

# 1 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 2023 to 31 December 2023.

## 1.1 Codes and Management Practice

In the period from 1 January to 31 December 2023, the company observed the Slovenian Corporate Governance Code for Listed Companies of December 2021, 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 2022. The Code is available on the Ljubljana Stock Exchange's website ["Ljubljana Stock Exchange Rules and Regulations \(ljse.si\)](https://www.ljse.si/).

In the period from 1 January to 31 December 2023, the company also observed The Corporate Governance Code for State-Owned Enterprises (adopted in June 2022) which is available on the Slovenian Sovereign Holding (SDH) website [Key SSH Asset Management Documents](#).

The Company has adopted the Corporate Governance Policy of Luka Koper, d. d., on 21 January 2022, whereby management is carried out in accordance with the provisions of the Companies Act and the aforementioned codes.

In its corporate governance, the company voluntarily decided to apply the Slovenian corporate integrity guidelines, based on which it adopted its own Corporate Integrity Strategy of the Luka Koper Group companies, the Code of Ethics of the Luka Koper Group, and Corruption Prevention Policy. All these documents are available on the Company's website [Corporate-documents - Luka Koper d. d. \(luka-kp.si\)](#). Code of Ethics of the companies of the Luka Koper Group was revised on 1 October 2019. The company has adopted the Rules of Procedure for the Corporate Integrity Officer and the Corporate Integrity Violations Committee of the Luka Koper Group, and Rules of Procedure for the Operations Compliance Officer, on 11 July 2022 it adopted Code of Conduct for business partners of the Luka Koper Group, and on 24 August 2023, also the Corruption Prevention Policy.

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

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

- One member of the Supervisory Board is an employee of SDH, d. d. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 4.1.)
- 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 factors, 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. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 11, and from the Slovenian Corporate Governance Code for Listed Companies, Item 6.5.)
- In 2023, the Supervisory Board began the process of evaluating the effectiveness of its work, which it had not completed by the end of the year. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.13.)
- The 36th and 37th Annual General Meetings were held only with the physical presence of the shareholders, as the conditions made it possible and in this way the Company maintains direct contact with the shareholders. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Items 10.1 and 10.2.)
- 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 12.1.)

- 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 14.4.)
- The Works Council does not follow the recommendations of the Diversity Policy when appointing the Supervisory Board members, the employee representatives. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 11.3.)
- The Supervisory Board does not have a specific training scheme since the training priorities are set by each member of the Supervisory Board individually. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 15.1.)
- 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. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.10.6.)
- 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, since this content is included in the Corruption Prevention Policy and the Rules of Procedure on the management system for the prevention of corruption. The Code of Ethics discusses various other 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 32.7.)

### 1.1.2 Corporate integrity

Corporate integrity is reported in detail in Chapter 27 Corporate integrity and operations compliance, protection of personal data and human rights.

### 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 its annual report all the required data and explanations in line with the provision of Article 70 (6) of the Companies Act.

#### 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 2023 was as follows:

- the Republic of Slovenia held 7,140,000 shares issued by Luka Koper, d. d., which accounted for 51.00 percent 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 percent 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.

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 Listed Companies. The Company has thus partly pursued the objective of diversity with respect to representation in management and control bodies. In 2023, the Supervisory Board adopted a competency profile for the members of the Management Board.

#### **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 of Luka Koper, d. d. Otherwise, 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**

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.

Significant impacts on the Company's business in terms of negative impacts on stakeholders are communicated to the Management Board and the Supervisory Board through the submission and consideration of regular reports: quarterly reports, annual report, risk management reports, reports of violations of corporate integrity, compliance reports, occupational health and safety reports, environmental reports, fire safety reports, etc.

Conflicts of interest regarding cross-membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. Details of related party transactions are presented in the consolidated financial statements in Note 31 'Related party transactions'.

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>.

Leadership continuity was identified as a significant impact in 2023 by both the Luka Koper Group and stakeholders. Ensuring leadership continuity is an important aspect of the effectiveness of the Management Board and Supervisory Board of Luka Koper, d. d. Accordingly, the decision-making bodies must ensure that the entire membership or the majority of the membership of these bodies is not replaced within a very short period of time, as this can have a significant impact on the effectiveness/ineffectiveness of their work. The company follows this. The terms of office of the members of the Management Board and the Supervisory Board in the positions to which they are appointed do not expire at the same period of time, but at different dates (as shown in Table C1), thus ensuring leadership and control continuity.

## 1.4 General Meeting of Shareholders<sup>1</sup>

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.

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

Shareholders of Luka Koper, d. d., held two General Meetings in 2023. On 6 February 2023, the 36th General Meeting of the Company was held for the election of new members of the Supervisory Board, at which the shareholders:

- Took note of the resignation of Supervisory Board Member Tamara Kozlovič as of 13 May 2022
- Recalled members of the Supervisory Board, Franko Matoz, Nevenka Črešnar Pergar, Andrej Koprivec and Božidar Godnjavec; and

- appointed Mirko Bandelj, Barbara Nose, Jožef Petrovič, Boštjan Rader and Borut Škabar as new members of the Supervisory Board for a four-year term of office commencing on 7 February 2023.

The 37th Annual General Meeting of the Company was held on 28 June 2023, at which shareholders:

- Approved the report on the remuneration of the members of the Company's management and supervisory bodies in 2022;
- Adopted a decision on the proposal for the appropriation of the accumulated profit for 2022, which amounted to EUR 50,229,863.96:
  - A portion in the amount of EUR 35,000,000.00 is to be used for dividend payout in the gross value of EUR 2.50 per ordinary share,
  - The residual amount of accumulated profit in the amount of EUR 15,229,863.96 is to remain unappropriated;
- Granted discharge for the year 2022 to the Management Board and Members of the Supervisory Board;
- Appointed BDO Revizija, d. o. o., as auditor of the financial statements of Luka Koper, d. d., and the Luka Koper Group for the financial years 2023, 2024 and 2025;
- Approved the Remuneration Policy for the Management and Supervisory Bodies of Luka Koper, d. d., and the Management Bodies of the Subsidiaries in the Luka Koper Group; and
- Rejected the proposal to set the remuneration and attendance fees for the members of the Supervisory Board and the members of the Supervisory Board committees.

## 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, mainly include: 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.

The Company has adopted a competency profile for the members of the Supervisory Board (Competency Profile of the Supervisory Board), which is published on the Company's website [Corporate Documents - Luka Koper d.d. \(luka-kp.si\)](https://luka-kp.si).

### 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.

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

31 Dec 2023	Men	Women	TOTAL
Number of members	8	1	9
Share	89%	11%	100%

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

31 Dec 2023	Under 30	30 to 50	Over 50	TOTAL
Number of members	0	2	7	9
Share	0%	22%	78%	100%

## 1.5.2 **Composition of the Supervisory Board of Luka Koper, d. d., as at 31 December 2023:**

### 1.5.2.1 **Representatives of shareholders:**

Mirko Bandelj, Chair of the Supervisory Board

Beginning of a 4-year term of office: 7 February 2023 (36<sup>th</sup> General Meeting)

Employed: Odvetniška pisarna Mirko Bandelj, d. o. o.

Membership in other management or supervisory bodies: /

Tomaž Benčina, Deputy Chair of the Supervisory Board

Beginning of a 4-year term of office: 7 June 2022 (35<sup>th</sup> General Meeting)

Employed: Regional Chamber of Commerce of Celje

Membership in other supervisory or management bodies: Zavarovalnica Triglav, d. d., Member of the Supervisory Board

Boštjan Rader, Member of the Supervisory Board

Beginning of a 4-year term of office: 7 February 2023 (36<sup>th</sup> General Meeting)

Employed: SDH, d. d.

Membership in other management or supervisory bodies: Deputy Chair of the Supervisory Board of the Public Company Uradni list Republike Slovenije, d. o. o.

Jožef Petrovič, Member of the Supervisory Board

Beginning of a 4-year term of office: 7 February 2023 (36<sup>th</sup> General Meeting)

Employed: retired

Membership in other supervisory or management bodies: Pošta Slovenije, d. o. o., Member of the Supervisory Board

Barbara Nose, Member of the Supervisory Board

Beginning of a 4-year term of office: 7 February 2023 (36<sup>th</sup> General Meeting)

Employed: Constantia Primia, d. o. o., Managing Partner

Membership in other supervisory or management bodies: Pošta Slovenije, d. o. o., Member of the Supervisory Board, AMZS, d. d., Deputy Chair of the Supervisory Board, Barnos, d. o. o., Managing Director, Shramba, d. o. o., Managing Director

Borut Škabar, Member of the Supervisory Board

Beginning of a 4-year term of office: 7 February 2023 (36<sup>th</sup> General Meeting)

Employed: BLUEMARINE, d. o. o., Managing Director

Membership in other management or supervisory bodies: BLUESHIP Ltd Istanbul, Managing Director

### 1.5.2.2 **Representatives of employees:**

Mehrudin Vuković, Member of the Supervisory Board

Beginning of a 4-year term of office: 19 January 2020 (33<sup>rd</sup> General Meeting – informing the shareholders)

Rok Parovel, Member of the Supervisory Board

Beginning of a 4-year term of office: 13 September 2020 (34<sup>th</sup> General Meeting – informing the shareholders)

Mladen Jovičić, Member of the Supervisory Board

Beginning of a 4-year term of office: 8 April 2021 (34<sup>th</sup> General Meeting – informing the shareholders)

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

Mateja Treven, External Member of the Audit Committee of the Supervisory Board

Appointed for the period from 23 February 2023 until revoked.

Membership in other management or supervisory bodies: NLB Banka AD Skopje, independent member of the Supervisory Board, NLB Banka Prishtina, non-executive independent member of the Management Board.

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

In 2023, until 6 February 2023, the Audit Committee of the Supervisory Board was composed of Andrej Koprivec (Chair), Božidar Godnjavec (member and Deputy Chair), Nevenka Črešnar Pergar (member), Rok Parovel (member), and Simon Kolenc (external member).

As of 23 February 2023, the Committee is composed of Barbara Nose (Chair), Boštjan Rader (member), Rok Parovel (member) and Mateja Treven (external member).

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

In 2023, until 6 February 2023, the HR Committee consisted of Franci Matoz (Chair), Nevenka Črešnar Pergar (member), Božidar Godnjavec (member), Mehrudin Vuković (member).

As of 23 February 2023, the Committee is composed of Tomaž Benčina (Chair), Jožef Petrovič (member), Boštjan Rader (member) and Mehrudin Vuković (member).

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

In 2023, until 6 February 2023, the Business Operations Committee was composed of Božidar Godnjavec (Chair), Nevenka Črešnar Pergar (Deputy Chair), Tomaž Benčina (member) and Mladen Jovičić (member).

As of 23 February 2023, the Committee is composed of Jožef Petrovič (Chair), Tomaž Benčina (member), Borut Škabar (member) and Mladen Jovičić (member).

#### 1.5.6 Strategic Development Committee

Until 6 February 2023, the Strategic Development Committee, which never met in 2023, was composed of Nevenka Črešnar Pergar (Chair), Andrej Koprivec (Deputy Chair), Tomaž Benčina (member), Rok Parovel (member), and Mladen Jovičić (member).

#### 1.5.7 Appointment of the Nomination Committee

As the Supervisory Board did not appoint a Nomination Committee, this task was performed by the HR Committee of the Supervisory Board.

#### 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 3.2 of the Corporate Governance Code for State-Owned Enterprises, entitled 'Composition of the Supervisory Board and Committees in the financial year 2023', which are an integral part of this Corporate Governance Statement.

#### 1.5.9 Supervisory Board's work<sup>3</sup>

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 Slovenian 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.

The Supervisory Board closed the year 2023 with the composition described in item 2.5.2 The composition of the Supervisory Board of Luka Koper, d. d., as at the last day of 2023, with Franci Matoz (Chair), Nevenka Črešnar Pergar (Deputy Chair), Božidar Godnjavec (member), Andrej Koprivec (member), Tomaž Benčina (member), Mladen Jovičić (member), Rok Parovel (member), Mehrudin Vuković (member) until 6 February 2023.

At the 36<sup>th</sup> General Meeting on 6 February 2023, the following new members of the Supervisory Board were appointed for a term of office of 4 years, commencing on 7 February 2023: Mirko Bandelj, Barbara Nose, Jožef Petrovič, Boštjan Rader and Borut Škabar; therefore the Supervisory Board was composed of Mirko Bandelj (Chair), Tomaž Benčina (Deputy Chair), Jožef Petrovič (member), Barbara Nose (member), Boštjan Rader (member), Borut Škabar (member), Mladen Jovičić (member), Rok Parovel (member) and Mehrudin Vuković (member).

Work, decisions, and viewpoints of the Supervisory Board and the Committees of the Supervisory Board are reported in detail in Chapter 3 'Report on the Supervisory Board for 2023'.



Each Member of the Supervisory Board, taking into account the provisions of the Slovenian Corporate Governance Code for Listed Companies and Corporate Governance Code for State-Owned Enterprises, signed a declaration in 2023 stating that in the year 2023, 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 or its committees,
- 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 (or more than 12 years), with the exception of Mladen Jovičić as employee representative,
- 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.

These declarations are also available at <https://luka-kp.si/slo/pomembni-dokumenti-208>, and reviewed by a statutory auditor.

Conflicts of interest between Supervisory Board members are regulated in the Rules of Procedure of the Supervisory Board and in relevant codes. In addition, members of the Supervisory Board are required to complete a declaration of independence and IAS 24, indicating related parties and other functions. According to the Rules of Procedure, in the event of a conflict of interest, they are obliged to immediately inform the Chair and members of the Supervisory Board in writing and to take appropriate measures. Conflicts of interest regarding cross-membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. Details of related party transactions are presented in the consolidated financial statements in Note 31 'Related party transactions'.

#### 1.5.10 Supervisory Board committees

Three committees work on a regular basis under the Supervisory Board:

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

The committees carry out professional tasks in aid to the Supervisory Board.

The composition of the Audit Committee in 2023 is shown in item 4.5.3 'Changes in the composition of the Audit Committee of the Supervisory Board'.

The composition of the HR Committee in 2023 is shown in item 4.5.4 'Changes in the composition of the HR Committee of the Supervisory Board'.

The composition of the Business Operations Committee in 2023 is shown in item 4.5.5 'Changes in the composition of the Business Operations Committee of the Supervisory Board'.

#### 1.5.11 Remuneration of the Supervisory Board<sup>4</sup>

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 is determined by the General Meeting of Shareholders and audited by the Statutory Auditor. 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 31 'Related party transactions', and in the table taken from the Appendix 4.2 of the Corporate Governance Code for State-Owned Enterprises, entitled 'Composition and the amount of remuneration of the Supervisory Board and Committee members in the financial year 2023', in Chapter 4.11 'Appendix to the Corporate Governance Statement', which is an integral part of the Corporate Governance Statement. The Data 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>5</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 Slovenian 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

At its meeting on 18 May 2023, the Supervisory Board of the company Luka Koper, d. d., took note of the agreement on the early termination of the term and the employment relationship concluded by the company and the President of the Management Board, Boštjan Napast, and based on such agreement adopted the decision on the early termination of the term the president of the board. Boštjan Napast held the position of President of the Management Board until 30 June 2023 inclusive.

As at 31 December 2023, the Management Board of Luka Koper, d. d., consisted of:

- Nevenka Kržan, appointed as a Member of the Management Board for a five-year term on 1 July 2022, took office as President of the Management Board on 1 July 2023.
- Vojko Rotar, Worker Director, appointed for a five-year term on 15 December 2022, took office on 16 February 2023.

The President of the Management Board in the company Luka Koper, d. d., does not perform any other functions in the organisation.

#### Changes in the composition of the Management Board

As at 1 January 2024, the Management Board of Luka Koper, d. d., consisted of:

- Nevenka Kržan, appointed as a Member of the Management Board for a five-year term on 1 July 2022, took office as President of the Management Board on 1 July 2023.
- Gregor Belič, Member of the Management Board, appointed for a five-year term on 30 November 2023, took office on 1 January 2024.
- Gorazd Jamnik, Member of the Management Board, appointed for a five-year term on 30 November 2023, took office on 1 January 2024.
- Vojko Rotar, Worker Director, appointed for a five-year term on 15 December 2022, took office on 16 February 2023.

1.6.2 **Presentation of members of the Management Board of Luka Koper, d. d., as at 1 January 2024<sup>6</sup>:**

<p><b>Nevenka Kržan</b> President of the Management Board</p>	<p>Nevenka Kržan is a university graduate in economics. She started her career in banking, where she held various management positions. During this period, she was involved in both banking and privatisation processes, participating in the establishment of a new commercial bank and a company for the management of investment funds and companies. In 1998, she joined KPMG Slovenia and in 2001, she became a partner at the regional level in charge of financial advisory services. As an expert in finance and the financial sector, she has been involved in projects for a number of private and public sector companies in a wide range of industries. During her extensive career, she has been responsible for due diligence, M&amp;A, valuation, restructuring, refinancing, strategy and business plan formulation projects. She took on the role of KPMG Senior Partner in Slovenia in 2010, and holds a license as a Certified Business Valuer and Certified Auditor from the Slovenian Institute of Auditors.</p> <p>Nevenka Kržan was appointed by the Company's Supervisory Board as a member of the Management Board for a five-year term of office starting on 1 July 2022. She took office as President of the Management Board on 1 July 2023.</p>
<p><b>Gregor Belič</b> Member of the Management Board</p>	<p>Gregor Belič holds a master's degree in marine engineering and is a master mariner. He started his career at Splošna Plovba Portorož, where he commanded bulk and general cargo ships and container ships during his fifteen-year career. In 2003, he joined Transeuropa Shipping lines as a master on Ro-Ro passenger ships. During this period, he passed his pilot's test at the ports of Ostende, Belgium and Ramsgate, United Kingdom and was involved in the management of the terminals there in his role as HR Director. In 2007, he joined Luka Koper, d. d., as a consultant for relations with shipowners, and a year later he took over the management of the car and Ro-Ro terminal, as well as Avtoservis Koper, which he still manages today. During his long career, in addition to his managerial and organisational competences, he has gained experience in various areas of port systems operations, process optimisation, terminal development planning and cargo handling, and has been actively involved in the establishment and improvement of the ISPS code for ships, upgrading of security protocols and other key ship systems.</p>

<p><b>Gorazd Jamnik</b> Member of the Management Board</p>	<p>Gorazd Jamnik holds a master's degree in management and organisation, majoring in finance. He started his career at Luka Koper, d. d., where he worked intermittently for nine years, managing the finance and accounting area. He has more than twenty years of experience in financial management, controlling and accounting in various corporations and industries such as logistics, white goods manufacturing and sales, energy, and insurance. He has gained international experience in all the countries of the former Yugoslavia, as well as in the Netherlands, Czechia, Slovakia, and Hungary. At Luka Koper, d. d., and other companies, he participated actively and in a leading role in projects of financing and implementation of investments, refinancing, restructuring projects, as well as in the formulation of strategies, business plans and due diligence.</p>
<p><b>Vojko Rotar</b> Worker Director</p>	<p>Vojko Rotar graduated 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, photo-reporter and web reporter for several Slovenian media. For four years, 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.</p> <p>He commenced his second five-year term of office in Luka Koper, d. d., as Member of the Management Board - Worker Director on 16 February 2023.</p>

Members of management and persons in managerial positions are required to take all measures to manage conflicts of interest at the time of taking office and at all times during their term of office, and to inform their superior authority in accordance with the adopted Conflicts of Interest Management Policy. They shall also complete a declaration on the management of conflicts of interest to the effect that there are no circumstances in which the impartial or objective performance of their duties or other functions could be compromised, or if so, what they are and what measures are in place. Conflicts of interest regarding cross-membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. The members of the Management Board annually supplement the statement on related parties and the possible existence of a conflict of interest, which is checked by a statutory auditor within the scope of their competence. Details of related party transactions are presented in the consolidated financial statements in Note 31 'Related party transactions'.

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

31 Dec 2023	Men	Women	TOTAL
Number of members	1	1	2
<b>Share</b>	<b>50%</b>	<b>50%</b>	<b>100%</b>

1 Jan 2024	Men	Women	TOTAL
Number of members	3	1	4
<b>Share</b>	<b>75%</b>	<b>25%</b>	<b>100%</b>

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

31 Dec 2023	Under 30	30 to 50	Over 50	TOTAL
Number of members	0	1	1	2
<b>Share</b>	<b>0%</b>	<b>50%</b>	<b>50%</b>	<b>100%</b>

1 Jan 2024	Under 30	30 to 50	Over 50	TOTAL
Number of members	0	1	3	4
<b>Share</b>	<b>0%</b>	<b>25%</b>	<b>75%</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 2023', which is an integral part of this Corporate Governance Statement and was prepared in accordance with Annexes C.1 of the Slovenian Corporate Governance Code for Listed Companies and 3.1 of the Corporate Governance Code for State-Owned Enterprises.

### 1.7 Management Board's work

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<sup>7</sup>

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. The remuneration of the Management Board is determined by the Supervisory Board in accordance with the applicable remuneration policy of the Company, which is adopted by the General Meeting and published on the website [Corporate documents - Luka Koper d.d. \(luka-kp.si\)](https://luka-kp.si). The remuneration of the management and supervisory bodies is audited annually by the statutory auditor. 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 31 'Related party transactions', and in the table entitled 'Composition of the management board in the financial year 2023', which is an integral part of the Company's Corporate Governance Statement and is taken from the Appendix 4.1 of the Corporate Governance Code for State-Owned Enterprises. The ownership of shares is reported in Chapter '15 The LKPG Share'.

#### 1.7.2 Management performance assessment<sup>8</sup>

According to the remuneration policy, the variable component of the remuneration of members of the Management Board in a financial year is capped at 30 percent of the basic part of the remuneration of the member of the management body paid in the previous financial year and is subject to the fulfilment of performance criteria, whereby, according to the annexes concluded with the members of the Management Board for 2023, 70 percent of

the remuneration is based on quantitative performance measures, and 30 percent of the remuneration is based on qualitative criteria, namely:

- Achievement of corporate social responsibility and sustainable development objectives, including the Supervisory Board's assessment of the implementation of corporate culture development, employee development, organisational climate, employee training, diversity, human rights, etc.
- Implementation of internal audit recommendations, risk management measures and project implementation in 2023, including the Supervisory Board's assessment of the actual implementation of the recommendations issued.

These non-financial criteria are used to pursue business objectives in the areas of organisational effectiveness, environmental, social and governance responsibility, whereby the management's performance is assessed annually and independently by the Supervisory Board with a reasoned decision and in accordance with the criteria adopted each time, which follow the current remuneration policy.

## 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 4 subsidiaries. In addition, Luka Koper, d. d., has business shares in 11 other companies. Objectives in the field of financial investment management were defined in the Strategic Business Plan of the Company and the Group for the period 2020-2025. A new Strategic Business Plan for the period 2024-2028 was adopted in 2023. The Investment Management Strategy, valid for 2023, divided finance investments into two investment grades 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.

With the adoption of the Investment Management Strategy, 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.

### Management and governance of subsidiaries in the Luka Koper Group as at 31 December 2023

Company	Managing Director	Share of the controlling company in ownership (in %)
Luka Koper INPO, d. o. o.	Robert Krajnc	100.00
Adria Terminali, d. o. o.	Mitja Dujc	100.00
Logis-Nova, d. o. o.	Larisa Škandra	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 Luka Koper Group. Internal audit helps to achieve the Group's objectives by systematically and methodically assessing and improving the

performance of the Group's corporate governance, risk management and internal control systems, and by proposing recommendations for improvement.

It is organised as an independent organisational unit within Luka Koper, d. d., 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 Internal Audit Charter and Rules of Procedure, which are based on a hierarchy of internal audit rules.

In 2023, the internal audit carried out internal audit engagements and other activities based on the adopted annual plan of work. In implementing the 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. A major part of the assurance service involved verifying the adequacy of the design of internal controls and their operation in accordance with predefined objectives and standards.

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.

In addition to the internal audit engagements, post-audit activities were carried out on a monthly basis in 2023 to report on an ongoing basis on the activities carried out to better manage risks.

The development of internal audit is achieved through a programme of quality assurance and quality improvement, implemented through external and internal audits, self-assessment, training, and monitoring and performance measurement of internal audit work. The last external audit, which confirmed that the internal audit function complies with the International Standards for the Professional Practice of Internal Auditing, the Code of Ethics for Internal Auditors and the Code of Ethics for Internal Auditors, was carried out in 2020.

### 1.10 External audit

At the 37th meeting of 28 August 2023, 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 2023, 2024 and 2025.

The costs of audit services performed for Luka Koper, d. d., and its subsidiaries are presented in the consolidated accounting report, Note 33 'Transactions with the audit firm'.

Nevenka Kržan  
President of the Management Board of Luka Koper, d. d.

Gregor Belič  
Member of the Management Board of Luka Koper, d. d.

Gorazd Jamnik  
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<sup>9</sup>

### 3.1: Composition of the Management Board for the Financial Year 2023

Name and surname	Function (Chair, Member)	First appointment to office	End of office / term of	Gender	Citizenship	Year of birth	Education	Professional profile	Membership in management or supervisory bodies of
Boštjan Napast	Chair	03.12.2021	30.06.2023	Man	Slovenian	1971	Level 7	University Graduate in Mechanical Engineering	Member of the Supervisory Board in Pčinovod d. o. o. until 10 Jan 2023
Nevenka Kržan	Member	01.07.2022	30.06.2023	Woman	Slovenian	1962	Level 7	University Graduate in Economics	Member of the Supervisory Board in Pokojninska družba A, d. since 13 Jun 2023
Nevenka Kržan	Chair	01.07.2023	ongoing	Woman	Slovenian	1962	Level 7	University Graduate in Economics	Member of the Supervisory Board in Pokojninska družba A, d. since 13 Jun 2023
Vojko Rotar	Member - Worker Director	16.02.2018	ongoing	Man	Slovenian	1976	Level 6	Graduate in Economics	no

### 3.2: Composition of the Supervisory Board and Committees in the Financial Year 2023

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
Mirko Bandelj	Chair	07.02.2023	ongoing	representative of shareholder	15/15	Man	Slovenian	1958	Level 7	University Graduate in Law	Yes	No	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
Tomaz Benčina	Member, Deputy Chair since 21 Feb 2023	07.06.2022	ongoing	representative of shareholder	19/19	Man	Slovenian	1965	Level 7	B. Eng. in Metallurgical Technologies; University Graduate in Economics	Yes	No	Member of the Supervisory Board of Zavarovalnica Triglav d. d.
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE until 6 Feb 2023			MEMBER/MEMBER	2/2, 0/0								
	since 21 Feb 2023 HR COMMITTEE / BUSINESS OPERATIONS COMMITTEE			CHAIR/MEMBER	8/8, 5/5								



Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	07.02.2023	ongoing	representative of shareholders	15/15	Woman	Slovenian	1964	Level 7	University Graduate in Economics, Auditing specialist	Yes	Yes/Pošta Slovenije, d. o. o.	Member of the Supervisory Board of Pošta Slovenije, d. o. o., Deputy Chairman of the AMZS Supervisory Board, d. o. o.
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE				CHAIR	9/9							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
Jožef Petrovič	Member	07.02.2023	ongoing	representative of shareholders	15/15	Man	Slovenian	1958	Level 7	University Graduate in Economics	Yes	Yes/Pošta Slovenije, d. o. o.	Member of the Supervisory Board of Pošta Slovenije, d. o. o.,
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / HR COMMITTEE				CHAIR/MEMBER	5/5, 8/8							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
Boštjan Rader	Member	07.02.2023	ongoing	representative of shareholders	14/15	Man	Slovenian	1978	Level 7	University Graduate in Economics; MBA	Yes	No	the Supervisory Board of the Public Company Uradni list Republike Slovenije, d. o. o.
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE / AUDIT COMMITTEE				MEMBER / MEMBER	8/8, 9/9							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
Borut Škabar	Member	07.02.2023	ongoing	representative of shareholders	12/12	Man	Slovenian	1972	Level 7	Graduate in History	Yes	Yes/Conbulk, d. o. o., Bluemarine, d. o. o.	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE				MEMBER / MEMBER	7/7							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	06.02.2023	representative of shareholders	4/4	Man	Slovenian	1963	Level 7	University Graduate in Law	Yes	No	Deputy Chair of the Supervisory Board of Slovenske Telekom, d. o. o. until 14 February 2023
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE				CHAIR	2/2							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	06.02.2023	representative of shareholders	4/4	Woman	Slovenian	1962	Level 7	University Graduate in Law	Yes	No	no
	Committee member			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	2/2, 2/2, 2/2, 0/0							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	06.02.2023	representative of shareholders	4/4	Man	Slovenian	1980	Level 7	University Graduate in Economics	Yes	No	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE, STRATEGIC DEVELOPMENT COMMITTEE				CHAIR/DEPUTY CHAIR	2/2, 0/0							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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
M.Sc. Božidar Godnjavec	Member	02.07.2021	06.02.2023	representative of shareholders	4/4	Man	Slovenian	1972	Level 8	Master's Degree in Economics	Yes	No	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE, AUDIT COMMITTEE, BUSINESS OPERATIONS COMMITTEE /				MEMBER/DEPUTY CHAIR/CHAIR	2/2, 2/2, 2/2							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	End of office / term of office	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	8.4.2009	ongoing	representative of employees	19/19	Man	Slovenian	1969	Level 5	Electrical technician	Yes	No	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE until 6 Feb 2023 since 21 Feb 2023 BUSINESS OPERATIONS COMMITTEE				MEMBER/MEMBER	2/2, 0/0							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	12.9.2016	ongoing	representative of employees	19/19	Man	Slovenian	1987	Level 6	Graduate in Economics	Yes	No	no
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE until 6 Feb 2023 since 21 Feb 2023 AUDIT COMMITTEE				MEMBER/MEMBER	2/2, 0/0							

Name and surname	Function (Chair, Deputy, SB Member)	First appointment to office	Completion of function / mandate	Representative of shareholders / employees	Attendance at SB meetings proportional to the total number of SB 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	19.1.2020	ongoing	representative of employees	19/19	Man	Slovenian	1972	Level 6/1	Logistics Engineer	Yes	No	No
	Committee member			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE				MEMBER	9/10							

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					
Simon Kolenc	Audit Committee until 6 Feb 2023	2/2	Man	Slovenian	Level 7	1977	University Graduate in Economics	no					
Mateja Treven	Audit Committee since 21 Feb 2023	9/9	Woman	Slovenian	Level 8	1972	Master's Degree in Economics	NLB Banka AD Skopje, independent member of the supervisory board, NIS Banka Prishtina, non-executive independent member of the board of directors					

#### 4.1 Composition and Amount of Remuneration\* of Management Board Members in the Financial Year 2023

(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)
			based on quantitative criteria	based on qualitative criteria	Total (2)					
Vojko Rotar	Member of the Management Board - Worker Director	190,462.80	28,416.61	12,178.55	40,595.16	39,266.53	0.00	1,669.75	0.00	271,994.24
Robert Rožac	Member of the Management Board until 31 Dec 2022	13,967.60	16,590.84	7,110.36	23,701.20	0.00	48,463.21	0.00	0.00	86,132.01
Boštjan Napast	President of the Management Board until 30 Jun 2023	122,138.48	19,510.20	8,361.51	27,871.71	0.00	122,255.28	167.67	0.00	272,433.14
Nevenka Kržan	Member of the Management Board until 30 Jun 2023	109,783.52	8,818.84	3,779.50	12,598.34	12,598.34	0.00	169.67	0.00	135,149.87
Nevenka Kržan	President of the Management Board since 1 Jul 2023	89,073.06	0.00	0.00	0.00	0.00	0.00	91.72	0.00	89,164.78

\* 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 as at 31 Dec 2023

\*\*\* bonus for liability insurance and bonus for use of a company vehicle

#### 4.2 Composition and Amount of Remuneration\* of Members of the Supervisory Board and its Committees in the Financial Year 2023

(in EUR)

Name and surname	Function (Chair, Deputy, Member, External Member of the Committee)	Performance fee and allowances - gross annual (1)				Supervisory Board and Committee attendance	Gross Total (1 + 2)	Travel expenses*
		Basic pay for holding the office	Additional payment for holding the office	Additional payment for special tasks	Total (1)			
Franci Matoz	Chair until 6 Feb 2023	2,794.52	2,308.73	0.00	5,103.25	1,980.00	7,083.25	16.16
Nevenka Črešnar Pergar	Deputy Chair until 6 Feb 2023	2,794.52	1,634.05	0.00	4,428.57	3,300.00	7,728.57	183.63
Andrej Koprivec	Member until 6 Feb 2023	2,794.52	1,357.27	0.00	4,151.79	1,980.00	6,131.79	183.63
Božidar Godnjavec	Member until 6 Feb 2023	2,794.52	1,357.27	0.00	4,151.79	3,300.00	7,451.79	256.40
Tomaž Benčina	Member until 6 Feb 2023 and Deputy Chair since 7 Feb 2023	15,000.00	8,294.65	0.00	23,294.65	7,766.00	31,060.65	2,461.36
Mladen Jovičič	Member	15,000.00	4,263.40	0.00	19,263.40	6,270.00	25,533.40	0.00
Mehrudin Vuković	Member	15,000.00	3,571.43	0.00	18,571.43	6,446.00	25,017.43	15.20
Rok Parovel	Member	15,000.00	4,263.40	0.00	19,263.40	6,842.00	26,105.40	0.00
Simon Kolenc	External member of the SB's Audit Committee until 22 Feb 2023		1,532.15	0.00	1,532.15	660.00	2,192.15	66.42
Mirko Bandelj	Chair since 7 Feb 2023	12,205.48	5,785.60	0.00	17,991.08	3,190.00	21,181.08	865.56
Jožef Petrovič	Member since 7 Feb 2023	12,205.48	5,785.60	0.00	17,991.08	5,786.00	23,777.08	1,857.67
Boštjan Rader	Member since 7 Feb 2023	12,205.48	5,785.60	0.00	17,991.08	6,138.00	24,129.08	807.03
Borut Škabar	Member since 7 Feb 2023	12,205.48	2,906.13	0.00	15,111.61	4,290.00	19,401.61	0.00
Barbara Nose	Member since 7 Feb 2023	12,205.48	3,985.96	0.00	16,191.44	4,862.00	21,053.44	1,378.74
Mateja Treven	External Member of the SB's Audit Committee since 23 Feb 2023		5,067.86	0.00	5,067.86	1,672.00	6,739.86	376.02

\*gross amount