

LUKA KOPER, post and logistics system operator, a public limited company
Vojkovo Nabrežje 38, 6501 Koper, Slovenia

On the basis of the first paragraph of Article 10 of the Company Statute of *Luka Koper d. d.*, the Management Board calls the

19th General Assembly of Luka Koper d.d. Shareholders

**to take place
at 1 pm on 11th July 2011
in the Plenary Hall of the Primorska Chamber of Commerce and Industry,
Ferrarska Ulica 2, 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 of Ljubljana is elected President of the General Assembly; the vote counters IXTLAN Forum d.o.o., Ljubljana, together with Ms Nana Povšič-Ružič - also appointed as notary public - shall all be present.

3. Presentation of Luka Koper d.d. and Luka Koper Group Annual Report for 2010, together with the auditor's opinion as well as the Supervisory Board's overview and report on the 2010 Annual Report of Luka Koper d.d. and Luka Koper Group

Proposal of a resolution:

The General Assembly shall be presented the endorsed Luka Koper d.d. and Luka Koper Group 2010 Annual Reports, with the auditor's opinion as well as the Supervisory Board's report upon its examination of the 2010 Annual Report of Luka Koper d.d. and Luka Koper Group.

The company's General Assembly is introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 188 and 189 of the Annual Report.

4. Proposal as to the allocation of distributable profit for 2010

Proposal of a resolution:

Luka Koper d.d. Shareholders Assembly is introduced to the fact that in 2010, *Luka Koper d.d.* generated a net loss in the amount of € 2,431,887.92. This loss is covered through the release of other revenue reserves.

5. Endorsement of the Management and Supervisory Boards for 2010

Proposal of a resolution:

The General Assembly shall endorse the Management and Supervisory Boards for 2010.

6. Appointment of an external auditor for fiscal 2011

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/calendar 2011.

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., port and logistics system operator.

The notary public shall prepare a clean copy of the Statute of Luka Koper d.d., port and logistics system operator.

8. Determination as to the performance of Supervisory Board members, their functions, remuneration and attendance fees, together with the disposition, remuneration and reimbursement of Supervisory Board Commissions for the following twelve (12) months

Proposal of a resolution:

On the basis of provisions of Article 25 of the Luka Koper d.d. Statute, the General Assembly shall adopt a resolution on the determination of remuneration as to the functional performance and attendance fees for members of the Supervisory Board as well as members of Supervisory Board Commissions for the following twelve (12) months as follows:

Each Supervisory Board member shall receive € 275 (gross) as an attendance fee for their participation at a Supervisory Board meeting.

Each Supervisory Board Commission member shall receive a gross attendance fee in the amount of 80% of the attendance fee applicable for participation at a Supervisory Board meeting for their participation at a Supervisory Board Commission meeting.

The attendance fee for any correspondence meeting shall amount to 80% of the regular attendance fee.

Notwithstanding the aforementioned, i.e. regardless of participation at meetings, an individual Supervisory Board member shall be entitled to the reimbursement of attendance fees - from either Supervisory Board or Supervisory Board's Commission meetings - to a total amount of 50% of their basic remuneration for Supervisory Board member function.

Further to attendance fees, Supervisory Board members shall receive basic remuneration as to the performance of their function in the annual gross amount of € 11,000 per individual member.

The President of the Supervisory Board shall also be entitled to a 50% supplement to the basic remuneration for the performance of a Supervisory Board Commission member function.

The members of a Supervisory Board Commission shall be entitled to the supplement as to performance of their function, which per individual Commission member shall amount to 25% of their basic remuneration as to the performance of Supervisory Board Commission member.

The Supervisory Board and Supervisory Board Commission members shall receive their basic remuneration and supplement as to the performance of their function in proportional monthly instalments to which they are entitled for the period in which they perform that function.

Each monthly payment shall amount to one twelfth of the annual amounts defined above. In the event that a Board member performs their function for less than a month, they shall be entitled to the proportional payment according to the number of days worked.

Notwithstanding the above, an individual Supervisory Board commission member - i.e. regardless as to the number of commissions they are members of or preside over - shall only be entitled to supplementary payments up to a total amount equal to 50% of their basic remuneration as a Supervisory Board member.

The restriction as to the total amount of attendance fee or supplement payments to the Supervisory Board members shall in no way whatsoever affect the obligation to attend meetings of either the Supervisory Board or the Commission of which they are a member; such shall remain their legally prescribed responsibility.

9. General Assembly authorisation for the acquisition of treasury stock

Proposal of a resolution:

The General Assembly shall authorise the company to acquire and dispose of treasury stock under the following conditions:

1. the authorisation for the acquisition of treasury stock shall be valid for 36 months from the date of granting by the General Assembly;
2. the authorisation shall apply for the acquisition of a maximum 1,400,000 of company's shares; namely, together with treasury stock already held by the company, the total amount may not exceed 10% of company's issued share capital;
3. the purchase price for the acquisition of shares as treasury stock:
 - cannot exceed the average daily trading price of the company's share on the Ljubljana Stock Exchange over the previous calendar month by more than 10%;
 - cannot be lower than € 4.17, which is the base value of the share as a fractional proportion of the company's issued share capital;
4. the company may only acquire treasury stock via a stock exchange;
5. The company may use existing treasury stock as well as treasury stock acquired by way of this authorisation for all, or some, of the following purposes:

- for exchange of any business or financial assets on the basis of prior Supervisory Board consent, or
 - for eventual disposal to a strategic investor on the basis of prior Supervisory Board consent;
6. The price at which the company shall dispose of its treasury stock may not be lower than their average purchase price nor lower than average daily trading price at the Ljubljana Stock Exchange over the previous full calendar month prior the date of their disposal;
 7. In the event treasury stock is disposed for the purposes and under the terms determined in this authorisation, any pre-emptive right shall be excluded in the disposal of shares;
 8. At the first regular General Assembly meeting following the date of any eventual acquisition of treasury stock, the Management Board is obliged to inform shareholders as to the reasons and purpose of the acquisition, the total number and portion of acquired shares as well as their value. At the first regular General Assembly meeting following the date of any eventual disposal of treasury stock, the Management Board shall report to shareholders as to the reasons and purpose of the disposal, the total number and portion of disposed shares as well as the amount realised. In addition, the Management Board shall submit the opinion of an independent financial consultant as to the suitability of disposal from the perspective of the interests of the company and its shareholders.

10. Resignation and appointment of a Supervisory Board Member

Proposal of a resolution:

10. 1

The General Assembly shall adopt the 12th October 2010 resignation statement and discharge request by Luka Koper d.d. Supervisory Board member Mr Boris Popovič, and shall endorse his discharge from the function of Luka Koper d.d. Supervisory Board member as of 21st October 2010, the date when the company received his resignation statement.

10. 2

Following the adoption of this resolution as to the acceptance of resignation and upon the proposal of the Municipal Council of Koper Municipality, Ms Sabina Mozetič, of Kvedrova Ulica 1, Koper, shall be appointed Luka Koper d.d. Supervisory Board member with a four-year mandate commencing 21st October 2010.

11. General Assembly's familiarisation with the realisation of Resolution No. 9, adopted by the 18th Shareholders' Assembly on 19th July 2010

Proposal of a resolution:

The General Assembly shall be familiarised with the realisation of Resolution No. 9, adopted by the 18th Shareholders' Assembly held on 19th July 2010.

Materials relating to the General Assembly, including the 2010 Annual Report, proposals as to Statute amendments as well as proposals of resolutions in relation to all items on the Agenda, shall be 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; they are also available 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 company's 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 meeting 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. 7th July 2011, 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. 7th July 2011.

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 Plenary 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 11th July 2011 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