

**LUKA KOPER, port and logistics system operator, a public limited company
Vojkovo Nabrežje 38, 6501 Koper, Slovenia**

Based on provisions of the second paragraph of Article 16 of the *Luka Koper* Statute together with the provisions of Article 300 of the Companies Act RS (ZGD-1), we herein publish the counter-proposal of the shareholder Koper Municipality to Item 4 of the Agenda of the 23rd General Assembly of *Luka Koper d.d.* that shall take place at 1 pm on 7th October 2013 in the Plenary Hall of the Primorska Chamber of Commerce and Industry, Ferrarska Ulica 2, Koper, Slovenia. Said counter-proposal reads as follows:

Counter-proposal of the shareholder Koper Municipality to the proposition under Item 4 of the Agenda: Recall of Supervisory Board members.

According to provisions of Companies Act RS (hereinafter ZGD-1, Official Gazette of RS, No. 42/2006, with amendments 60/2006, 65/2009 UPB3, 83/2009 Odl.US: U-I-165/08-10, Up-1772/08-14, Up-379/09-8, 33/2011, 91/2011, 100/2011 Skl.US: U-I-311/11-5, 32/2012, 57/2012) and the company Statute of *Luka Koper d.d.*, Koper Municipality, Verdijeva Ulica 10, 6000 Koper, Slovenia (the proposer) as a shareholder with 466,942 shares in *Luka Koper d.d.*, accounting for 3.335% of share capital, submits a counter-proposal to **Item 4 of the Agenda: Recall of Supervisory Board members** at the 23rd General Assembly of *Luka Koper d.d.* that shall take place 1 pm on 7th October 2013 in the Plenary Hall of the Primorska Chamber of Commerce and Industry, Ferrarska Ulica 2, Koper, Slovenia.

The proposer suggests that this counter-proposal be voted on before the originally published proposal of a resolution, as well as before any eventual counter-proposals of other shareholders. At the same time, the proposer communicates that according to the provisions of Article 300 of ZGD-1 they shall object to the published proposal and convince other shareholders to vote for the above counter-proposal

The counter-proposal under Item 4 of the Agenda reads as follows:

Proposal of a resolution:

"As of the date of this resolution's adoption, the General Assembly will recall the following Supervisory Board members, as the representatives of shareholders:

- Dino Klobas,
- Nikolaj Abrahamsberg,
- Vinko Može,
- Andrej Godec, and
- Jordan Kocjančič,

New members shall be appointed to the Supervisory Board as representatives of the shareholders serving a four-year term, commencing as of the date of the adoption of this resolution:

- Tomaž Kuntarič,
 - Matej Runjak,
 - Matej Pirc,
 - Mitja Svolfšak, and
 - Mateja Lovšin Herič."
-

Explanation:

Koper Municipality (hereinafter MOK) has, in accordance with Article 16 of the *Luka Koper d.d.* Statute, the right to propose for election one of the six members of the company's Supervisory Board. At its extraordinary meeting of 12th September 2013, MOK's Municipal Council reconfirmed that the interests of the local community and MOK within the Supervisory Board of *Luka Koper d.d.* should be represented by Sabina Mozetič. On this basis, MOK proposes that only five members of the Supervisory Board should be recalled, and consequently only five new members are appointed. Consequently, Dragomir Kolman shall not be proposed or appointed. As to the remainder, the counter-proposal completely follows the proposal made by SOD, and fully recapitulates it.

According to Article 301 of ZGD-1, the shareholder's proposal as to the election of Supervisory or Management Board members doesn't have to be substantiated. Compliant with Item 2, Paragraph 2, of Article 297a of ZGD-1 we herein provide the following information on the newly proposed members of the Supervisory Board:

Tomaž Kuntarič, university graduate lawyer and an MA in Economics. He was the Director of the Dept. of legal, staff, general and organisational affairs at *Kapitalska Družba Pokojninskega in Invalidskega Zavarovanja d.d.*, Assistant to the Management Board President of *Gorenje d.d.*, a member of a number of Supervisory and Management Boards (*Delo d.d.*, *DSU d.o.o.*, *Gorenje d.d.*, *Litostroj d.d.*, *Modra Zavarovalnica d.d.*, *Sava d.d.*, *Skimar d.o.o.*, *Slovenijales d.d.*, *Tosama d.d.*). Currently he is Management Board President of *Slovenska Odškodninska Družba d.d.*, Supervisory Board President of *Petrol d.d.* and Deputy President of the Management Board of *PDP d.d.*

Matej Runjak, graduate economist (University of Ljubljana), MBA in management, international experience in accounting and management. He was Director of *Directorate for Public Property and Financial System* at the Ministry of Finance. Currently he is the member of Management Board of *Slovenska Odškodninska Družba d.d.* and Supervisory Board President of *Zavarovalnica Triglav d.d.*

Matej Pirc, graduate economist (University of Ljubljana) with international experience in the management of support functions in trade, finance, accounting, control, investment, development, IT, personnel, legal and general affairs, development management, as well as liquidity and financial risk management. Currently he is the member of Management Board of *Slovenska Odškodninska Družba d.d.* and Supervisory Board President of *GEN Energija d.o.o.*

Mitja Svolfšak, university graduate economist from University of Ljubljana, CFA. He is currently employed at *Slovenska Odškodninska Družba d.d.*, before that he was Executive Director of *AUKN RS*, investment fund manager at *Nacionalna Finančna Družba za Upravljanje Investicijskih Skladov* as well as a broker at *CBH d.d.* and *eBrokers Borzno-Posredniška Hiša d.d.*. He has also been a Management Board member of *Slovenijavino d.d.* and *NFD Aureust Invest d.d.*, Croatia.

Mateja Lovšin Herič is employed as head of Department for capital investment management at *Slovenska Odškodninska Družba d.d.* She is a university graduate economist and has been employed at *Slovenska Odškodninska Družba d.d.* since 1995, where she was an independent advisor at the capital investment management department, which after 2003 she ran; between 2006 and the end of 2012 she was an advisor to the management cabinet. At present she is also a member and Deputy President of the *Pozavarovalnica Sava d.d.* Supervisory Board.

Mayor Boris Popovič
Koper Municipality - Shareholder-Proposer

Based on provisions of Paragraph 1, Article 11 of *Luka Koper d.d.* Statute and provisions of Articles 296, 298 and 300 of Companies Act RS (ZGD-1), the company's Management Board herein publishes the clean copy of the Agenda of the call for 23rd General Assembly of *Luka Koper d.d.* shareholders that was published on 5th September 2013 on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES) under publication ID No. 1411079 and in *Delo* daily newspaper

23rd General Assembly of Luka Koper d.d. Shareholders

**to take place at 1 pm on 7th October 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. Amendment of the Statute

Proposal of a resolution:

»Article 45 of the company Statute of *Luka Koper d.d.* shall be amended as follows:

- Paragraph 2 of Article 45 of the Statute will read: **"The call for a General Assembly, together with the Agenda and proposals for Resolutions, shall be published via the publicly accessible websites of the company, the AJPES website and Slovenia's *Delo* daily paper, respecting the obligations as to the call for a General Assembly in accordance with the regulations of the financial instruments market."**«

4. Recall of Supervisory Board members

Proposal of a resolution:

"As of the date of this resolution's adoption, the General Assembly will recall the following Supervisory Board members, as the representatives of shareholders:

- Dino Klobas,
 - Nikolaj Abrahamsberg,
 - Vinko Može,
-

-
- Andrej Godec,
 - Jordan Kocjančič, and
 - Sabina Mozetič.

New members shall be appointed to the Supervisory Board as representatives of the shareholders serving a four-year term, commencing as of the date of the adoption of this resolution.

- Tomaž Kuntarič,
- Matej Runjak,
- Matej Pirc,
- Dragomir Kolman,
- Mitja Svoljšak, and
- Mateja Lovšin Herič."

Counter-proposal of the shareholder Koper Municipality to the proposition under Item 4 of the Agenda: Recall of Supervisory Board members.

Proposal of a resolution:

"As of the date of this resolution's adoption, the General Assembly will recall the following Supervisory Board members, as the representatives of shareholders:

- Dino Klobas,
- Nikolaj Abrahamsberg,
- Vinko Može,
- Andrej Godec, and
- Jordan Kocjančič,

New members shall be appointed to the Supervisory Board as representatives of the shareholders serving a four-year term, commencing as of the date of the adoption of this resolution:

- Tomaž Kuntarič,
- Matej Runjak,
- Matej Pirc,
- Mitja Svoljšak, and
- Mateja Lovšin Herič."

Materials pertaining to the General Assembly (the shareholder's request for the General Assembly call as of 28th August 2013 and the proposal of the shareholder Koper Municipality) including proposals of resolutions together with explanations, 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 and Ljubljana Stock Exchange information system SEO-net.

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.

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.

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. 3rd October 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. 3rd October 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.

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.

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 7th October 2013 in the same Hall. The General Assembly shall then be able to pass valid resolutions, regardless of the level of share capital represented.

Gašpar Gašpar Mišič
Management Board President
