

In accordance with the first Paragraph of Article 10 of the Luka Koper d.d. Statute, the Management Board calls for the

**22<sup>nd</sup> General Assembly of Luka Koper d.d. Shareholders**

**to take place at 1 pm on 8<sup>th</sup> July 2013  
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 General Assembly's working bodies**

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 also be present.

**3. Presentation of the 2012 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion and the Supervisory Board's report on its review of the 2012 Annual Report of Luka Koper d.d. and the Luka Koper Group**

Proposal of a resolution:

The General Assembly shall be presented with the adopted 2012 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion as well as the Supervisory Board's report on its review of the 2012 Annual Report of Luka Koper d.d. and the Luka Koper Group.

The General Assembly is introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 196 to 199 of the Annual Report.

**4. Proposal as to the allocation of distributable profit for 2012, and endorsement of the Management and Supervisory Boards for their work in 2012**

Proposals of resolutions:

4.1.

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The General Assembly is informed that distributable profit for 2012 amounts to € 3,763,795.

The General Assembly shall endorse the following proposal as to the allocation of distributable profit, which, as of 31<sup>st</sup> December 2012, amounted to € 3,763,795:

- A portion of distributable profit in the amount of € 2,380,000 shall be disbursed as dividends in the gross value of € 0.17 per share;
- the remaining distributable profit in the amount of € 1,383,795 shall remain undistributed.

The dividend shall pertain to the shareholders registered in the Luka Koper d.d. share register on the second day following the General Assembly meeting which decides upon the allocation of distributable profit. Dividends will be disbursed to the shareholders within 60 days of the General Assembly meeting.

#### 4.2

The General Assembly shall endorse for their work in 2012:

- Dr Gregor Veselko, who performed the function of the Management Board President until 7<sup>th</sup> September 2012;
- Tomaž Martin Jamnik, who performed the function of Deputy President of the Management Board until 31<sup>st</sup> May 2012;
- Bojan Brank, Management Board President, who has been performing this function since 7<sup>th</sup> September 2012;
- Matjaž Stare, Management Board Member – Workers Director.

#### 4.3.

The General Assembly shall endorse the Supervisory Board for its work in 2012.

### **5. Appointment of external auditor for fiscal 2013**

#### Proposal of a resolution:

The auditors *Ernst & Young, d.o.o.*, Dunajska Cesta 111, Ljubljana, Slovenia, shall be appointed as external auditor for fiscal 2013.

### **6. Election of Supervisory Board members**

#### Proposals of resolutions:

#### 6.1

Luka Koper d.d. shareholders establish that as of 14<sup>th</sup> July 2013 the mandate of the following five Supervisory Board members shall expire: Dr Janez Požar, Jordan Kocjančič, Tomaž Može, Bojan Brank and Dr Marko Simoneti.

#### 6.2

New Supervisory Board members shall be elected for a four-year term commencing 15<sup>th</sup> July 2013.

#### Explanation:

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The Supervisory Board appointed a nomination commission to propose candidates for election to the Supervisory Board of Luka Koper d.d. for a four-year term. The nomination commission did not submit any proposal to the Supervisory Board as to new candidate members, and likewise the Supervisory Board has not proposed any candidate members for election to the Supervisory Board by the General Assembly.

Hence, in relation to this item of the Agenda and within the statutory term following the call for 22<sup>nd</sup> General Assembly, the Supervisory and Management Boards call upon the shareholders to nominate candidates for election to the Supervisory Board. In compliance with the Companies Act RS, such proposals can, at the latest, be submitted at the General Assembly meeting.

## **7. Determination of remuneration and attendance fees for Supervisory Board members as well as 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. This shall be 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 - for either Supervisory Board or Supervisory Board 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 as a member of the Supervisory Board, whilst the Deputy President of the Supervisory Board shall be entitled to a 10% 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 Commission members 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.
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- Notwithstanding the above, an individual Supervisory Board Commission member shall only be entitled to supplementary payments up to a total amount equal to 50% of their basic remuneration as a Supervisory Board member - regardless as to the number of commissions they are members of, or preside over.
  - 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:

- Authorisation for the acquisition of treasury stock shall be valid for 36 months from the date that such is granted by the General Assembly.
- 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 held by the company may not exceed 10% of Luka Koper d.d.'s total share capital.
- 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 share capital.
- The company may only acquire treasury stock via the stock exchange.
- 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; or
  - for eventual disposal to a strategic investor on the basis of prior Supervisory Board consent.
- The price at which the company shall dispose of its treasury stock may not be lower than its 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 disposal.
- 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.
- 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 holding 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.

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Materials pertaining to the General Assembly, including the 2012 Annual Report and proposals of resolutions together with explanations 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 via the company's website: [www.luka-kp.si](http://www.luka-kp.si).

Shareholders may submit reasonably contended counter-proposals to the resolutions itemised on the Agenda within seven days 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](mailto:uprava@luka-kp.si).

Those shareholders whose joint holdings amount to one-twentieth of the company's share capital may, not later than within seven days 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 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 General Assembly meeting, i.e. 4<sup>th</sup> July 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. 4<sup>th</sup> July 2013.

In their announcement, private shareholders (natural persons) must state their date of birth and address or other personal information by which that shareholder may unambiguously be identified, whereas legal entities should provide their registration number and address. Written announcements should be sent 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 latest at the Assembly meeting, written authorization as to their mandate (or proxy), which shall be kept by the company. Forms of attendance at the General Assembly meeting and forms for written authorizations 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.

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 shall be another meeting on the same day, namely at 2 p.m. on 8<sup>th</sup> July 2013 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

Dr Janez Požar  
Supervisory Board President

Bojan Brank  
Management Board President

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