

LUKA KOPER, Port and Logistics System Operator, Plc.  
Vojkovo nabrežje 38, 6000 Koper, Slovenia

Date: 24 November 2017

Pursuant to the provision of paragraph 2, Article 10 of the Articles of Association of LUKA KOPER, d.d., the Supervisory Board hereby convenes

**29<sup>th</sup> General Meeting of Shareholders of LUKA KOPER, d.d.,**  
**to be held on Thursday, 28 December 2017 at 10 o'clock CET (10 am)**  
**at the Portus Congress Centre**  
**in the Hotel Slovenia, Obala 33, 6320 Portorož, Slovenia**

**Agenda:**

**1. Opening of the General Meeting of Shareholders and statement of quorum;**

The proposed resolution:

It is stated that there is the quorum required at the General Meeting of Shareholders.

**2. Election of the General Meeting of Shareholders' working bodies;**

The proposed resolution:

Mr. Gorazd Podbevšek is appointed Chairman of the General Meeting of Shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed Vote Counter. The General Meeting of Shareholders is attended by the notary public Mr. Drago Ferligoj.

**3. Appointment of the Auditor for the financial years 2017, 2018 and 2019;**

The proposed resolution:

The resolution No. 5 on the appointment of the auditing company KPMG Slovenija, podjetje za revidiranje, d.o.o. as auditor of the Company's and Luka Koper Group's financial statements for the financial years 2017, 2018 and 2019, as adopted at the Company's 28<sup>th</sup> General Meeting of Shareholders held on 30 June 2017, shall be annulled and the company BDO Revizija d.o.o., družba za revidiranje shall be appointed as auditor of the Company's and Luka Koper Group's financial statements for the financial years 2017, 2018 and 2019.

**4. Determination of the amount of remuneration for the performance of function in the supervisory board and determination of attendance fee for supervisory board members and members of the supervisory board's committees**

The proposed resolution:

Pursuant to the provision of Article 25 of the Company's Articles of Association, the General Meeting of shareholders shall adopt, until revocation, the following decision on the remuneration for the performance of function in the supervisory board and determination of attendance fee for supervisory board members and members of the supervisory board's committees:

1. For their participation at the supervisory board meeting, the members of the supervisory board shall be entitled to an attendance fee in the amount of 275,00 euros gross per each member.
2. For their attendance at the meeting of the supervisory board's committee, the members of the supervisory board's committee shall be entitled to an attendance fee corresponding to 80% of

the attendance fee determined for the participation at the supervisory board meeting. The attendance fee for the participation at the adoption of decisions in writing ("correspondence meeting") shall amount to 80% of the usual attendance fee.

3. Irrespective of all stated above and irrespective of the fact how many times a member participated at the meetings, each supervisory board member shall be entitled within a financial year to the attendance fees as long as the sum of the received attendance fees does not exceed the level of 50% of the basic remuneration determined for the performance of function in the supervisory board for each supervisory board member on annual level.
4. Irrespective of all stated above and irrespective of the fact how many times a members participated at the supervisory board meeting or supervisory board's committee meeting, each member of the supervisory board who is at the same time member of the supervisory board's committee shall be entitled within a financial year to the attendance fees as long as the sum of received attendance fees for participation at supervisory board meetings and supervisory board's committee meeting does not exceed the level of 75% of the basic remuneration determined for the performance of function in the supervisory board for each supervisory board member on annual level.
5. In addition to attendance fees, the supervisory board members shall be entitled to a basic remuneration for the performance of their function corresponding to 15,000.00 euros gross per each member on annual level; the president of the supervisory board is entitled to a supplement corresponding to 50% of the basic remuneration determined for the performance of supervisory board function and the vice president of the supervisory board is entitled to a supplement corresponding to 10% of the basic remuneration determined for the performance of supervisory board member function.
6. Each member of the supervisory board committee shall be entitled to a supplement for his/her performance of function which shall correspond to 25% of the basic remuneration determined for the performance of supervisory board member function.
7. President of the committee shall be also entitled to a supplement for the performance of function corresponding to 37.5% of the basic remuneration determined for the performance of function by the member of the supervisory board's committee.
8. Irrespective of all stated above and irrespective of the number of committees in which he/she participates or presides over, each member of the supervisory board's committee shall be entitled within a business year to supplements for as long as the sum of received supplements does not exceed the level of 50% of the basic remuneration for the performance of supervisory board member function on annual level. In the event that the term of office of a supervisory board member is shorter than one business year, the member of the supervisory board committee – irrespective of all stated above and irrespective of the number of committees in which he/she participates or presides over – shall be entitled to the supplements for as long as the sum of received supplements does not exceed the level of 50% of the basic remuneration for the performance of supervisory board member function by taking into consideration his/her eligibility to such payments which depends on the time of duration of his/her term of office in the relevant year.
9. The members of the supervisory board and the members of the supervisory board's committee are entitled to the basic remuneration and supplement for their performance of function in proportional monthly amounts to which they shall be eligible during their term of office in the supervisory board. The monthly amount shall correspond to one-twelfth of the amounts stated above.
10. The limitation of the top amount of remuneration or attendance fee payable to a supervisory board member shall in no way influence his/her responsibility for taking active part at the supervisory board meetings and committee's meetings in which he/she is a member, neither shall influence his/her responsibility determined by law.
11. The members of the supervisory board shall be entitled to the reimbursement of travel costs, overnight accommodation cost and other administrative costs emerging in relation to the performance of their task in the supervisory board or in connection with other professional events related to the Company (as for instance participation at the general meeting of shareholders, business event organised by the Company for its business partners, meeting with relevant Company's stakeholders, participation at training sessions, member fees for associations) which are attended by the supervisory board members while performing their functions for the Company, in a manner and up to the amounts as determined with the

Company's by-laws and regulations defining the reimbursement of costs related to work and other untaxed revenues (provisions regulating transfers on business trips and overnight accommodation on business trips). Costs of overnight accommodation can be reimbursed only if the distance between the permanent or temporary place of residence of the supervisory board's member or member of the supervisory board's commission and the location where the work is performed is at least 100 kilometres; if the member could not return home because no public means of transport were operating at that time or due to other objective reasons.

12. This resolution shall come into force and shall begin to be applied on the date of its adoption by the General Meeting of Shareholders. With the adoption of the present resolution, the resolution no. 6 as adopted by the General Meeting of Shareholders on 21 August 2015, shall be cancelled.

#### **5. Acquaintance with the findings from the special auditor's report concerning the management of individual operations executed with the providers of port services**

The proposed resolution:

The General Meeting of Shareholders is acquainted with the findings from the special auditor's report prepared by the special auditor PriceWaterhouseCoopers, podjetje za revizijo in druge finančno računovodske storitve, d.o.o. concerning the management of individual operations executed with the providers of port services.

#### **6. Vote of no confidence in the management board**

The proposed resolution:

The General Meeting of Shareholders passes a vote of no confidence in the president of the management board of the company Luka Koper, d.d., Dragomir Matić, in the member of the management board Irena Vincek and in the member of the management board Andraž Novak.

### **Materials for the General Meeting of Shareholders**

Materials for the General Meeting of Shareholders including the proposals of resolution with explanations concerning each item placed on the Agenda shall be available to shareholders every day between 9 AM and 12 AM at the Company's Secretariat at Vojkovo nabrežje 38, Koper, Slovenia, from the day the notice of convening of the General Meeting of Shareholders is published up until and including the day it is held. The materials are also available online, on the Company's website [www.luka-kp.si](http://www.luka-kp.si), in the electronic information system of the Ljubljana Stock Exchange <http://seonet.ljse.si> and on the AJ PES website [www.ajpes.si](http://www.ajpes.si).

### **Placing of Additional Items on the Agenda**

Shareholders whose total interest accounts for one-twentieth of the subscribed capital may request in writing that an additional item be placed on the Agenda. The request must be accompanied in writing by a proposed resolution to be decided upon by the General Meeting of Shareholders or, if the General Meeting of Shareholders will not adopt a resolution on an individual Agenda item, an explanation of that item. The Management Board will publish those additional Agenda items whose publishing has been requested within 7 (seven) days at the latest following the publication of this notice of convening the General Meeting of Shareholders. The shareholders may send their request to place additional items on the Agenda by post to the address: Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper, Slovenia or submit it via e-mail to [uprava@luka-kp.si](mailto:uprava@luka-kp.si).

### **Shareholders' Proposals**

Pursuant to paragraph 1, Article 300 and Article 301 of the Companies Act (ZGD-1), the shareholders may submit in writing the resolution proposals to each item of the agenda. The Management Board will publish the shareholders' proposals in the same manner the notice of convening the General Meeting of Shareholders is published, providing that the proposals will meet the following conditions:

- they will be submitted to the Company within seven days following the publication of the notice of convening the General Meeting of Shareholders,
- they will be reasonably justified,
- the shareholder submitting them will inform the Company of its intention to object to the proposal of the Management Board or Supervisory Board at the General Meeting of Shareholders and that it will call on other shareholders to vote in favour of its proposal.

In line with Article 301 of the Companies Act (ZGD-1), the shareholder is not obliged to state the grounds when submitting electoral proposals.

The shareholders may submit their resolution proposals and electoral proposals to the Company to the address Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper or via e-mail to [uprava@luka-kp.si](mailto:uprava@luka-kp.si) .

### **Right to be informed**

At the General Meeting of Shareholders, the shareholders can exercise their right to be informed as ensues from first paragraph of Article 305 of the Companies Act (ZGD-1). Comprehensive information on shareholder's right to be informed as ensues from first paragraph of Article 298 of the Companies Act (ZGD-1) and from first paragraph of Article 300, Article 301 and Article 305 of the Companies Act (ZGD-1) is available online at [www.luka-kp.si](http://www.luka-kp.si) .

### **Participation at the General Meeting of Shareholders and Voting Right**

Only those shareholders who have registered for the General Meeting of Shareholders and whose registration has been received by the Management Board at least by the end of the fourth day prior to the meeting and who are entered as holders of the shares in the Central Book-Entry Securities Register maintained by the Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. – KDD) as of the end of the fourth day prior to the meeting are entitled to participate and exercise their voting rights at the General Meeting of Shareholders.

In their registration form, private shareholders (natural persons) must state their date of birth and address or other personal information by way of each that shareholder may unambiguously be identified, whereas legal entities must provide their registration number and address. Filled-in registration forms have to be sent by the shareholders to the address: Luka Koper, d.d., Vojkovo nabrežje 38, 6000 Koper, Slovenia, or to the e-mail address: [uprava@luka-kp.si](mailto:uprava@luka-kp.si) .

Any shareholder's representative (i.e. proxy) can participate and vote at the General Meeting of Shareholders on the basis of a written authorization which has to be granted to him/her by the shareholder. The authorization has to be produced not later than on the day of the General Meeting of Shareholders, prior to its commencement. The authorization shall be kept by the Company.

The registration form and the authorization form are available online at the Company's website [uprava@luka-kp.si](http://uprava@luka-kp.si) .

### **Quorum at the General Meeting of Shareholders**

Should a quorum not be present at the proposed time of the General Meeting of Shareholders because less than 30 percent of shareholders with voting right are present at the meeting, the General Meeting of Shareholders shall be adjourned and resumed one hour later on the same day, i.e. on 28 December 2017 at 11 o'clock CET in the same hall. In such a case, the General Meeting of Shareholders shall be deemed to have a quorum and shall be able to pass valid resolutions regardless of the share capital represented (third paragraph, Article 11 of the Articles of Association of the company Luka Koper, d.d.).

### **Additional Notification**

Shareholders and their proxies are kindly requested to come to the hall where the General Meeting of Shareholders will take place at least 30 minutes before the commencement of the meeting in order to collect the voting devices. The hall shall be open one hour prior to the commencement of the meeting.

Capt. Rado Antolovič, m.p.  
President of the Supervisory Board