

In accordance with Article 295 of the Companies Act RS (ZGD-1), and, upon the request of the Republic of Slovenia represented by the Capital Assets Management Agency of the Republic of Slovenia (AUKN), which holds 7,140,000 Luka Koper d.d. shares, namely 51% of Luka Koper d.d.'s total share capital, the Management Board of Luka Koper d.d. calls for the

21st General Assembly of *Luka Koper d.d.* Shareholders

to be held
on 5th April 2013 at 1 p.m.
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, constitution of a quorum and the election of the General Assembly's working bodies

Proposal of resolutions:

1.1.

It shall be established that the Assembly is a quorum.

1.2

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.

2. The recall of Supervisory Board members

Proposal of a resolution:

Luka Koper d.d.'s General Assembly shall recall:

- Dr Janez Požar
- Sabina Mozetič
- Dr Marko Simoneti
- Jordan Kocjančič
- Tomaž Može
- Bojan Brank

as members of the Supervisory Board of Luka Koper d.d.

3. Appointment of new members of the Supervisory Board

Proposal of resolutions:

3.1.

The General Assembly shall appoint Nikolaj Abrahamsberg as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

3.2

The General Assembly shall appoint Igor Maher as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

3.3

The General Assembly shall appoint Robert Srobotič as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

3.4

The General Assembly shall appoint Marko Kocjančič as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

3.5

The General Assembly shall appoint Breda Filipovič as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

3.6

The General Assembly shall appoint Irena Andrijašič-Trohar as a member of the Supervisory Board of Luka Koper d.d. for a four-year term.

4. Supervision of transactions undertaken by Luka Koper d.d.

Proposal of a resolution:

Luka Koper d.d.'s General Assembly shall propose that the company's Supervisory Board immediately commission an independent auditor to examine unaudited transactions made by Luka Koper d.d. during the 2007 – 2011 five-year period, with a specific focus on the following issues:

- Disposal and burdening of real-estate in the Republic of Slovenia and abroad in relation to transactions in excess of € 1,000,000 (one million euros);
- Timber Terminal operations;
- Operations involving port service providers (contracts with IPS) and other subcontractors;
- Investments with transaction values in excess of € 1,000,000 (one million euros);
- Operations in relation to the issue of guarantees, collateral and pledges with values in excess of € 100,000 (one-hundred-thousand euros);
- Loans, grants and related activities involving transactions in excess of € 500,000 (five-hundred-thousand euros);
- Operations pertaining to the acquisition and disposal of shares and stakes in other businesses;
- Operations pertaining to the employment of executives.

Koper d.d.'s General Assembly shall propose that the company's Supervisory Board acquire a written report as to the conclusions of the audit. This should contain a clear statement as to all transactions defined within the Assembly's proposal, as well as to introduce said report at the next General Assembly of the company. The report should also include conclusive findings that clearly and explicitly contain the following: financial and legal argumentation in relation to instances of unprofessional or unlawful conduct, determination as to the extent of damage or loss, identification of perpetrators, their responsibility and an evaluation as to the rationale, together with an assessment as to the prospects of success in relation to the issue of indemnity and litigation. In order to ensure the report

contains the requisite content, a lawyer or a law firm and other experts should also participate in the audit, whereby the cost of their services must be included in the offer tendered by the external auditor.

Materials (including the shareholder's 20th December 2012 request for a General Assembly meeting), together with the resolution proposals and explanations, shall be available to shareholders daily between 9 am and 12 midday at Luka Koper d.d.'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 and SEOnet, the information system of Ljubljana Stock Exchange.

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, Slovenia, or to the email address uprava@luka-kp.si.

The right to attend the General Assembly meeting is enjoyed by all shareholders in Luka Koper d.d., and each of the company's 14,000,000 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. 29th March 2013, 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. on or before 1st April 2013.

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 5th April 2013 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

Bojan Brank
President of the Management Board
