

Based on Article 300 of the Companies Act RS, the Management Board of *Luka Koper d.d.* publishes the following

Counter-proposal

to Item 7 of the Agenda of the 18th General Assembly of *Luka Koper d.d.* shareholders, taking place at 1 pm on Monday 19th July 2010 in the Plenary Hall of the Chamber of Commerce and Industry of Primorska, Ferrarska Ulica 2, 6000 Koper, Slovenia.

On 24th June 2010, Luka Koper d.d. received from the shareholder Republic of Slovenia - represented by the Ministry of Transport, Langusova 4, Ljubljana - which as of 24th June 2010 holds 51% of *Luka Koper d.d.* shares, the following counter-proposal:

»Based on Article 300 of the Companies Act (Official Gazette of RS, No.65/09 – official consolidated text, 83/2009 Odl.US: U-I-165/08-10, Up-1772/08-14, Up-379/09-8) the Republic of Slovenia submits the counter-proposal to Item 7 of the Agenda of the 18th General Assembly of Luka Koper d.d. shareholders "Amendments to the Luka Koper Statute."

The counter-proposal to Item 7 of Agenda reads as follows: The General Assembly shall adopt the amendments to the Statute proposed by the Republic of Slovenia.«

Explanation:

Following the call for the 18th General Assembly of Luka Koper d.d. shareholders, taking place on Monday 19th July 2010, as published in the Official Gazette of RS on 18th June 2010, and in compliance with the Article 300 of Companies Act RS, the Republic of Slovenia submits a counter-proposal to Item 7 of the Agenda, i.e. in relation to the amendment of the Statute of Luka Koper d.d..

Notwithstanding that it proposes amendments to individual Articles of the Statute, the Republic of Slovenia formally opposes the proposed text. In the formation of its counter-proposal, the Republic of Slovenia resumed and adopted those amendments and supplements to the Statute proposed by the Management Board which are, in the opinion of the shareholder Republic of Slovenia, grounded. Those sections of Statute amendments which should, upon the proposal of the Republic of Slovenia, be regulated differently, are altered in the text and explanations provided.

The Republic of Slovenia supports a number of the amendments proposed by the company's Management Board, as they provide clarity and transparency in relation to the full text of the Statute. However, the Republic of Slovenia proposes that Articles 7, 9, 14, 16, 19, 20 and 25 of the Statute are worded differently than has been proposed by the company's Management Board under Item 7 of the Agenda «

The full text of amendments to the Statute as prescribed in the counter-proposal - which comprises over 3,000 characters - is available to shareholders in Slovenian language via the

company's website at <http://www.luka-kp.si/slo/za-vlagatelje/skupscine-delnicarjev> as well as online at the *SEOnet* service of *Ljubljana Stock Exchange*.

The opinion of the Management Board as to the counter-proposal:

The *Luka Koper d.d.* Management Board does not take any stand as to the counter-proposal. It establishes that the shareholder, the Republic of Slovenia, also proposes an amendment to Article 27 of the company's Statute. In the text, the proposed amendment to Article 27 of the company's Statute is not explained nor indicated as a proposed amendment to the Statute in the final sentence of the counter-proposal explanation.

Dr Gregor Veselko
Management Board President
Luka Koper d.d.