Special Audit Report, commissioned on the basis  
of the company's General Assembly resolution of 20<sup>th</sup> March 2009**

*The Management Board proposes the following resolutions:*

RESOLUTION No. 1

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

*Management Board's explanation of the proposed resolutions:*

At its meeting of 20<sup>th</sup> March 2009, the General Assembly of *Luka Koper d.d.*, on the basis of Article 318 of *ZDG-1* (Companies Act-1 RS) adopted a resolution on the appointment of a special auditor in order to examine the management of all business transactions in the company over the past five years, with a particular emphasis on the transactions related to the issues listed in the resolution of the company's General Assembly. The *Luka Koper d.d.* General Assembly appointed Pricewaterhouse Coopers d.o.o., Cesta v Kleče 15, 1000 Ljubljana, Slovenia, as the special auditor (hereon in: special auditor).

The Management Board received the Special Audit Report on 10<sup>th</sup> December 2009, and this was followed by the Special Audit Supplement on 5<sup>th</sup> February 2010, which provides

additional information in relation to the 10<sup>th</sup> December Special Audit Report; thus both documents should be considered as a whole.

In compliance with the provisions of the fourth paragraph of Article 320 of *ZGD-1*, the company's Management Board submitted the Special Audit Report to the Supervisory Board and also listed it on the Agenda for the General Assembly meeting.

Compliant with the provisions of the first paragraph of Article 327 of *ZGD-1*, the company's management is obliged - in the event that the Assembly makes such a decision with an ordinary majority of votes cast, and within six months of the date of the Assembly meeting - to bring an action for compensation of damages which the company incurred in relation to certain business transactions which have been deemed a violation of obligation by the erstwhile management or supervisory bodies of the company.

The Special Audit Report illustrates that the company incurred damages in relation to certain business transactions as a consequence of violations of obligation by the erstwhile management and/or supervisory bodies.

The Management Board may only bring actions for compensation of damages against the erstwhile management and/or supervisory bodies in the event that such is decided by the Assembly by an ordinary majority of votes.

The Management Board proposes that the General Assembly adopt the aforementioned resolution in order to attain legal authorisation for procedures against the members of erstwhile management and/or supervisory bodies to compensate damages that the company incurred in relation to certain business transactions, so that after it investigates all legal conditions the Management Board would commence the necessary legal procedures and determine the amount of damages that would be the subject of said procedures.

The Management Board  
Luka Koper d.d.