

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

In accordance with the provisions of Paragraph 3, Article 10 of the Statute of *Luka Koper d.d.*, and upon the 21st January 2014 request of the Republic of Slovenia holding 7,140,000 shares in *Luka Koper d.d.* (51% of share capital) which is as per the provisions of the Slovenian Sovereign Holding Act (Official Gazette of RS, Nos. 105/2012 and 39/2013) represented by the Management Board of *Slovenska Odškodninska Družba d.d.* at the time of the request submission, and *Slovenska Odškodninska Družba d.d.* holding 1,557,857 *Luka Koper d.d.* shares (11.13% of share capital), namely on the basis of these two shareholders jointly holding a total 8,697,857 no-par-value shares (i.e. 62.13% of total share capital), - the *Luka Koper d.d.* Management Board calls for the

**24th General Assembly of *Luka Koper d.d.* Shareholders
to be held
at 1 p.m. on 19th March 2014
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. The election of the General Assembly's working bodies

Proposal of a resolution:

Mr. Stojan Zdolšek of Ljubljana is elected President of the General Assembly; appointment of *IXTLAN Forum d.o.o.*, Ljubljana, as vote counters.

The General Assembly is also attended by the notary public Ms Nana Povšič Ružič.

3. Amendment of the Statute

Proposal of a resolution:

3.1.

"Resolution No. 3 (three) adopted at the company's General Assembly of 7th October 2013 which reads: _____ shall be repealed.

The amendments to the company's Statute will be adopted so that:

-
- Indent 18 (eighteen) of Article 20 (twenty) of the Statute will be amended to read as follows: 18 (eighteen) giving prior consent to the transfer and burden of the real-estate of the company or its subsidiary.
 - Previous indent 18 (eighteen) will become indent 19 (nineteen) of Article 20 (twenty) of the Statute.
 - Paragraph 1 (one) of Article 27 (twenty-seven) of the Statute will be amended to read as follows: The company's Management Board shall have a President and at most three other members, of which one shall be the Workers' Director.
 - Paragraph 2 (two) of Article 27 (twenty-seven) of the Statute will be amended to read as follows: The Workers Director will represent the interests of employees with regard to personnel and social issues, but shall not be authorised to represent the company.
 - Paragraph 3 (three) of Article 27 (twenty-seven) of the Statute will be amended to read as follows: The President, Workers Director and all members of the Management Board shall be appointed and dismissed by the Supervisory Board.
 - Paragraph 7 (seven) of Article 27 (twenty-seven) of the Statute will be amended to read as follows: The term of the Management Board President, Workers Director and all members of the Management Board shall be 5 (five) years, with the possibility of re-appointment.
 - Article 28 (twenty-eight) of the Statute will be amended to read as follows: For reasons determined by the law, the Supervisory Board may recall the President, Workers Director or any other member of the Management Board prior to the natural termination of their mandate.
 - Article 29 (twenty-nine) of the Statute will be amended to read as follows: To achieve a quorum in the appointment or recall of the Management Board President, Workers Director or any other member of the Management Board, at least a half of Supervisory Board members have to be present, whereby the Supervisory Board President must be present as must at least a half of the Supervisory Board members who are representatives of shareholders.
 - An additional Article 29 (twenty-nine) shall be added that reads as follows: The President and members of the Management Board, with the exception of the Workers Director, must have university education and at least 5 (five) years of work experience in management positions in large companies in accordance with criteria as determined by the Law RS which regulates companies. Specific conditions to be met by the President and members of the Management Board shall be determined by the Supervisory Board.
 - Paragraph 3 (three) of Article 30 (thirty) of the Statute shall be amended to read as follows: The company is represented by the Management Board President and a Management Board member other than the Workers Director. In the event of the appointment of a procurator, a procurator may represent the company in conjunction with the President of the Management Board.
 - Paragraph 2 (two) of Article 45 (forty-five) of the Statute shall be amended to read as follows: The call for the General Assembly shall be, together with the agenda and proposals of resolutions, published on the publicly accessible website of the company, the *AJPES* website and in the *De/lo* newspaper, also respecting the obligation to publish any such call in accordance with regulations governing the financial instruments market RS."

3.2. "The following amendments to the company's Statute shall be adopted:

- Indent 18 (eighteen) of Article 20 (twenty) of the Statute will be amended to read as follows:
18 (eighteen) giving prior consent to the transfer and burden of the real-estate of the company or its subsidiary.
 - **Previous indent 18 (eighteen) will become indent 19 (nineteen) of Article 20 (twenty) of the Statute.**
 - Paragraph 1 (one) of Article 27 (twenty-seven) of the Statute will be amended to read as follows:
The company's Management Board shall have a President and at most three other members, of which one shall be the Workers' Director.
 - Paragraph 3 (three) of Article 27 (twenty-seven) of the Statute will be amended to read as follows:
The President and all members of the Management Board shall be appointed and dismissed by the Supervisory Board. The Workers Director as the Management Board
-

member will be appointed and dismissed by the Supervisory Board upon the proposal of the Workers Council.

- Paragraph 7 (seven) of Article 27 (twenty-seven) of the Statute will be amended to read as follows:

The term of the Management Board President, Workers Director and all members of the Management Board shall be 5 (five) years, with the possibility of re-appointment..

- Article 28 (twenty-eight) of the Statute will be amended to read as follows:

For reasons determined by the law, the Supervisory Board may recall the President, Workers Director or any other member of the Management Board prior to the natural termination of their mandate.

- Article 29 (twenty-nine) of the Statute will be amended to read as follows:

To achieve a quorum in the appointment or recall of the Management Board President, Workers Director or any other member of the Management Board, at least a half of Supervisory Board members have to be present, whereby the Supervisory Board President or Deputy President must be present as must at least a half of the Supervisory Board members who are representatives of shareholders.

- An additional Article 29 (twenty-nine) shall be added that reads as follows:

The President and members of the Management Board, with the exception of the Workers Director, must have university education and at least 5 (five) years of work experience in management positions in large companies in accordance with criteria as determined by the Law RS which regulates companies. Specific conditions to be met by the President and members of the Management Board shall be determined by the Supervisory Board.

- Paragraph 2 (two) of Article 45 (forty-five) of the Statute shall be amended to read as follows:

The call for the General Assembly shall be, together with the agenda and proposals of resolutions, published on the publicly accessible website of the company, the *AJPES* website and in the *Delo* newspaper, also respecting the obligation to publish any such call in accordance with regulations governing the financial instruments market RS.

4. Diligent review as to eligibility and continuation of redress procedures

The General Assembly shall be presented with the Management Board's intention to undertake a diligent review of the redress procedures already initiated in relation to the company's former management and supervisory bodies, which was initiated on the basis of Resolution No. 9 of the *Luka Koper d.d.* General Assembly of 19th July 2010. With due diligence and on the basis of the findings of a careful review and the assessment of liability for damages, Management shall make a decision as to the viability of the further pursuit of litigation already initiated, or the termination of such upon consideration of the financial situation of the defendants together with an assessment as to the actual possibility that *Luka Koper d.d.* shall win its court cases.

The President of the General Assembly shall establish that voting as to this item of the Agenda re Management Board intent is not required due to the fact that this item is solely of an informative nature.

Materials as to the General Assembly requested by shareholders as of 21st January 2014, including proposed 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, this 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 the 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 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. by 15th March 2014, 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. 15th March 2014.

In their announcement, private shareholders (natural persons) must state their date of birth and address or other personal information by way of 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 via 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 19th March 2014 in the same Hall at which the General Assembly shall be able to pass valid resolutions, regardless of the level of share capital represented.

Gašpar Gašpar Mišič
Management Board President
