

Based on the provision of Ljubljana Stock Exchange Rules and applicable legislation, Luka Koper d.d. herein published the resolutions of the 24th General Assembly of the company's shareholders held on 19th March 2014.

## Resolutions adopted by the General Assembly

### 1. Opening of the General Assembly and constitution of a quorum

Proposal of a resolution:

The Assembly was established to be a quorum.

Of the total of 14,000,000 company's shares, 10,195,603 ordinary no-par-value shares were represented at the Assembly which accounts for 72.83% of shares with a voting right. After the presence was displayed again, the number of represented ordinary no-par-value shares stood at 10,638,730 which accounts for 75,99% of shares with a voting right. Each no-par-value share represents one vote.

On the basis of the third Paragraph of Article 11 of the company's Statute, the Assembly was established to be a quorum hence it had the mandate to make valid decisions.

Percentage of the voting rights of five largest shareholders participating at the Assembly: 71.57%.

	No. of votes	Percentage
Republika Slovenija	7,140,000	51.00%
Slovenska odškodninska družba, d.d.	1,557,857	11.13%
Kapitalska družba, d.d.	696,579	4.98%
Koper Municipality	466,942	3.34%
KD Galileo	158,230	1.13%
<b>Total</b>	<b>10,019,608</b>	<b>71.57%</b>

### 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; 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.

Participating shares with voting rights	10,195,603
votes <b>FOR</b> proposed resolution	10,193,005
votes <b>AGAINST</b> proposed resolution	2,598
<b>ABSTAINED</b>	0

10,193,005 shares, i.e. 99.975% of votes cast voted in favour of the proposed resolution. The resolution was adopted in its proposed form.

### 3. Amendment of the Statute

Proposal of a resolution:

### 3.1.

"Resolution No. 3 (three) adopted at the company's General Assembly of 7<sup>th</sup> October 2013 shall be repealed.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 *Delo* newspaper, also respecting the obligation to publish any such call in accordance with regulations governing the financial instruments market RS."

Participating shares with voting rights	10,195,603
votes <b>FOR</b> proposed resolution	9,715,736
votes <b>AGAINST</b> proposed resolution	479,867
<b>ABSTAINED</b>	0

10,715,736 shares, i.e. 95.293% of votes cast voted in favour of the proposed resolution. The resolution was adopted in its proposed form.

**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.

Participating shares with voting rights	10,638,730
votes <b>FOR</b> proposed resolution	10,159,159
votes <b>AGAINST</b> proposed resolution	467,571
<b>ABSTAINED</b>	12,000

10,159,159 shares, i.e. 95.600% of votes cast voted in favour of the proposed resolution. The resolution was adopted in its proposed form.

Anticipated actions for annulment:

Mr Igor Hrvatin as a representative of Koper Municipality anticipated actions for annulment in relation to resolution No. 3.2.

Koper, Slovenia, 19th March 2014

---