

LUKA KOPER, Port and Logistics System Operator, a Public Limited Company
Vojkovo Nabrežje 38, 6501 Koper, Slovenia

Based on the provisions of the First Paragraph of Article 10 of Luka Koper d.d. Statute, the company's Management Board calls for the

**25th General Assembly of *Luka Koper d.d.* Shareholders
to be held at 1 p.m. on 8th July 2014
in the Plenary Hall of the Primorska Chamber of Commerce and Industry,
Ferrarska Ulica 2, Koper, Slovenia**

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 meeting shall also be attended by the notary public Ms Nana Povšič Ružič.

3. Presentation of the 2013 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 the review of the 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group

Proposal of a Resolution:

The General Assembly shall be presented with the 2013 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 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group.

The General Assembly shall be introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 242 to 246 of the Annual Report.

4. Proposal as to the allocation of distributable profit for 2013, as well as endorsement of the Management and Supervisory Boards for their work in 2013

Proposals of Resolutions:

4.1

The General Assembly is informed that distributable profit for 2013 amounts to € 3,721,761.

The General Assembly shall endorse the following proposal as to the allocation of distributable profit which, as of 31st December 2013, amounted to € 3,721,761:

- a portion of distributable profit in the amount of € 1,400,000 shall be disbursed as dividends to shareholders in the gross value of € 0.10 (ten eurocents) per share;
- the remaining portion of distributable profit, in the amount of € 2,321,761, shall remain undistributed.

The dividend shall be remunerated to 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 shareholders within 60 days of the General Assembly meeting.

4.2

In relation to their work in 2013, the General Assembly shall endorse:

- Bojan Brank, who performed the function of the Management Board President prior to 6th September 2013;
- Gašpar Gašpar Mišič, who performed the function of the Management Board President after 7th September 2013;
- Marko Rems, Management Board Member; and
- Matjaž Stare, Management Board Member - Workers Director.

4.3.

In relation to their work in 2013, the General Assembly shall endorse the following Supervisory Board members:

- Dr Janez Požar, Tomaž Može, Jordan Kocjančič and Dr Marko Simoneti, prior to 14th July 2013;
- Dino Klobas, member of the Supervisory Board between 15th July and 6th September 2013;
- Nikolaj Abrahamsberg, Vinko Može, Dr Andrej Godec and Jordan Kocjančič, members of the Supervisory Board between 15th July and 7th October 2013;
- Dr. Alenka Žnidaršič Kranjc, Dr. Elen Twrdy, Rado Antolovič, Andrej Šercer and Žiga Škerjanc, who have been members of the Supervisory Board since 8th October 2013;
- Sabina Mozetič, Nebojša Topič, Mladen Jovičič and Stojan Čepar.

5. Appointment of external auditor for fiscal 2014

Proposal of a Resolution:

The auditors *KPMG Slovenija, podjetje za revidiranje d.o.o.* shall be appointed as external auditor for fiscal 2014.

6. Determination of remuneration and attendance fees for Supervisory Board and 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 months 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 - from either Supervisory Board or Supervisory Board's 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 Chairman of the Supervisory Board shall also be entitled to a 50% supplement to their basic remuneration for their Supervisory Board member function, whilst the Deputy Chairman of the Supervisory Board shall be entitled to a 10% supplement to their basic remuneration for their Supervisory Board member function.
- The Chairman 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 25% of gross remuneration that each Supervisory Board member shall be entitled 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.
- Notwithstanding the above, an individual Supervisory Board Commission member - i.e. regardless as to the number of commissions they are members of, or chair - shall only be entitled to supplementary payments up to a total amount equal to 50% of their basic remuneration as a Supervisory Board member.
- 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.
- Compliant with the company's Statute, the Supervisory Board and Supervisory Board Commission members, including external members of Supervisory Board commissions, are entitled to the reimbursement of travel and other expenses for their arrival and participation at meetings.

7. Amendment of the company's Statute

Proposal of a Resolution:

The provision of Article 19 of the company's Statute shall be amended so that the second paragraph of Article 19 which reads: "*A Supervisory Board resolution shall be valid if the majority of members attending has voted in favour of that resolution*" shall be deleted and replaced with the following text: "*A Supervisory Board resolution shall be valid if adopted by the majority of Supervisory Board members as required by the Law.*"

The provisions of the second paragraph of Article 45 of the company's Statute shall be amended so that the text reading "*and in the daily newspaper Delo*" shall be deleted. The new text of the second paragraph of Article 45 will read as follows: "*The convocation of the General Meeting, the Agenda and proposals as to Resolutions shall be published on the publicly accessible websites of the Company and the AJPES agency, in compliance with the obligation to publish the call in accordance with the financial instruments market regulations.*"

Taking into consideration these amendments to the company Statute, its revised consolidated text shall be republished.

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Materials as to the General Assembly including Annual Report for 2013, a proposal of consolidated text of the company's Statute as well as 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.

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 4th July 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. 4th July 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.