

Based on Ljubljana Stock Exchanges Rules and the provisions of applicable legislation, the company's Management Board hereby publishes the resolutions adopted by 26<sup>th</sup> General Assembly of Luka Koper d.d. Shareholders on 21<sup>st</sup> August 2015.

## Resolutions adopted by the General Assembly

### 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.

Of the total of 14,000,000 shares in Luka Koper d.d, 10,581,966 ordinary no-par-value shares were represented at the Assembly, which accounts for 75.59% of shares with commensurate voting rights. Upon a later recount of attendance, the number of ordinary no-par-value shares represented at the Assembly was tallied as 10,582,641, accounting for 75.59% of shares with voting rights. Each no-par-value share represents one vote at the Assembly. On the basis of the third Paragraph of Article 11 of the company's Statute, the Assembly was established to be a quorum, thus it had the mandate to make valid decisions.

The five largest shareholders participating at the Assembly accounted for 71.19 percent of total voting rights.

	No. of votes	Percentage of total shares
Republika Slovenija (Republic of Slovenia)	7,140,000	51.00%
SDH d.d.	1,557,857	11.13%
Kapitalska družba d.d.	696,579	4.98%
Mestna občina Koper (Koper Municipality)	466,942	3.34%
Zavarovalnica Triglav, d.d.	104,756	0.75%
<b>Total</b>	<b>9,966,134</b>	<b>71.19%</b>

### 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; *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 Ružić.

Participating shares with voting rights	10,581,966
votes <b>FOR</b> proposed resolution	10,572,874
votes <b>AGAINST</b> proposed resolution	9,092
<b>ABSTAINED</b>	0

10,572,874 shares, i.e. 99.914% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

### 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.

Participating shares with voting rights	10,582,641
votes <b>FOR</b> proposed resolution	10,103,024
votes <b>AGAINST</b> proposed resolution	467,617
<b>ABSTAINED</b>	12,000

10,103,024 shares, i.e. 95.576% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

### 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 – Counter proposal

The General Assembly is informed on distributable net profit for 2014 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 31<sup>st</sup> December 2014 amounted to € 14,598,947.31.

- a portion of distributable profit in the amount of € 13,160,000.00 will be distributed to shareholders as dividends in the gross value of € 0.94 per ordinary share,
- the remaining distributable profit in the amount of € 1,438,947.31 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.

Participating shares with voting rights	10,582,641
votes <b>FOR</b> proposed resolution	10,098,117
votes <b>AGAINST</b> proposed resolution	468,187
<b>ABSTAINED</b>	16,337

10,098,117 shares, i.e. 95.569% of votes cast, voted in favour of the proposed resolution.

The resolution was adopted.

#### 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 11<sup>th</sup> 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 11<sup>th</sup> April 2014 to 9<sup>th</sup> June 2014,
- Dragomir Matić, Management Board President since 10<sup>th</sup> June 2014,
- Andraž Novak, Management Board Member since 10<sup>th</sup> June 2014,
- Marko Rems, who performed the function of the Management Board Member from 1<sup>st</sup> January 2014 to 31<sup>st</sup> January 2014,
- Jože Jaklin, who performed the function of the Management Board Member responsible for finance and accounting from 1<sup>st</sup> February 2014 to 31<sup>st</sup> December 2014,
- Matjaž Stare, Management Board Member - Workers Director.

Participating shares with voting rights	10,582,641
votes <b>FOR</b> proposed resolution	10,110,660
votes <b>AGAINST</b> proposed resolution	468,358
<b>ABSTAINED</b>	3,623

10,110,660 shares, i.e. 95.573% of votes cast, voted in favour of the proposed resolution.  
The resolution was adopted.

#### 4.3.

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

Participating shares with voting rights	10,582,641
votes <b>FOR</b> proposed resolution	10,114,427
votes <b>AGAINST</b> proposed resolution	468,214
<b>ABSTAINED</b>	0

10,114,427 shares, i.e. 95.576% of votes cast, voted in favour of the proposed resolution.  
The resolution was adopted.

### 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.

Participating shares with voting rights	10,582,641
Votes <b>FOR</b> proposed resolution	10,110,768
Votes <b>AGAINST</b> proposed resolution	468,250
<b>ABSTAINED</b>	3,623

10,110,768 shares, i.e. 95.574% of votes cast, voted in favour of the proposed resolution.  
The resolution was accordingly adopted in its proposed form.

### 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:

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 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 8<sup>th</sup> July 2014.

Participating shares with voting rights	10,582,641
Votes <b>FOR</b> proposed resolution	10,108,775
Votes <b>AGAINST</b> proposed resolution	473,756
<b>ABSTAINED</b>	110

10,108,775 shares, i.e. 95.523% of votes cast, voted in favour of the proposed resolution.  
The resolution was accordingly adopted in its proposed form.

## 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.

Participating shares with voting rights	10,582,641
Votes <b>FOR</b> proposed resolution	10,099,023
Votes <b>AGAINST</b> proposed resolution	483,618
<b>ABSTAINED</b>	0

10,099,023 shares, i.e. 95.430% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

## 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, Kvedrova ulica št. 1, Koper, terminated on 12<sup>th</sup> July 2015.

Sabina Mozetič, Kvedrova ulica št. 1, Koper, shall be elected a Supervisory Board member for a new four-year mandate starting from the day of her election at the General Assembly.

Participating shares with voting rights	10,582,641
Votes <b>FOR</b> proposed resolution	1,162,145
Votes <b>AGAINST</b> proposed resolution	26,060
<b>ABSTAINED</b>	9,394,436

10,162,145 shares, i.e. 97.807% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

No actions for annulment were anticipated at the General Assembly.

Koper, Slovenia, 21<sup>st</sup> August 2015