

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

26th General Assembly of *Luka Koper d.d.* Shareholders

**to take place at 1 pm on 8th July 2015
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 constitutes a quorum.

2. The election of the General Assembly's working bodies

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

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

3. Presentation of the 2014 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 2014 Annual Report of Luka Koper d.d. and the Luka Koper Group

Proposal of a Resolution:

The General Assembly is presented with the 2014 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 2014 Annual Report of Luka Koper d.d. and the Luka Koper Group.

The General Assembly is presented with the remunerations of Management and Supervisory Board members listed on pages 217 to 220 of the Annual Report.

4. Proposal of the allocation of distributable profit for 2014, and endorsement of the Management and Supervisory Boards for their work in 2014

Proposals of Resolutions:

4.1

The General Assembly is informed on distributable net profit for 2015 in the amount of € 14,598,947.31.

The General Assembly shall endorse the following proposal of the allocation of distributable profit which as of 31st December 2014 amounted to € 14,598,947.31.

- a portion of distributable profit in the amount of € 8,540,000.00 will be distributed to shareholders as dividends in the gross value of € 0.61 per ordinary share,
- the remaining distributable profit in the amount of € 6,058,947.31 will be allocated to other revenue reserves.

The dividend will be remunerated to shareholders registered in the Luka Koper d.d. share register on the second business day after the date of the general 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

The General Assembly shall endorse for their work in 2014:

- Gašpar Gašpar Mišič, who performed the function of the Management Board President until 11th April 2014,
- Andraž Novak, who performed the function of the Management Board Member in the field of operations & sales until 11th April 2014,
- Andraž Novak, who performed the function of the Management Board President from 11th April 2014 to 9th June 2014,
- Dragomir Matić, Management Board President since 10th June 2014,
- Andraž Novak, Management Board Member since 10th June 2014,
- Marko Rems, who performed the function of the Management Board Member from 1st January 2014 to 31st January 2014,
- Jože Jaklin, who performed the function of the Management Board Member responsible for finance and accounting from 1st February 2014 to 31st December 2014,
- Matjaž Stare, Management Board Member - Workers Director.

4.3.

The General Assembly shall endorse the Supervisory Board for their work in 2014.

5. Appointment of external auditor for fiscal 2015

Proposal of a Resolution:

The auditors *KPMG Slovenija, podjetje za revidiranje d.o.o* is appointed the external auditor for fiscal 2015.

6. Remuneration and attendance fees for Supervisory Board and Supervisory Board Commission members

Proposal of a Resolution:

Pursuant to the provisions of Article 25 of the Luka Koper d.d. Statute, the General Assembly will adopt until cancelled a resolution on remuneration and attendance fees for members of the Supervisory Board and Supervisory Board Commissions:

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1. For their participation at a meeting, each Supervisory Board member will receive an attendance fee in the amount of € 275 (gross).
 2. Supervisory Board Commission members will receive for their participation at a Supervisory Board Commission meeting 80% of the attendance fee for participation at a Supervisory Board meeting. The attendance fee for a correspondence meeting amounts to 80% of the regular attendance fee.
 3. Regardless of the aforementioned, i.e. the number of meetings attended in a fiscal year, a Supervisory Board member will be entitled to the remuneration of attendance fees to an aggregate maximum amount of 50% of their basic remuneration for performing their function as a Supervisory Board member.
 4. Regardless of the aforementioned, i.e. the number of Supervisory Board and Supervisory Board Commissions meetings attended in a fiscal year, a Supervisory Board member who is a member of Supervisory Board Commissions(s) will be entitled to the remuneration of attendance fees to an aggregate maximum amount of 50% of their basic remuneration for performing their function as a Supervisory Board member plus a 25% supplement.
 5. In addition to attendance fees, Supervisory Board members will receive basic remuneration for performing their function in an annual amount of € 13,000 gross per individual member. The Supervisory Board President is also entitled to a 50% supplement to the basic remuneration for performing their function whilst the Supervisory Board Deputy President is entitled to a 10% supplement to basic remuneration for performing their Supervisory Board member function.
 6. Supervisory Board Commission members will be entitled to a 25% supplement per individual member on top of their basic remuneration for the performance of their Supervisory Board function.
 7. The President of a Supervisory Board Commission will also be entitled to a 50% supplement to their basic remuneration for the performance of a Supervisory Board Commission member function.
 8. Regardless of the aforementioned, i.e. the number of commissions they are members of, or chair, the individual Supervisory Board member will in a fiscal year be entitled to the remuneration of supplements to an aggregate maximum amount of 50% of their basic remuneration for performing their function as a Supervisory Board member. In the event that individual Supervisory Board member's mandate is shorter than a fiscal year, the individual Supervisory Board member will be, regardless of the aforementioned, i.e. commissions they are members of, or chair, entitled to the remuneration of supplements proportional to the duration of their mandate in a fiscal year.
 9. Supervisory Board and Supervisory Board Commission members will receive their basic remuneration and supplements for performing their function in proportional monthly instalments they are entitled to until they perform their function. Each monthly payment amounts to one twelfth of the annual amounts.
 10. The restriction as to the total amount of attendance fee or supplements to Supervisory Board members will in no way whatsoever affect the obligation to attend meetings of either the Supervisory Board or the Commission they are a member of; such will remain their legally prescribed responsibility.
 11. Compliant with the company's Statute and regulations governing the reimbursement of expenses related to work and other income not included in the tax base, the Supervisory Board and Supervisory Board Commission members are entitled to the reimbursement of travel and other expenses for their arrival and participation at meetings.
 12. This resolution will enter into force and become applicable as of the day of its adoption at the General Assembly meeting, thereof annulling the resolution adopted by the General Assembly on 8th July 2014.

7. Amendment of the company's Statute

Proposal of Resolution:

The provision of Article 25 of the company's Statute will be amended by adding a new sentence which reads: "The amount of remuneration of external members of Supervisory Board commissions will be determined by the Supervisory Board" and by striking out "every year".

Accordingly, the new text of the first paragraph of Article 25 of the company's Statute will read as follows: "The members of the Supervisory Board and the members of Supervisory Board commissions

will be entitled to the attendance fees and remuneration for performing their function in the amount determined by the General Assembly. The amount of remuneration of external members of Supervisory Board commissions will be determined by Supervisory Board. Further to this, the members of Supervisory Board and the members of Supervisory Board commissions will also be entitled to the reimbursement of travel and other expenses for their arrival and participation at meetings."

The provision of Article 32 of company's Statute will be amended by deleting the text "with the Supervisory Board consent" from the second paragraph. Accordingly, the new text of the second paragraph of Article 32 of the company's Statute will read as follows: "The Management Board may also authorise other persons to represent the Company by a general or special Power of Attorney."

A revised consolidated text of the company Statute shall be prepared considering these amendments.

8. Appointment of a Supervisory Board member

Proposal of Resolution:

The General Assembly establishes that the four-year mandate of Supervisory Board member Sabina Mozetič shall terminate on 12th July 2015.

Sabina Mozetič shall be elected a Supervisory Board member for a new four-year mandate commencing 13th July 2015.

Materials as to the General Assembly including Annual Report for 2014, a proposal of consolidated text of the company's Statute as well as proposed resolutions together with explanations, will 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. 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 3rd July 2015, 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 2015.

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, will be open one hour prior to the commencement of the meeting.

If the Assembly fails to form a quorum, there will be another meeting on the same day, namely at 2 p.m. on 8th July 2015 in the same Hall. The General Assembly will then be able to pass valid resolutions, regardless of the level of share capital represented.

Dr Alenka Žnidaršič Kranjc
Supervisory Board President

Dragomir Matić
Management Board President