

On the basis of the second Paragraph of Article 16 of the Statute of Luka Koper, a public limited company, and on the provisions of Article 300 of the Companies Act RS, we herein publish the proposal of the shareholder Koper Municipality in relation to Item 3 of the agenda for the 21<sup>st</sup> General Assembly of Shareholders of *Luka Koper d.d.* to be held at 1 pm on 5<sup>th</sup> April 2013 in the Plenary Hall of the Primorska Chamber of Commerce and Industry, Ferrarska Ulica 2, Koper, Slovenia. This proposal is as follows:

»On the basis of the second Paragraph of Article 16 of the Statute of Luka Koper, port and logistics system operator, a public limited company (hereinafter *Luka Koper d.d.*) and based on Article 300 of the Companies Act of RS (hereinafter ZGD-1) the shareholder Koper Municipality, Verdijeva Ulica 10, Koper, Slovenia, provides in relation to Item 3 of the Assembly's agenda, the following

### **proposal of a resolution**

The *Luka Koper d.d.* General Assembly appoints Sabina Mozetič as a member of the Supervisory Board of Luka Koper for a term of 4 (four) years.

### **Explanation**

On 1<sup>st</sup> March 2013, the *Luka Koper d.d.* Management Board called a General Assembly Meeting of *Luka Koper d.d.* shareholders to take place on 5<sup>th</sup> April 2013. Item 3 refers to a proposal on the appointment of six new members of the Supervisory Board.

In accordance with the provisions of the second Paragraph of Article 16 of the Statute of *Luka Koper d.d.*, one Supervisory Board member can be proposed by the municipality within which *Luka Koper d.d.* operates, and that this is Koper Municipality, which is at the same time a shareholder of the company.

On 15<sup>th</sup> January 2013, the Koper Municipal Council adopted a resolution that Koper Municipality shall at the General Assembly of Luka Koper d.d. propose Ms Sabina Mozetič, the director of municipal administration, as a new Supervisory Board member.

On the basis of the abovementioned, as well as in accordance with the provisions of Article 300 of the Companies Act RS, the shareholder Koper Municipality shall attend the General Assembly, and further to Item 3 of the agenda propose that the General Assembly appoints Ms Sabina Mozetič as a member of the Supervisory Board. At the General Assembly, the shareholder Koper Municipality shall object to the original proposal as to the appointment of new Supervisory Board members due to the fact that the call for General Assembly fails to comply with Paragraph 2 of Article 16 of the *Luka Koper d.d.* Statute, and shall accordingly convince other shareholders to vote for its proposal.

Koper Municipality calls upon the Management Board to announce and publish its proposal in compliance with Article 296 of ZDG-1.

Koper, Slovenia, 8<sup>th</sup> March 2013  
Boris Popovič  
Mayor«

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Based on Paragraph 1, Article 11 of the *Luka Koper d.d.* Statute and the provisions of Articles 296, 298 and 300 of the Companies Act RS (ZGD-1), the company's Management Board publishes the clean copy of the agenda of the call for 21st General Assembly Meeting of *Luka Koper d.d.* shareholders which was published on 1st March 2013 on the website of the Agency of the RS for Public Legal Records and Related Services (AJPES) under the Notice No. 1292837 and in Delo daily paper.

## **21<sup>st</sup> General Assembly of *Luka Koper d.d.* Shareholders**

to be held  
**on 5<sup>th</sup> 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.*

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### **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 Srabotič 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.

#### **To the Item 3 of the agenda, the proposal of the shareholder Koper Municipality in accordance with the provisions of Article 300 of ZGD-1:**

#### Proposal of a resolution:

*Luka Koper d.d.* General Assembly shall appoint Ms Sabina Mozetič as a member of the Supervisory Board for a term of 4 (four) years.

### **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.

*Luka 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

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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 20<sup>th</sup> 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](http://www.luka-kp.si) and SEOnet, the information system of Ljubljana Stock Exchange.

Shareholders are entitled to submit resolution proposals in a written form. Shareholders' proposals shall only be published if submitted to the company in a manner pursuant to Article 296 of the Companies Act RS (ZGD-1) within seven days of the call for the General Assembly meeting. A counter-proposal should be an informative, reasoned and well-grounded response to the Management Board proposal, intended to make other shareholders vote for their counter-proposal resolution. Shareholders should submit resolution proposals and counter-proposals in a written form to the following address: Luka Koper, d.d., Vojkovo Nabrežje 38, 6501 Koper, Slovenia, or by email to [uprava@luka-kp.si](mailto:uprava@luka-kp.si). Shareholders' proposals not submitted within seven days of the publication of the call for the General Assembly meeting but submitted, at the latest, at the General Assembly Meeting itself shall be discussed at the meeting.

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](mailto:uprava@luka-kp.si). The right to attend the General Assembly meeting is enjoyed by all owners of the 14,000,000 shares; 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 29<sup>th</sup> 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. 1<sup>st</sup> 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](mailto: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 and proxy, are available online at the company's website [www.luka-kp.si](http://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.

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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 5<sup>th</sup> 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