



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 Management Board calls the

18th General Assembly of Luka Koper d.d. Shareholders

**to take place at 1 pm on Monday 19th July 2010
in the Plenary Hall of the Primorska Chamber of Commerce and Industry,
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; the vote counter *Ixtlan Forum d. o. o.*, Ljubljana, together with Ms Nana Povšič-Ružič - appointed as notary public - shall all be present.

3. Introduction of the *2009 Annual Report of Luka Koper d.d. and the Luka Koper Group*, together with the opinion of the auditor, as well as the Supervisory Board report in relation to its examination of the *Annual Report*.

Proposal of a resolution:

The Assembly of *Luka Koper d.d.* is presented with the endorsed *2009 Annual Report of Luka Koper d.d. and the Luka Koper Group*, together with the auditor's opinion, as well as the Supervisory Board report on the examination of the *Annual Report*.

The company's Assembly is introduced to the remunerations of the Management and Supervisory Board members, which are listed on page 145 of the Annual Report.

4. Proposal as to the allocation of distributable profit for 2009**Proposal of a resolution:**

Luka Koper d.d. Shareholders Assembly is introduced to the fact that in 2009, *Luka Koper d.d.* generated a net loss in the amount of € 59,191,002.63, thus there is no distributable profit for 2009. This loss has been covered by the company established through the release of revenue reserves.

5. Endorsement of the Management and Supervisory Boards for 2009**Proposal of a resolution:****5.1.**

The Assembly **shall not endorse** the following Management and Supervisory Board members for 2009:

- Robert Časar, as President of the company's Management Board prior to 15th June 2009;
- Aldo Babič, as Deputy President of the company's Management Board prior to 15th June 2009;
- Marjan Babič, as a Member of the Management Board prior to 11th September 2009;
- Boris Marzi as a Management Board Member (Workers Director) prior to 11th September 2009; and
- the entire Supervisory Board, which oversaw the work of the Management Board prior to 13th July 2009.

5.2

The Assembly **shall endorse** the following Management and Supervisory Board members for 2009:

- Dr. Gregor Veselko, as Management Board President since 16th June 2009;
- Tomaž Martin Jamnik, as Deputy President of the Management Board since 16th October 2009; and
- the work of the Supervisory Board since 14th July 2009.

6. Appointment of an external auditor for 2010**Proposal of a resolution:**

The auditors *Ernst & Young, Revizija, poslovno svetovanje d. o. o.*, Dunajska cesta 111, Ljubljana, Slovenia, shall be appointed as external auditor for fiscal 2010.

7. Amendments to Luka Koper d.d. Statute

Proposal of a resolution:

The Assembly shall adopt the proposed amendments to the company statute of *Luka Koper d.d.*.

8. Assembly's familiarisation with the realisation of Resolution No. 3.1, adopted by the 17th Shareholders' Assembly held on 26th March 2010**Proposal of a resolution:**

The Assembly is familiarised as to the realisation of Resolution No. 3.1 of the 17th Shareholders Assembly meeting, in relation to the consolidated special audit of *Luka Koper d.d.* dated 20th April 2010 undertaken by *Pricewaterhouse Coopers d.o.o.*, Cesta v Kleče 15, Ljubljana, Slovenia.

9. Amendment of Resolution No. 3.2 adopted by the 17th Shareholders' Assembly on 26th March 2010**Proposal of a resolution:**

Resolution No. 3.2, adopted by 17th Shareholders Assembly of *Luka Koper d.d.* of 26th March 2010, which reads:

»In compliance with Article 327 of the Companies Act, and on the basis of findings of the Special Audit Report and Supplement to Special Audit Report, 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*, in particular those listed in the Resolution No. 4 (four) adopted at the Assembly meeting held on 20th March 2009 (twentieth day of March two-thousand-and-nine) in relation to:

- disposal of all capital investments during the last five years;
- construction of new business premises;
- purchase and demolition of warehouses at the Koper passenger terminal;
- purchase of real estate in the BTC terminal zone and Orleška Gmajna in Sežana;
- business conducted with *Premik-net*, *Grafist* and *B.R.I.L.*;
- elaboration of project documentation in relation to covering over the bulk cargo terminal;
- purchase of shares in the Slovak company *TT Invest*;
- foundation and financing of all newly-established companies during the last five years;
- rationale as to the purchase of cranes for the extension of Pier I;
- cost-wise rationale as to the purchase of all real estate during the last five years;
- cost-wise justification of investment management;
- justification of surety payment and release of vessels owned by *Pašnjak d.o.o.* and *H/J Shipping Malta Ltd.*;
- construction of road to Ankaran.

shall be amended to read as follows:

»In compliance with Article 327 of the Companies Act, and on the basis of findings of the Special Audit Report and Supplement to Special Audit Report, as well **as the Consolidated Special Audit Report of Luka Koper d.d. dated 20th April 2010 issued by the independent auditors Pricewaterhouse Coopers, d.o.o., Cesta v Kleče 15, Ljubljana, Slovenia**, the company's Management Board is, **with the diligence of a good manager**, obliged to - within six months from the date of the Assembly meeting – **closely examine the elements of damage liability** and 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*, in particular those listed in the Resolution No. 4 (four) adopted at the Assembly meeting held on 20th March 2009 (twentieth day of March two-thousand-and-nine) in relation to:

- disposal of all capital investments during the last five years;
- construction of new business premises;
- purchase and demolition of warehouses at the Koper passenger terminal;
- purchase of real estate in the BTC terminal zone and Orleška Gmajna in Sežana;
- business conducted with *Premik-net*, *Grafist* and *B.R.I.L.*;
- elaboration of project documentation in relation to covering over the bulk cargo terminal;
- purchase of shares in the Slovak company *TT Invest*;
- foundation and financing of all newly-established companies during the last five years;
- rationale as to the purchase of cranes for the extension of Pier I;
- cost-wise rationale as to the purchase of all real estate during the last five years;
- cost-wise justification of investment management;
- justification of surety payment and release of vessels owned by *Pašnjak d.o.o.* and *H/J Shipping Malta Ltd.*;
- construction of road to Ankaran."

Materials relating to the General Assembly, including the 2009 Annual Report, proposals as to Statute amendments as well as proposals of resolutions in relation to all items of the Agenda, are available to shareholders daily between 9 am and 12 midday at the company's headquarters at Vojkovo Nabrežje 38, Koper, Slovenia, from the calling of the General Assembly to the actual day of the Assembly meeting, and online at the Company's website: www.luka-kp.si.

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

Those shareholders whose joint stakes amount to one-twentieth (five percent) or more of the issued share capital may, not later than within a week of the call for the General Assembly, request in writing that additional items are put on the Agenda, together with proposals for Assembly resolutions, as well as provide explanation or commentary in relation to an Agenda item. Any such requests should be sent to *Luka Koper d.d.*, Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

The right to attend the General Assembly is enjoyed by all owners of the 14,000,000 shares in *Luka Koper d.d.*; all shares enjoy equal voting rights. The right to participate at the General Assembly meeting and the exercise of voting rights 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, by the end of the fourth day prior to the Assembly meeting, i.e. 15th July 2010, and who announce their attendance at the Assembly, in writing, not later than by the end of the fourth day prior to its taking place, i.e. 15th July 2010.

In their announcement, private shareholders (natural persons) must state their EMŠO (personal ID) number, date of birth and address, whereas legal entities should provide their registration number and address. Shareholders should send their written announcements to *Luka Koper d.d.* at Vojkovo Nabrežje 38, 6501 Koper, Slovenia, or to the email address uprava@luka-kp.si.

Any representative of a shareholder must produce at the Assembly meeting - at the latest - written authorization as to their mandate (or proxy), which shall 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.

Any shareholder may exercise their right to be informed in accordance with Article 305 of the Companies Act RS at the General 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 19th July 2010 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

Dr. Gregor Veselko
President of the Management Board