

# Corporate Governance Statement

In line with the provision of Article 70 (5) of the Companies Act, Luka Koper, d. d. issues the following Corporate Governance Statement relating to the period from 1 January 2021 to 31 December 2021.

## 1.1. Codes and Management Practice

In the period from 1 January to 31 December 2021, the company observed the Slovene Corporate Governance Code for Listed Companies of 27 October 2016, which was drawn and adopted jointly by the Ljubljana Stock Exchange (Ljubljanska borza, d. d.), Ljubljana, and the Slovenian Directors' Association, and put into force on 1 January 2017. The code is available on the Ljubljana Stock Exchange website <https://ljse.si/UserDocsImages/datoteke/Pravila,%20Navodila,%20Priročniki/Slovenian%20CG%20Code%20for%20listed%20companies%202016%20-%20edited%202018.pdf?vel=2203309>.

In the period from 1 January to 31 December 2021, the company also observed The Corporate Governance Code for State-Owned Enterprises (adopted in March 2021) which is available on the Slovenian Sovereign Holding (SSH) website [SSH - Document Centre](#). The company adopted no corporate governance of its own. The governance is carried out in compliance with the provisions of the Companies Act, and the codes mentioned above.

The Company's corporate governance policy for 2021 was adopted by the Management Board on 17 August 2020 and approved by the Supervisory Board on 25 August 2020.

In its corporate governance, the company voluntarily decided to apply the Slovenian corporate integrity guidelines, which are available on the website <https://www.luka-kp.si/slo/pomembni-dokumenti-208>, and based on which it adopted its own Corporate Integrity Strategy of the Luka Koper Group companies and the Code of Ethics of the Luka Koper Group, which are available on the company's website <https://luka-kp.si/eng/corporate-documents>. The Code of Ethics of the Luka Koper Group companies was updated on 1 October 2019 and is available on the Company's website at <https://luka-kp.si/eng/corporate-documents>. On 20 May 2021, the company also adopted the new Rules of Procedure for the Corporate Integrity Officer and the Corporate Integrity Violations Committee of the Luka Koper Group, and on 19 May 2021, new Rules of Procedure for the Operations Compliance Officer.

### 1.1.1. Governance of Luka Koper, d. d.

In governance, the Company observes the provisions of applicable codes. Any major derogation is stated and/or explained below.

- Representation in management and supervisory bodies is regulated by various criteria of representation in management and supervisory bodies from the point of view of gender and other aspects, such as age and professional profile. In this regard, the company has adopted a Diversity Policy. The company meets the aforementioned criteria, except for the criterion of gender balance in the Supervisory Board and the Management Board. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Items 9 and 20.3, and from the Slovenian Corporate Governance Code for Listed Companies, Items 3.6 and 6.1.1)
- The company does not have a competency code for members of the Supervisory Board, which would be published on the company's website. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.5.1.)
- The company does not issue a call as an integral part of the General Meeting to invite institutional investors and the state to make the public aware of their management policy. The company does not do this because it has developed its own system of communication with shareholders and institutional investors, i.e., the state, and considered that through their communication with the public the latter display their corporate governance policies. When convening the General Meeting, the company does not specifically invite the state and the Slovenian Sovereign Holding, d. d., to explain their corporate governance policies, since the Holding's website includes the Annual Asset Management Plan for

majority state-owned companies, which also includes Luka Koper, d. d. The plan shows clear positions of the Slovenian Sovereign Holding, d. d., and the state regarding the management of Luka Koper, d. d., including the results they expect from Luka Koper, d. d. For this reason, the Company will not be following this recommendation in the future. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 6.2.)

- The members of the Supervisory Board who are employee representatives have no university degree. Employee representatives of the Supervisory Board are appointed by the Works Council, over which the Company's General Meeting has no influence. Similarly, the Worker Participation in Management Act, which is the basis for appointing members of the Supervisory Board - employee representatives, does not prescribe the level of education for Supervisory Board members who are employee representatives. For this reason, there is no basis to guarantee that all members of the Supervisory Board will have a university degree in the future. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 10.1.)
- The Supervisory Board does not consider once a year the report of the Works Council on the status of workers' participation in management, since it does not receive the said report from the Works Council. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 12.4.)
- The Supervisory Board does not have a specific training scheme because the training priorities are set by each member of the Supervisory Board individually. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 13.1.)
- Chairperson of the Supervisory Board is also the Chairperson of the HR Committee of the Supervisory Board. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 15.3.)
- One external member is appointed to the Nomination Committee based on a nomination by Slovenian Sovereign Holding, but there is no external expert appointed as selected by the Supervisory Board on SSH's proposal as the Company received no such proposal. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.9.2.)
- When setting up an individual commission, the Supervisory Board does not directly determine its tasks by decision or in the rules of procedure. The tasks of a committee are evident from the discussion of the Supervisory Board at its establishment. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 18.2.)
- The members of the Supervisory Board are charged for the credit rating for the liability insurance of company bodies and executives, which is the only credit rating they are entitled to. Regarding the liability insurance of the members of the Supervisory Board, there is a uniform system for all members of the management and supervisory bodies of the company, which will not be changed in the future. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.10.7.)
- The Audit Committee of the Company's Supervisory Board meets quarterly, but there are more than eight meetings per year. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.14.2.)
- The company has an established a system of internal controls, which does not yet allow comprehensive risk management; however, it is being constantly improved. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 9.2, and from the Corporate Governance Code for State-Owned Enterprises, Item 26.)
- The Company's Code of Ethics does not contain detailed content relating to the example of management, employees, labour rights, attitudes towards officials and control and sanctions. The Code of Ethics discusses various issues, which are constantly updated by the Company. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 10.1.1.)
- The Company does not publish all the rules of procedure of its bodies, i.e., the management, control and assembly bodies, on its web pages. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 29.9.)

### **1.1.2. Corporate integrity**

Corporate integrity is reported in detail in Chapter 20 Corporate integrity, human rights, prevention of corruption and compliance.

### **1.1.3. Risk control system**

Risk is reported in detail in Chapter 14 Managing risks and opportunities.

## **1.2. Internal controls and risk management related to financial reporting**

The Luka Koper Group manages risk related to financial reporting and the implementation of adopted guidelines and internal control procedures. The purpose of internal controls is to ensure the accuracy, reliability and completeness of acquiring data on transactions and preparation of financial statements that give a true and fair view of the financial position, profit or loss, cash flows and changes in equity in accordance with the applicable laws, International Accounting Standards and other external and internal regulations. Risk management related to the Group's consolidated financial statements has also been provided through a centralised accounting function in a uniform IT system in the controlling company, which includes all the subsidiaries and the majority of associated companies.

Having been designed in accordance with the principle of reality and division of responsibility, the accounting controls focus on the control of accuracy and completeness of data processing, reconciliation of the balance presented in the books of account and the actual balance, separation of records from conducting transactions, professionalism of accountants and independence. Internal controls in accounting are also related to controls in the field of IT that ensure limitations and supervision over the access to the network, data and applications as well as the accuracy and completeness of data acquisition and processing.

Luka Koper, d. d. as a company subject to the application of the act regulating acquisitions, states in line with the provision of Article 70 (6) of the Companies Act the data as at 31 December 2021 and all the required explanations.

### **1.2.1. Structure of the Company's share capital**

The Company shares are ordinary no-par value shares that grant to their holders the right to participate in the company management, the right to profit sharing – dividend payments, and the right to a proportionate amount of remaining assets after winding up or bankruptcy of the company. All the shares are registered shares, of one class and issued in book-entry form. The Company shares are freely transferable and listed on the Ljubljana Stock Exchange, first listing. Detailed data about the share and ownership structure is presented in Chapter 15 The LKPG Share.

### **1.2.2. Share transfer limitations**

All Company shares are freely transferable.

### **1.2.3. Qualified shares pursuant to the Takeovers Act**

Pursuant to Article 77 (1) of the Takeovers Act, achievement of the qualified share on 31 December 2021 was as follows:

- the Republic of Slovenia held 7,140,000 shares issued by Luka Koper, d. d., which accounted for 51.00% of the initial capital of the issuer of the shares, and
- Slovenian Sovereign Holding (Slovenski državni holding, d. d.) held 1,557,857 shares issued by Luka Koper, d. d., which accounted for 11.13% of the initial capital of the issuer of the shares.

### **1.2.4. Holders of securities granting special control rights**

The company issued no securities that would grant special control rights.

#### **1.2.5. Employee share scheme**

The company has no employee share scheme.

#### **1.2.6. Limitation of voting rights**

There is no limitation of voting rights.

#### **1.2.7. Agreements among shareholders that may result in limitation of share transfer or voting rights**

The company has not been informed of any such agreements.

#### **1.2.8. The Company's rules on appointments or replacements of members of management and supervisory bodies**

The Management Board of the company has a President and up to three members, of which one is the Worker Director. The President of the Management Board and other Management Board Members are appointed and dismissed by the Supervisory Board. The Worker Director as a Member of the Management Board is appointed and dismissed by the Supervisory Board on a proposal of the Works Council. The term of office of the President of the Management Board, Management Board Members and the Worker Director is five years with the possibility of re-appointment. The Supervisory Board has the right and competence to dismiss the entire Management Board or an individual Member of the Management Board.

The Supervisory Board can dismiss the President of the Management Board, Members of the Management Board and the Worker Director early for the reasons set out in the law. The quorum of the Supervisory Board when appointing or dismissing the President of the Management Board, a Member of the Management Board or the Worker Director requires the presence of at least half of the Members of the Supervisory Board and at least half of the present Supervisory Board Members have to be representatives of the capital, of which the Chair of the Supervisory Board and deputy Chair of the Supervisory Board are to be present as well.

The President and Members of the Management Board shall have at least university education, a thorough knowledge of one world language, and at least five years of work experience in decision-making positions in large companies in accordance with the criteria as defined by the law governing companies. More detailed conditions and criteria for the President and Members of the Management Board are determined by the Supervisory Board. The terms of appointment of the Worker Director are jointly determined by the Supervisory Board and the Works Council.

The HR Committee operates under the Supervisory Board, carrying out preliminary procedures relating to the selection of candidates for the Management Board of the company and proposing the most suitable candidates for the Management Board Members to the Supervisory Board. Before submitting the proposal, the Committee verifies whether the candidates suggested meet the legal and statutory criteria for the Members of the Management Board.

The Supervisory Board of the company consists of nine members, of which six are elected by the General Meeting by a simple majority of the shareholders present and three members are elected by the Works Council. One of six Supervisory Board members can be proposed to the General Meeting by the municipality or municipalities in which the onshore part of the port area is located. The General Meeting establishes with a decision the election and discharge of the members of the Supervisory Board elected by the Works Council. The decision on an early discharge of Members of the Supervisory Board has to be taken by a three-quarters majority of the votes submitted in the General Meeting. Members of the Supervisory Board elected out of the employees can be discharged before the expiry of their term of office by the Works Council. The General Meeting only establishes their discharge with a decision. After expiry of their term of office, each elected Member of the Supervisory Board may be proposed and re-appointed as a Member of the Supervisory Board.

In 2020, the Management and the Supervisory Boards formulated and adopted a diversity policy with respect to representation in management and control bodies of the company as defined by the Companies Act and the Slovenian Corporate Governance Code for Public Limited Companies adopted on 27 October 2016, which entered into force on 1 January 2017. The Company has thus pursued the objective of diversity with respect to representation in management and control bodies.

### **1.2.9. The Company's rules concerning changes in the articles of association**

The General Meeting of Shareholders decides on the changes in the articles of association with a three-quarters majority of the initial capital represented.

### **1.2.10. Powers of Members of the Management Board, in particular with regard to own shares**

Powers of Members of the Management Board are defined in Chapter 4.6 Company Management. The Management Board has no special powers relating to the issue or purchase of own shares.

### **1.2.11. Relevant agreements that are put into effect, changed or terminated on the basis of a change in the company's control as a result of a public takeover offer**

The company has not been informed of any such agreements.

### **1.2.12. Agreements between the Company and the members of its management or control bodies or employees that foresee compensation if they resign, are dismissed without valid grounds or their employment contract expires because of an offer made in compliance with the Takeovers Act**

There have been no agreements in accordance with the Takeovers Act.

## **1.3. Management system<sup>1</sup>**

Luka Koper, d. d. operates under a two-tier management system, under which the Company has three management bodies: the General Meeting of Shareholders, the Supervisory Board, and the Management Board. The competencies of individual bodies and the rules on their operation, appointment, discharge and changes to the articles of association and Company's internal regulations related to the work of these bodies are laid down in the Companies Act, the Company's articles of association, and the Rules of Procedure on the Work of the Supervisory Board, the Management Board and the General Meeting of Shareholders. Specific provisions on the operation of the Management Board are also stated in other general acts on internal company regulation. The Company's articles of association are available at <https://luka-kp.si/eng/corporate-documents>.

## **1.4. General Meeting of Shareholders**

The General Meeting of Shareholders is the highest body of the Company, deciding on its status changes, appropriation of the profit, the appointment or discharge of Members of the Supervisory Board and all other issues. It makes decisions in accordance with the Companies Act (ZGD-1) and the Articles of Association of Luka Koper, d. d. The ownership structure of Luka Koper, d. d. is presented in Chapter 15, The LKPG Share.

### **1.4.1. Convening the General Meeting of Shareholders**

The Management Board shall convene the General Meeting of Shareholders once a year as a general rule, or several times, if necessary. The convening of the General Meeting of Shareholders is announced at least one month in advance on the AJPES website, in the SEO-net electronic system of the Ljubljana Stock Exchange, and on the Company's website. The Company's website <https://luka-kp.si/eng/general-assembly> includes all the material with the proposals for decisions, which is also made available to shareholders at the Company's head office. In compliance with the rules of the Ljubljana Stock Exchange, all decisions taken at the General Meeting of Shareholders are also published.

### **1.4.2. Participation and voting rights**

Shareholders may take part in the General Meeting and exercise their voting right if their presence is reported to the Management Board by the end of the fourth day prior to the General Meeting and if shares or a share certificate are submitted for inspection.

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<sup>1</sup> GRI GS 102-18

The company has no limitations relating to the voting rights, as all shares of Luka Koper, d. d. provide voting rights in line with the legislation.

Luka Koper, d. d. has issued no securities that would grant their holders any special control rights.

### 1.4.3. Decisions of the General Meeting of Shareholders

On 29 June 2021, the shareholders of Company Luka Koper, d. d., gathered at the 34th General Meeting. At the meeting, the shareholders:

- Adopted a decision on the proposal for the appropriation of the accumulated profit for 2020, which amounted to EUR 30,637,829.48:
  - o A portion in the amount of EUR 15,960,000.00 is to be used for dividend pay-out in the gross value of EUR 1,14 per ordinary share,
  - o The residual amount of accumulated profit in the amount of EUR 14,677,829.48 to remain unappropriated.
- Granted discharge for the year 2020 to the Management Board and Members of the Supervisory Board,
- Adopted amendments and supplements to the Articles of Association of the Company,
- Refused to reach a settlement with the former members of the Supervisory Board in the TTI case,
- Gave consent to conclude a settlement with former members of the Supervisory Board and the insurance company Wiener Städtische Versicherung AG Vienna Insurance Group and Wiener Städtische zavarovalnica, Ljubljana branch, on the basis of which the insurance company paid the company EUR 55,000.00,
- Approved the Remuneration Policy of the members of the Management Board and the Supervisory Board of Luka Koper, d. d.,
- Appointed new members of the Supervisory Board.

## 1.5. Supervisory Board of Luka Koper, d. d.<sup>2</sup>

The Supervisory Board oversees the running of the Company's business. Other tasks and powers of the Board, in accordance with the law and the Company's articles of association, are: appointing and dismissing the Management Board, determining the amount of Management Board's remuneration, approving the annual report, preparing proposals for the appropriation of the accumulated profit, and convening the General Meeting of Shareholders.

### 1.5.1. Composition of the Supervisory Board

The Supervisory Board of Luka Koper, d. d. consists of nine members. Six are elected by the General Meeting of Shareholders, and three from among employees by the Works Council. The Board members' term of office is four years.

### 1.5.2. Composition of the Supervisory Board of Luka Koper, d. d. as at 31 December 2021:

#### 1.5.2.1. Representatives of shareholders:

Franci Matoz, Chair of the Supervisory Board

Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting)

Employed: Odvetniška družba Matoz, o. p., d. o. o.

Membership in other supervisory or management bodies: Chair of the Management Board of the Bank Assets Management Company, Deputy Chair of the Supervisory Board of Slovenske železnice, d. o. o.

Nevenka Črešnar Pergar, Deputy Chair of the Supervisory Board

Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting)

Employed: NL Consulting, d. o. o.

Andrej Koprivec, Member of the Supervisory Board

Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting)

Employed: Koprigo, d.o.o.

Božidar Godnjavec, Member of the Supervisory Board

Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting)

Employed: Ministry of Infrastructure

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<sup>2</sup> GRI GS 102-22, 405-1

Rado Antolovič, Member of the Supervisory Board  
 Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting)  
 Employed: Dry Docks World  
 Membership in other management or supervisory bodies: MYS Bijela Montenegro, Member of the Supervisory Board

Tamara Kozlovič, Member of the Supervisory Board  
 Beginning of a 4-year term of office: 22 August 2019 (32nd General Meeting)  
 Employed: Municipality of Koper  
 Membership in other management or supervisory bodies: Member of the General Meeting of Rižanski vodovod Koper, d. o. o.

#### 1.5.2.2. Representatives of employees:

Mladen Jovičić, Member of the Supervisory Board  
 Beginning of a 4-year term of office: 8 April 2021 (34th General Meeting – informing the shareholders)

Mehrudin Vuković, Member of the Supervisory Board  
 Beginning of a 4-year term of office: 19 January 2020 (33rd General Meeting – informing the shareholders)

Rok Parovel, Member of the Supervisory Board  
 Beginning of a 4-year term of office: 13 September 2020 (34th General Meeting – informing the shareholders)

#### 1.5.2.3. External members of the Supervisory Board committees:

Simon Kolenc, external member of the Audit Committee of the Supervisory Board  
 Appointed as at 12 July 2021 until revoked.

Simona Razvornik Škofič, external member of the Nomination Committee of the Supervisory Board  
 Appointed for the period from 22 March 2021 to 28 May 2021.  
 Membership in other management or supervisory bodies: Unior, d. d., Member of the Supervisory Board

#### Diversity of members of the Supervisory Board by gender

31 Dec 2021	Men	Women	Total
Number of members	7	2	9
<b>Share</b>	<b>78%</b>	<b>22%</b>	<b>100%</b>

#### Diversity of members of the Supervisory Board by age

31 Dec 2021	Under 30	30 to 50	Over 50	Total
Number of members	0	5	4	9
<b>Share</b>	<b>0%</b>	<b>56%</b>	<b>44%</b>	<b>100%</b>

#### 1.5.3. Changes in the composition of the Supervisory Board Audit Committee

As at 12 July 2021, the Supervisory Board of Luka Koper, d. d. appointed new members of the Audit Committee of the Supervisory Board, Andrej Koprivec as Chair, Božidar Godnjavec as Deputy Chair, Nevenka Črešnar Pergar as a member and Simon Kolenc as an external member to replace previous members of the Audit Committee of the Supervisory Board, Barbara Nose as Chair and Milan Jelenc as a member, whose terms as Members of the Supervisory Board expired on 1 July 2021, and Mateja Treven as an external member, who was recalled on 12 July 2021.

#### 1.5.4. Changes in the composition of the Supervisory Board HR Committee

As at 12 July 2021, the Supervisory Board of Luka Koper, d. d. appointed new members of the HR Committee of the Supervisory Board, Franci Matoz as Chair, Nevenka Črešnar Pergar as a member and Božidar Godnjavec as an

member to replace previous members of the HR Committee of the Supervisory Board, Uroš Ilić as Chair, Barbara Nose as a member and Milan Jelenc as a member, whose terms as Members of the Supervisory Board expired on 1 July 2021.

#### **1.5.5. Changes in the composition of the Supervisory Board Business Operations Committee**

As at 12 July 2021, the Supervisory Board of Luka Koper, d. d. appointed new members of the Business Operations Committee of the Supervisory Board, Božidar Godnjavec as Chair, Nevenka Črešnar Pergar as Deputy Chair to replace previous members of the Business Operations Committee of the Supervisory Board, Andraž Lipolt as Chair and Milan Jelenc as a member, whose terms as Members of the Supervisory Board expired on 1 July 2021.

#### **1.5.6. Appointment of the Strategic Development Committee**

As at 12 July 2021, the Supervisory Board established a new committee, i.e., the Strategic Development Committee, to which it appointed Nevenka Črešnar Pergar as Chair, Andrej Koprivec as Deputy Chair, Rado Antolovič as a member, Rok Parovel as a member, Mladen Jovičić as a member and Tamara Kozlovič as a member.

#### **1.5.7. Appointment of the Nomination Committee**

As at 19 February 2021, the Supervisory Board established a Nomination Committee, to which it appointed Milan Jelenc (Chair), Barbara Nose (member) and Tamara Kozlovič (member) for the period until 28 May 2021 and Simona Razvornik Škofič (external member) for the period from 22 March 2021 to 28 May 2021.

#### **1.5.8. Details of the composition of the Supervisory Board**

All details pertaining to members of the Supervisory Board and its composition and the composition of the committees of the Supervisory Board are listed in the tables prepared in accordance with Annexes C.2 of the Slovene Corporate Governance Code for Listed Companies and 5.2 of the Corporate Governance Code for State-Owned Enterprises, entitled Composition of the Supervisory Board and Committees in the financial year 2021, which are an integral part of this Corporate Governance Statement.

#### **1.5.9. Supervisory Board's work**

The work of the Supervisory Board is governed by statutory regulations, Company's articles of association and the Rules of Procedure on the Work of the Supervisory Board, the Slovene Corporate Governance Code for Listed Companies, Corporate Governance Code for State-Owned Enterprises, Recommendations and expectation of the Slovenian Sovereign Holding and Recommendations of the Slovenian Directors' Association.

In 2021, the Supervisory Board operated in the above composition. Work, decisions, and viewpoints of the Supervisory Board and the Committees of the Supervisory Board are reported in detail in Chapter 3 entitled Report of the Supervisory Board for 2021.

Each Member of the Supervisory Board, taking into account the provisions of the Slovene Corporate Governance Code for Listed Companies and Corporate Governance Code for State-Owned Enterprises, signed a declaration in 2021 stating that in the year 2021 there was no conflict of interest that would imply that an individual member:

- Was executive director or member of the management board of the Company or an associated company or had occupied such a position in the previous five years,
- Worked for the Company or an associated company and had occupied such a position in the previous three years,
- Received significant additional remuneration from the Company or an associated company except for the fee received as a Member of the Supervisory Board
- Was the majority shareholder and represented the majority shareholder/majority shareholders,
- Had important business contacts with the Company or an associated company in the last year, either directly as a partner, shareholder, managing director or manager in a body,
- Is or has been within the last three years, a partner or employee of the present or former external auditor of the Company or an associated company;

- Was executive director or member of the management board of another company, of which a Member of the Supervisory Board was the executive director or member of the management board, or was in any way related to the executive director or members of the management board through cooperation in other companies or bodies,
- Was a member of the Supervisory Board for more than three terms of office (or over 12 years),
- Was a close family member of a member of the management board or of persons occupying positions referred to in items above,
- Was a member of the wider management board of an associated company,
- Participated in drawing up the proposed content of the Company's annual report.

Statements are also available at <https://luka-kp.si/slo/pomembni-dokumenti-208>.

#### **1.5.10. Supervisory Board committees**

Four committees operate on a regular basis under the Supervisory Board:

- HR Committee,
- Audit Committee,
- Business Operations Committee,
- Strategic Development Committee.

The committees carry out professional tasks in aid to the Supervisory Board. They were appointed on 12 July 2021.

In 2021, the HR Committee was composed of Uroš Ilić, (Chair), Barbara Nose (Member) and Milan Jelenc (Member) until 1 July 2021 when their terms as Members of the Supervisory Board expired; Tamara Kozlovič (Deputy Chair) and Mehrudin Vuković (member) throughout 2021, and as at 12 July 2021 also of Franci Matoz (Chair), Nevenka Črešnar Pergar (member), Božidar Godnjavec (member) and Mehrudin Vuković (member).

In 2021, the Audit Committee was composed of Barbara Nose (Chair) and Milan Jelenc (Member) until 1 July 2021 when their terms as Members of the Supervisory Board expired; Mateja Treven (External Member) until 12 July 2021 when she was recalled, Rok Parovel throughout 2021, and as at 12 July 2021 also of Andrej Koprivec (Chair), Božidar Godnjavec (Deputy Chair), Nevenka Črešnar Pergar (Member) and Simon Kolenc (External Member).

In 2021, the Business Operations Committee was composed of Andraž Lipolt (Chair) and Milan Jelenc (Member) until 1 July 2021 when their terms as Members of the Supervisory Board expired; Rado Antolovič (Member), Tamara Kozlovič (Member), and Mladen Jovičić (Member) throughout 2021, and as at 12 July 2021 also of Božidar Godnjavec (Chair) and Nevenka Črešnar Pergar (Deputy Chair).

As at 12 July 2021, when it was established, in 2021 the Strategic Development Committee was composed of Nevenka Črešnar Pergar (Chair), Andrej Koprivec (Deputy Chair), Rado Antolovič (Member), Rok Parovel (Member), Mladen Jovičić (Member) and Tamara Kozlovič (Member).

In 2021, in the period from 19 February 2021 to 28 May 2021, the Nomination Committee was composed of Milan Jelenc (Chair), Barbara Nose (Member) and Tamara Kozlovič (Member) and in the period from 22 March 2021 to 28 May 2021 also of Simona Razvornik Škofič (External Member).

#### **1.5.11. Remuneration of the Supervisory Board**

Members of the Supervisory Board and of Committees of the Supervisory Board are entitled to attendance fees and payments for performing the functions. The amount of attendance fees and payments shall be determined by the General Meeting of Shareholders. Members of the Supervisory Board and of Committees of the Supervisory Board are also entitled to a refund of travel expenses and other arrival- and attendance-related expenses. Additional information on remuneration of the Supervisory Board and on related levels is given in the Accounting Report of Luka Koper d. d., Note 33 Related party transactions, and in the table taken from the Appendix C.4 of the Slovenian Corporate Governance Code, entitled Composition and the amount of remuneration of the Supervisory Board and Committee members in the financial year 2021, in Appendix to the Corporate Governance Statement, which is an integral part of the Corporate Governance Statement. The information on the ownership of shares of Members of the Supervisory Board and its committees is given in Chapter 15 The LKPG Share.

## 1.6. The Management Board of Luka Koper d. d.<sup>3</sup>

The work of the Management Board is governed by statutory regulations, the Company's articles of association and the Rules of Procedure on the Work of the Management Board, the Slovene Corporate Governance Code for Listed Companies, the Corporate Governance Code for State-Owned Enterprises, and Recommendations and Expectations of the Slovenian Sovereign Holding. Pursuant to the Companies Act and the Company's articles of association, the Management Board manages and represents the company.

### 1.6.1. Composition of the Management Board

The Management Board of Luka Koper, d. d. worked in the following composition until 15 November 2021:

- Dimitrij Zadel, President of the Management Board, appointed for a five-year term on 29 December 2017, took office on the day of his appointment,
- Metod Podkrižnik, Member of the Management Board, appointed for a five-year term on 29 December 2017, took office on the day of his appointment,
- Irma Gubanec, Member of the Management Board, appointed for a five-year term on 29 December 2017, took office on the day of her appointment,
- Vojko Rotar, Worker Director, appointed for a five-year term on 16 February 2018, took office on the day of his appointment.

As at 31 December 2021, the Management Board of Luka Koper, d. d. consisted of:

- Boštjan Napast, President of the Management Board, appointed for a five-year term on 3 December 2021, took office on the day of his appointment,
- Boštjan Napast, Member of the Management Board, appointed for a five-year term on 12 November 2021, took office on 16 November 2021,
- Vojko Rotar, Worker Director, appointed for a five-year term on 16 February 2018, took office on the day of his appointment.

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<sup>3</sup> GRI GS 102-22, 405-1

**1.6.2. Presentation of members of the Management Board of Luka Koper, d. d. as at 31 December 2021<sup>4</sup> :**

**Boštjan Napast**

President of the Management Board

Boštjan Napast has a university degree in mechanical engineering. He began his career in 1995 in the company Projekta inženiring, d. o. o., in Ptuj as a designer of machine installations. As a leading designer, he continued his career in the Maribor-based company Menerga Energie-Technologie, d. o. o. In 1998, he joined Petrol, d. d., where he held various management positions. He was the director of Petrol's Maribor regional wholesale unit; in 2004, he took over the management of the petroleum products sales department; and from 2005 to 2009, he was in charge of energy, investment, technical development and quality as a member of Petrol's Management Board. After the expiration of his term of office, he worked for Petrol as a management consultant for two more years. In 2011, he took over the management of Geoplin, d. o. o., which he successfully transformed from a local to a regional company over a ten-year period.

He commenced his five-year term of office as President of the Management Board of Luka Koper, d. d. following the decision of the company's Supervisory Board of 3 December 2021.

**Robert Rožac**

Member of the Management Board

Robert Rožac is a university graduate in architecture. He has over thirty years of work experience, of which 24 years in management positions. He started his managerial career in one of the largest construction companies in Slovenia at the time, GPG d. d., as the director of marketing and development. From 2014 to 2019, he was employed by Luka Koper, d. d., as the head of investments and maintenance. Prior to joining Luka Koper, d. d., as a Member of the Management Board, he was a State Secretary at the Ministry of the Environment and Spatial Planning.

He commenced his five-year term of office as Member of the Management Board of Luka Koper, d. d. following the decision of the company's Supervisory Board of 16 November 2021.

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<sup>4</sup> GRI GS 405-1

## Vojko Rotar

### Worker Director

Vojko Rotar, born 17 June 1976, is a graduate in economics. He began his career in 1995 in Avico, a freight forwarding company from Ljubljana, and continued to work in logistics, later also international trade until 2003. He gained a wealth of experience with respect to the port as a transit point channelling international trade flows. His insight into the general economic environment and the subjects operating within it paved him the way to various positions in the field of media and communications, where he worked as editor, journalist, correspondent, photojournalist and web reporter for various Slovenian media. He was in charge of public relations and marketing in the Marjetica Koper public corporation, while also nearing a number of areas related to the promotion of good environmental practices and cooperation with the local community. He commenced his five-year term of office in Luka Koper, d. d. as Member of the Management Board - Worker Director on 16 February 2018, following the decision of the company's Supervisory Board.

A Member of the Management Board has to disclose any conflict of interest to the Supervisory Board and inform other Members of the Management Board accordingly.

#### Diversity of members of the Management Board by gender

31 Dec 2021	Men	Women	Total
Number of members	3	0	3
<b>Share</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

#### Diversity of members of the Management Board by age

31 Dec 2021	Under 30	30 to 50	Over 50	Total
Number of members	0	1	2	3
<b>Share</b>	<b>0%</b>	<b>33%</b>	<b>67%</b>	<b>100%</b>

Presentation of Members of the Management Board is also available at <https://luka-kp.si/eng/management>.

#### 1.6.3. Details of the composition of the Management Board

All details pertaining to members of the Management Board are listed in the table entitled Composition of the Management Board in the financial year 2021, which is an integral part of this Corporate Governance Statement and was prepared in accordance with Annexes C.1 of the Slovene Corporate Governance Code for Listed Companies and 5.1 of the Corporate Governance Code for State-Owned Enterprises.

## 1.7. Management Board's work<sup>5</sup>

The Management Board autonomously directs the operations of the Company in its best interests, and assumes sole responsibility for its actions. It works in accordance with regulations, the articles of association and the binding decisions of Company bodies.

### 1.7.1. Remuneration of the Management Board

Remuneration paid to Members of the Management Board consists of the fixed and variable components. They are determined in fixed-term management operation employment contracts for Members of the Management Board, in annexes to employment contracts and in decisions of the Supervisory Board. Concluded between individual Members of the Management Board and the Supervisory Board, employment contracts and annexes also specify refunds and benefits. When concluding contracts and annexes for Members of the Management Board, the Supervisory Board is represented by its Chair. The remuneration of the Management Board is reported in the Accounting Report of Luka Koper d. d., Note 33 Related party transactions, and in the table entitled Composition of the management board in the financial year 2021, which is an integral part of the Company's Corporate Governance Statement and is taken from the Appendix C.3 of the Slovenian Corporate Governance Code. The ownership of shares is reported in Chapter 15 The LKPG Share.

## 1.8. Management and governance of companies in the Luka Koper Group

Luka Koper, d. d. has an established corporate governance system which includes the controlling company of the Luka Koper Group and 6 other companies. Luka Koper has business shares, i.e., is a shareholder in the subsidiaries of the Luka Koper Group, as well as in 13 other companies. Objectives in the field of financial investment management are defined in the Strategic Business Plan of the Company and the Group for the period 2020-2025. The Investment Management Strategy was adopted in 2018, under which financial investments are divided into two categories with respect to four key areas (integration in operations, maximisation of flexibility and minimisation of risk, financial aspect and other externalities):

- Strategic investments are investments in shares and stakes of the companies engaged in activities that are of importance for the future development and operation of the parent company, and contributing to risk control and increased added value. They are managed in accordance with the principle of the group operation.
- Non-strategic investments are investments in shares and stakes of the companies not engaged in activities that are of importance for the future development and operation of the parent company, and not contributing to risk control and increased added value. The aim is to maximise profit payment or bring about other positive impacts for the owner. They are managed in accordance with the principle of investment trust.

As the Investment Management Strategy has been adopted, guidelines for the decision-making and managing aspects of management of strategic investments were also set. The dividend policy follows the classification of an individual investment: when acting as a shareholder in non-strategic investments, we strive to achieve the objective of maximised profit payment, and when acting as a shareholder in strategic investments, we pursue the objective of a balanced profit payment under consideration of the investment-development company cycles.

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<sup>5</sup> GRI GS 102-23

### Management and governance of subsidiaries in the Luka Koper Group as at 31 December 2021

Company	Managing Director	Share of the controlling company in ownership (in %)
Luka Koper INPO, d. o. o.	Boris Kranjac	100.00
Adria Terminali, d. o. o.	Bojan Babič	100.00
Luka Koper Pristan, d. o. o.	Liquidator Luka Gabrčič	100.00
Adria Investicije, d. o. o.	Boris Jerman	100.00
Logis-Nova, d. o. o.	Larisa Kocjančič	100.00
TOC, d. o. o.	Ankica Budan Hadžalič	68.13

### 1.9. Internal audit

The purpose of the internal audit is to carry out the function of internal auditing for the company Luka Koper, d. d. and subsidiaries. This is an independent organisational unit subordinated in function to the Supervisory Board, and in organisation to the Management Board of the company. It operates independently and in accordance with the adopted fundamental charter, i.e., the Internal Audit Charter which is based on International Standards for the Professional Practice of Internal Auditing, the Code of Internal Audit Principles of the Slovenian Institute of Auditors, and Code of Ethics for Internal Auditors of the Slovenian Institute of Auditors. With its activities, the internal audit helps implement the objectives of the Company and the Group by systematically and methodically assessing and improving the efficiency of risk management, control of procedures and their management.

In 2021, the internal audit carried out internal audit engagements and other activities in accordance with the adopted annual plan of work. Eleven planned internal audit engagements and two extraordinary ones were carried out. In implementing the planned transactions, the risks identified in the preparation of the annual plan served as guidance, and were also supplemented in the phase of detailed observation of each audit area and initial risk assessment. The greater part of the assurance provision included verification whether internal controls have been devised appropriately and whether they function in accordance with pre-defined objectives and standards. Based on identified deficiencies, recommendations were made for their improvement.

In addition to the planned auditing, after-audit activities were performed monthly, their aim being to report promptly on the measures taken for a better management of risks. All the recommendations with the implementation deadline by the end of 2021 were implemented.

The internal audit reported on each individual engagement to the management of the audited unit, the Company's Management Board and the Audit Committee of the Supervisory Board; and to the latter two, it also reported on the implementation of internal audit recommendations. The internal audit reports to the Supervisory Board on an annual basis.

The development of internal audit has been implemented by means of a quality provision and improvement programme. Its purpose is to ensure to all the interested parties that operation of the internal audit is in compliance with the applicable rules of the profession and that its operation is successful and efficient. The quality of and improvement in the operation of internal audit is also ensured by internal assessment as well as monitoring and measuring the internal audit operation. In 2021, all values of ratios for measuring the performance of internal audit were achieved as planned.

### 1.10. External audit

At the 33rd meeting of 26 August 2020, the General Meeting of Shareholders appointed the audit firm BDO Revizija, d. o. o., družba za revidiranje, Cesta v Mestni log 1, Ljubljana for the audit of the financial statements of Luka Koper, d. d. and the Luka Koper Group for the business years 2020, 2021 and 2022.

The costs of audit services performed for Luka Koper, d. d. and its subsidiaries are presented in the consolidated accounting report, Note 35: Transactions with the audit firm.



Boštjan Napast  
President of the Management Board of Luka Koper, d. d.



Robert Rožac  
Member of the Management Board of Luka Koper, d. d.



Vojko Rotar  
Member of the Luka Koper, d. d. Management Board - Worker Director

## 1.11. Appendix to the Corporate Governance Statement

### C.1: Composition of the Management Board for the Financial Year 2021

Name and surname	Function (Chair, Member)	First appointment to office	End of office / term of office	Gender	Citizenship	Year of birth	Education	Professional profile	Membership in management or supervisory bodies of unrelated
Dimitrij Zadel	Chair	29.12.2017	15.nov.21	Man	Slovenian	1967	Level 7	University Graduate in Mechanical Engineering	none
Metod Podkrižnik	Member	29.12.2017	15.nov.21	Man	Slovenian	1971	Level 8	University Graduate in Mechanical Engineering and Master's Degree in Economics	Member of the Supervisory Board in Petrol, d. d.
Irma Gubanec	Member	29.12.2017	15.nov.21	Woman	Slovenian	1968	Level 8	Master's Degree in Economics	Member of the Supervisory Board in IEDC - Poslovna šola Bled, d. o. o.
Boštjan Napast	Chair	03.12.2021	ongoing	Man	Slovenian	1971	Level 7	University Graduate in Mechanical Engineering	Member of the Supervisory Board in Plinovod d. o. o. and Unior, d. d.
Robert Rožac	Member	16.11.2021	ongoing	Man	Slovenian	1965	Level 7	University Graduate in Architecture	none
Vojko Rotar	member - Worker Director	16.02.2018	ongoing	Man	Slovenian	1976	Level 7	University Graduate in Economics	none

### C.2: Composition of the Supervisory Board and Committees in the Financial Year 2021

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
UROŠ ILIČ	Chair	01.07.2017	01.jul.21	representative of shareholders	8 / 19	Man	Slovenian	1976	Level 8	Master's Degree in Law	Yes	No	No
	Committee member (Audit, HR, Remuneration Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of								
	HR COMMITTEE				2021)	4 / 10							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Milan Jelenc	Member	01.07.2017	01.jul.21	representative of shareholders	8 / 19	Man	Slovenian	1949	Level 8	Master's Degree in Economics	Yes	No	Chairman of the Supervisory Board in Adriakombi, d. o. o.
	Committee member (Audit, HR, Remuneration Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of								
	HR COMMITTEE / AUDIT COMMITTEE / BUSINESS OPERATIONS COMMITTEE / NOMINATION COMMITTEE				MEMBER / MEMBER / MEMBER / CHAIR (UNTIL 1 JUL 2021, IN THE NOMINATION COMMITTEE FROM 19 FEB TO 28 MAY 2021)	4 / 10,6 / 12,4 / 9,6 / 6							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Barbara Nose	Member	1 Jul 2017	01.jul.21	Representative of shareholders	8 / 19	Woman	Slovenian	1964	Level 7	University Graduate in Economics, Auditing Specialist	Yes	No	No
	Committee member (Audit, HR, Remuneration Committee, etc.)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE / AUDIT COMMITTEE / NOMINATION COMMITTEE			CHAIR / MEMBER / MEMBER (UNTIL 1 JUL 2021, IN THE NOMINATION COMMITTEE FROM 19 FEB TO 28 MAY 2021)	4 / 10,6 / 12,6 / 6								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Andraž Lipolt	Deputy Chair	01.07.2017	01.jul.21	Representative of shareholders	8 / 19	Man	Slovenian	1974	Level 8	University Graduate in Mechanical Engineering and Master's Degree in Economics	Yes	No	No
	Committee member (Audit, HR, Remuneration Committee, etc.)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE			CHAIR (UNTIL 1 JUL 2021)	4 / 9								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Rado Antolovič	Member	07.10.2013	ongoing	Representative of shareholders	18 / 19	Man	Slovenian	1959	Level 9	Doctor of Economic Sciences	Yes	No	no
	Committee member (Audit, HR, Remuneration Committee, etc.)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE			MEMBER / MEMBER	9 / 9, 1 / 1								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Franci Matoz	Chair	02.07.2021	ongoing	Representative of shareholders	11 / 19	Man	Slovenian	1963	Level 7	University Graduate in Law	Yes	No	Chair of the Management Board of the Bank Assets Management Company, Deputy Chair of the Supervisory Board of Slovenske železnice, d. o. o.
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE			CHAIR	6 / 10								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Nevenka Črešnar Pergar	Deputy Chair	02.07.2021	ongoing	Representative of shareholders	11 / 19	Woman	Slovenian	1962	Level 7	University Graduate in Law	Yes	No	no
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE, AUDIT COMMITTEE, BUSINESS OPERATIONS COMMITTEE, STRATEGIC DEVELOPMENT COMMITTEE			MEMBER / MEMBER / DEPUTY CHAIR / CHAIR	5 / 10, 6 / 12, 5 / 9, 1 / 1								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Andrej Koprivec	Member	02.07.2021	ongoing	Representative of shareholders	11 / 19	Man	Slovenian	1980	Level 7	University Graduate in Economics	Yes	No	no
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE, STRATEGIC DEVELOPMENT COMMITTEE			CHAIR / DEPUTY CHAIR	6 / 12, 1 / 1								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Božidar Godnjavec	Member	02.07.2021	ongoing	Representative of shareholders	11 / 19	Man	Slovenian	1972	Level 7	Master's Degree in Economics	Yes	No	no
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE, AUDIT COMMITTEE, BUSINESS OPERATIONS COMMITTEE /			CHAIR	6 / 10, 6 / 12, 4 / 9,								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Tamara Kozlovič	Member	22.08.2019	ongoing	Representative of shareholders	19 / 19	Woman	Slovenian	1978	Level 8	Master's Degree in Business Policy and Organisation	Yes	No	Member of the General Meeting in Rižanski vodovod Koper, d. o. o.
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE / BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE / NOMINATION COMMITTEE			DEPUTY CHAIR / MEMBER / MEMBER (FROM 19 FEB TO 28	10 / 10, 9 / 9, 1 / 1, 6 / 6								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Mladen Jovičič	Member	8 Apr 2009	ongoing	Representative of employees	19 / 19	Man	Slovenian	1969	Level 5	Electrical technician	Yes	No	No
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE			MEMBER / MEMBER	8 / 9, 1 / 1								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Rok Parovel	Member	12 Sep 2016	ongoing	Representative of employees	18 / 19	Man	Slovenian	1987	Level 5	High school graduate	Yes	No	Member of the Supervisory Board in the Municipality of
	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE			MEMBER / MEMBER	11 / 12, 1 / 1								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profile	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
Mehrudin Vuković	Member	19 Jan 2020	ongoing	Representative of employees	19 / 19	Man	Slovenian	1972	Level 6 / 1	Logistics Engineer	Yes	No	No
	Committee member (Audit, HR, Remuneration Committee, etc.)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE			MEMBER	10 / 10								

External committee member (audit, HR, remuneration committee, etc.)													
Name and surname	COMMITTEE	Attendance at committee meetings proportional to the total number of committee meetings	Gender	Citizenship	Education	Year of birth	Professional profile	Membership in management or supervisory bodies of unrelated companies					
Mateja Treven	Audit (until 12 Jul 2021)	6 / 12	Woman	Slovenian	Level 8	1972	Master's Degree in Economics	NLB Banka AD Skopje					

External committee member (audit, HR, remuneration committee, etc.)													
Name and surname	COMMITTEE	Attendance at committee meetings proportional to the total number of committee meetings	Gender	Citizenship	Education	Year of birth	Professional profile	Membership in management or supervisory bodies of unrelated companies					
Simon Kolenc	Audit Committee	6 / 12	Man	Slovenian	Level 7	1977	University Graduate in Economics	no					

External committee member (audit, HR, remuneration committee, etc.)													
Name and surname	COMMITTEE	Attendance at committee meetings proportional to the total number of committee meetings	Gender	Citizenship	Education	Year of birth	Professional profile	Membership in management or supervisory bodies of unrelated companies					
Simona Razvornik Škofič	Nomination Committee (from 22 Mar to 28 May 2021)	4 / 6	Woman	Slovenian	Level 7	1971	University Graduate in Economics	The Supervisory Board of Unior, d. d.					

### C.3: Composition and Amount of Remuneration\* of Management Board Members in the Financial Year 2021

(in EUR)

Name and surname	Function (Chair, Member)	Fixed income - gross (1)	Variable income - gross			Deferred income (3) **	Severance pay (4)	Bonuses (5)	Bonus clawback (6)	Total Gross (1+2+3+4+5-6)	Net Total *
			based on quantitative criteria	based on qualitative criteria	Total (2)						
Dimitrij Zadel	President of the Management Board until 15 Nov 2021	160,778.62			86,274.48	0.00	83,680.98	754.11	0.00	331,488.19	158,501.39
Metod Podkrižnik	Member of the Management Board until 15 Nov 2021	144,645.77			77,561.17	0.00	75,379.38	6,726.39	0.00	304,312.71	135,884.51
Irma Gubanec	Member of the Management Board until 15 Nov 2021	144,202.08			77,708.76	0.00	75,398.10	2,020.07	0.00	299,329.01	141,253.82
Boštjan Napast	President of the Management Board	0.00			0.00	0.00	0.00	0.00	0.00	0.00	167.46
Robert Rožac	Member of the Management Board	6,267.36			0.00	0.00	0.00	417.77	0.00	6,685.13	3,974.36
Vojko Rotar	Member of the Management Board - Worker Director	134,046.64			34,256.60	28,944.08	0.00	3,497.43	0.00	200,744.75	86,401.95

\* for the purpose of this disclosure, it is not necessary to disclose travel, accommodation and subsistence expenses because they do not by their nature constitute payment to the Management Board.

\*\* deferred payment of the second half of the award under the Act Governing the Remuneration of Managers of Companies with Majority Ownership held by the Republic of Slovenia or Self-Governing Local Communities on 18 July 2021 or at the end of the term, if the latter lasted more than two

\*\*\* net salary, voluntary supplementary pension insurance, labour cost reimbursement and annual leave allowance

\*\*\*\* boniteta za zavarovanje odgovornosti in boniteta za uporabo službenega vozila

### C.4: Composition and Amount of Remuneration\* of Members of the Supervisory Board and its Committees in the Financial Year 2021

(in EUR)

Name and surname	Function (Chair, Deputy, Member, External Member of the Committee)	Performance fee - gross annual (1)	Supervisory Board and Committee attendance fees - gross annually (2)	Gross Total (1 + 2)	Net Total *	Net travel allowance
Uroš Ilić	Chair until 1 July 2021	16,207.17	3,410.00	19,617.17	14,231.62	0.00
Andraž Lipolt	Deputy Chair	12,691.04	3,190.00	15,881.04	11,514.34	0.00
Rado Antolovič	Member	19,350.81	6,105.00	25,455.81	18,452.19	5,732.51
Milan Jelenc	Member until 1 July 2021	12,435.48	7,282.00	19,717.48	14,304.58	0.00
Barbara Nose	Member since 1 July 2021	12,435.48	6,402.00	18,837.48	13,664.55	0.00
Tamara Kozlovič	Member	21,548.39	10,252.00	31,800.39	23,066.61	0.00
Mladen Jovičič	Member	19,350.81	6,380.00	25,730.81	18,652.18	0.00
Mehrudin Vuković	Member	17,899.19	6,600.00	24,499.19	17,756.44	0.00
Rok Parovel	Member	20,100.81	6,941.00	27,041.81	19,605.70	0.00
Franči Matoz	Chair since 2 July 2021	11,108.88	3,190.00	14,298.88	10,373.72	12.58
Nevenka Pergar Črešnar	Deputy Chair since 2 July 2021	9,693.55	4,950.00	14,643.55	10,624.39	343.48
Andrej Koprivec	Member since 2 July 2021	9,112.91	3,135.00	12,247.91	8,882.06	305.28
Božidar Godnjavec	Member since 2 July 2021	9,112.91	4,730.00	13,842.91	10,042.08	399.60
Simon Kolenc	External Member since 12 July 2021	2,554.84	993.84	3,548.68	2,498.15	82.80
Simona Razvornik Škofič	External Member from 22 March 2021 to 28 May 2021	695.57	660.00	1,355.57	985.91	0.00
Mateja Treven	External Member to 11 July 2021	4,045.16	1,716.00	5,761.16	0.00	0.00

\* The amount that the company transfers to the individual's account as payment after the advance payment of personal income tax, which does not take into account any subsequent additional payments of personal income tax.