

LUKA KOPER, port 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

20th General Assembly of *Luka Koper d.d.* Shareholders
to be held at
1 pm on 9th July 2012
in the
Plenary Hall of the Primorska Chamber of Commerce and Industry,
Ferrarska Ulica 2, Koper, Slovenia

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 appointed as notary public, shall all be present.

3. Presentation of the 2011 Annual Report for *Luka Koper d.d.* and the *Luka Koper Group*, together with the auditor's opinion as well as the Supervisory Board's overview and report on the 2011 Annual Report for *Luka Koper d.d.* and the *Luka Koper Group*

Proposal of a resolution:

The General Assembly shall be presented the endorsed 2011 Annual Report together with the auditor's opinion as well as the Supervisory Board's report upon its examination of the 2011 Annual Report of *Luka Koper d.d.* and the *Luka Koper Group*.

The company's General Assembly is introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 206 and 207 of the Annual Report.

4. Proposal as to the allocation of distributable profit for 2011 and endorsement of the Management and Supervisory Boards for their work in 2011

Proposals of resolutions:

4.1.

The *Luka Koper d.d.* Shareholders Assembly is introduced to the fact that there is zero distributable profit for 2011. In 2011, *Luka Koper d.d.* generated a net loss in the amount of € 1,849,205.32. This loss has already been covered through the release of other revenue reserves formed in the past.

4.2

The General Assembly shall endorse the Management Board for their work in 2011.

4.3.

The General Assembly shall endorse the Supervisory Board for their work in 2011.

5. Appointment of an external auditor for fiscal 2012

Proposal of a resolution:

The auditors *Ernst & Young, d.o.o.*, Dunajska Cesta 111, Ljubljana, Slovenia, shall be appointed as external auditor for fiscal 2012.

6. Amendments to the Luka Koper d.d. Statute

Proposal of a resolution:

The Assembly shall adopt amendments to the Statute of *Luka Koper d.d.*, port and logistics system operator; namely, the Company shall harmonise general acts with the Statute amendments not later than by 9th September 2012. By that same date the Supervisory Board shall be obliged to appoint a new (single) Managing Director and settle all the relations with the previous Management Board. The notary public shall prepare a clean copy of the Statute of *Luka Koper d.d.*, port and logistics system operator.

7. Determination of remuneration and attendance fees for Supervisory Board and Supervisory Board Commission members for the following twelve (12) months

Proposal of a resolution:

On the basis of the provisions of Article 25 of the *Luka Koper d.d.* Statute, the General Assembly shall adopt a resolution on the determination of remuneration 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.
- For their participation at a Supervisory Board Commission meeting, a Supervisory Board Commission member shall receive an attendance fee in the amount of 80% of the attendance fee for participation at a Supervisory Board meeting.

- The attendance fee for a correspondence meeting shall amount to 80% of the regular attendance fee.
- Notwithstanding the aforementioned, i.e. regardless of the number of meetings attended in a fiscal year, a Supervisory Board member shall be entitled to the remuneration of attendance fees - from either Supervisory Board or Supervisory Board's Commission meetings - to an aggregate maximum amount of 50% of their basic remuneration for performing their function as a Supervisory Board member.
- In addition to attendance fees, Supervisory Board members shall receive basic remuneration for performing their function as a member of the Supervisory Board in an annual amount of € 11,000 gross per individual member.
- The President of the Supervisory Board shall also be entitled to a 50% supplement to their basic remuneration for their Supervisory Board member function.
- The President of a Supervisory Board Commission shall also be entitled to a 50% supplement to their basic remuneration for the performance of a Supervisory Board Commission member function.
- Supervisory Board Members of a Supervisory Board Commission shall be entitled to a 25% supplement on top of their basic remuneration for the performance of their Supervisory Board function.
- External members of Supervisory Board Commissions - i.e. those who are not simultaneously members of the Supervisory Board - shall be entitled to remuneration in the amount of € 11,000 (gross) per year for the performance of their function.
- For the period in which they perform their respective functions, Supervisory Board and Supervisory Board Commission members shall receive their basic remuneration and supplements in proportional monthly instalments.
- 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 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 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.

8. 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. Authorisation for the acquisition of treasury stock shall be valid for 36 months from the date that such is granted by the General Assembly.
2. Authorisation shall apply in relation to the acquisition of a maximum of 1,400,000 LKPG shares; namely, the total amount of treasury stock acquired and thence held by the company may not exceed 10% of *Luka Koper d.d.*'s issued share capital.
3. The purchase price for the acquisition of LKPG shares as treasury stock:
 - shall not be more than 10% above the average daily trading price of the company's share on the Ljubljana Stock Exchange over the previous calendar month prior the date of acquisition;
 - shall not 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 business or financial assets on the basis of prior Supervisory Board consent;
 - for employee stock options aimed at employees of *Luka Koper d.d.* or associated companies;
 - 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 may it be lower than the average daily trading price of the LKPG share on the Ljubljana Stock Exchange over the previous full calendar month prior to the date of their disposal.
 7. In the event treasury stock is disposed of under the terms and for the purposes 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, Management shall be 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 - and from the perspective of the interests of the company and its shareholders - Management shall submit the opinion of an independent financial consultant as to the appropriateness of disposal.

Materials relating to the General Assembly, including the 2011 Annual Report, the applicable Statute of the company 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 holdings amount to one-twentieth 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. 5th July 2012, 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. 5th July 2011.

In their announcement, private shareholders (natural persons) must state their date of birth and address or other personal information by which the shareholder may unambiguously be identified, 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 9th July 2012 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