



On the basis of legislative provisions and Ljubljana Stock Exchange Regulations, the Management Board of Luka Koper d.d., a public limited company, publishes the resolutions adopted at its 20th General Assembly meeting of shareholders held on 9th July 2012.

Resolutions Adopted by the Assembly

1. Opening of the General Assembly and constitution of a quorum

Of the total of 14,000,000 ordinary shares of Luka Koper d.d., 11,061,314 were represented at the General Assembly, which accounts for **79.09%** of company capital. Each share represents one vote. It was established that on the basis of paragraph 2 of Article 12 of the company Statute, the Assembly is a quorum and can pass resolutions.

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.

Shares represented	11,061,314
Voting FOR proposed resolution	3,912,928
Voting AGAINST proposed resolution	8,230
ABSTAINED	7,140,156

The resolution was carried in its proposed form.

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.

Shares represented	11,061,314
Voting FOR proposed resolution	11,053,682
Voting AGAINST proposed resolution	7,492
ABSTAINED	140

The resolution was carried in its proposed form.

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.

Shares represented	11,061,314
Voting FOR proposed resolution	10,842,480
Voting AGAINST proposed resolution	218,694
ABSTAINED	140

The resolution was carried in its proposed form.

4.2

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

Shares represented	11,061,314
Voting FOR proposed resolution	3,907,705
Voting AGAINST proposed resolution	7,153,469
ABSTAINED	140

The resolution was not adopted.

4.3.

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

Shares represented	11,061,314
Voting FOR proposed resolution	3,778,126
Voting AGAINST proposed resolution	7,282,372
ABSTAINED	816

The resolution was not adopted.

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.

Shares represented	11,061,314
Voting FOR proposed resolution	11,055,686
Voting AGAINST proposed resolution	1,518
ABSTAINED	4,110

The resolution was carried in its proposed form.

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 1st October 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.

Shares represented	11,061,314
Voting FOR proposed resolution	297,451
Voting AGAINST proposed resolution	10,763,723
ABSTAINED	140

The resolution was not adopted.

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.

Shares represented	11,061,314
Voting FOR proposed resolution	3,892,389
Voting AGAINST proposed resolution	28,788
ABSTAINED	7,140,140

The resolution was carried in its proposed form.

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.
- 9.

Shares represented	11,061,314
Voting FOR proposed resolution	1,534,263
Voting AGAINST proposed resolution	9,526,797
ABSTAINED	254

The resolution was not adopted.

9. Recall of Luka Koper d.d. Supervisory Board members Mr Janez Požar, Mr Marko Simoneti, Mr Bojan Brank and Mr Jordan Kocjančič, and the appointment of new Supervisory Board members.

Proposals of resolutions:

9.1.

The Assembly shall recall *Luka Koper d.d.* Supervisory Board members Mr Janez Požar, Mr Marko Simoneti, Mr Bojan Brank and Mr Jordan Kocjančič. This recall shall enter into force as of the date of the adoption of this Resolution by the General Assembly.

Shares represented	11,061,314
Voting FOR proposed resolution	1,192,634
Voting AGAINST proposed resolution	2,492,080
ABSTAINED	7,376,600

The resolution was not adopted.

9.2.

As of 9th July 2012, the General Assembly shall appoint for a four-year term the following persons to the Supervisory Board of *Luka Koper*:

1. Mr Matija Blažič, born 4th April 1946, a university graduate in labour management, currently employed at *MM Intelekt d.o.o.*, business and enterprise solutions
2. Mr Darko Šifrer, born 18th May 1956, degree in applied mathematics, currently employed at the accounting services company *Firast d.o.o.*,
3. Ms Sonja Poljšak, born 2nd August 1949, retired; employed for 32 years at *Luka Koper d.d.*
4. Mr Zdravko Hočevar, born 9th February 1959, mechanical engineer; currently employed as the Director of *Rižanski Vodovod Koper*, municipal water supply.

No voting was performed for item 9.2.

President of the General Assembly informed the shareholders about the resolution of the Council of workers of Luka Koper, which nominated Mr. Nebojša Topić as representative of workers in the Supervisory board of Luka Koper for a mandate of 4 years starting on 28th July 2012.

No challenging actions were announced.

Koper, 10th July 2012

The Management Board