

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

Explanation of resolutions proposed for the 38th General Meeting of Shareholders of Luka Koper, d.d.

Item 1 Opening of the general meeting of shareholders and election of the working bodies

The management board hereby proposes to the general meeting of shareholders to adopt the following resolution:

Mr. Stojan Zdolšek, attorney-at-law from Ljubljana, is appointed Chairman of the General Meeting of Shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed Vote Counter. The General Meeting of shareholders is attended by the Notary Public Ms. Nina Ferligoj from Koper.

Explanation of the proposed resolution:

The general meeting of shareholders has to elect the working bodies, i.e. the chairman of the general meeting who chairs the general meeting, and the vote counters (i.e. tellers) who carry out the voting. A notary public must also be present at the general meeting and, in accordance with the law, shall record the resolutions of the general meeting in the form of a notarial deed. Stojan Zdolšek has successfully chaired the last three general meetings of the company, and the proposed vote counter shall also remain unchanged.

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

LUKA KOPER, Port and Logistics System Operator, Plc.
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Item 2 Presentation of the annual report for 2023 with auditor's opinion and the report of the supervisory board on the results of the 2023 annual report examination, information on the remuneration of the members of the company's management and supervisory bodies in 2023

The general meeting of shareholders is notified of the Company's annual report for the business year 2023 and with the written report of the supervisory board concerning the approval of the 2023 annual report.

Resolution proposal:

The General Meeting of Shareholders approves the Report on the remuneration of the members of the company's management and supervisory bodies in 2023.

Explanation of the proposed resolution:

Pursuant to Article 282 of the Companies Act (ZGD-1), the supervisory board is obliged to review the annual report and the proposal for appropriation of distributable profit as submitted by the company's management board. The supervisory board shall draw up a written report on its findings for the general meeting, explaining how and to what extent it has examined the management of the company during the financial year. In its report, the supervisory board shall also take a position on the auditor's report accompanying the annual report. At the end of its report, the supervisory board shall state whether it has any comments to make on the annual report following the final verification and whether it approves the annual report.

The supervisory board also took note of and considered the audit report in which the audit firm BDO Revizija d.o.o. concluded that the financial statements included in the annual report give a true and fair view of the financial position of the Company and of the Group, of their financial performance and financial results, and of the changes in their equity.

The supervisory board, after final verification of the annual report of the Luka Koper Group and Luka Koper, d.d. for 2023, had no objections and approved the annual report in accordance with Article 282 of the Companies Act.

Pursuant to Article 294b of the Companies Act, a company whose securities are traded on a regulated market must prepare a clear and comprehensible remuneration report containing a comprehensive overview of the remuneration, including all benefits in whatever form, provided or due by the company to each member of the management and supervisory body in the last financial year in accordance with the remuneration policy. Accordingly, the Company has prepared a Remuneration Report containing a comprehensive overview of the remuneration, including all benefits in whatever form, provided or due by the Company to each member of the management and supervisory body during the last financial year in accordance with the remuneration policy. The Remuneration Report has been audited by BDO Revizija d.o.o., the auditor's report is attached to the Remuneration Report.

The general meeting of shareholders has the right to a consultative vote on the Remuneration Report for the last financial year. The Remuneration Report shall be published by the Company promptly after the vote at the general meeting on the Company's website, where it shall remain free of charge and publicly accessible for at least ten years.

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

Mirko Bandelj
Chairman of the Supervisory Board

Attachments:

- Annual Report of the Luka Koper Group and Luka Koper, d.d. company for 2023;
- Remuneration Report concerning the remuneration of the members of the management and supervisory bodies of the company Luka Koper, d.d. in 2023.

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Item 3 Appropriation of distributable profit of the financial year 2023 and granting of discharge to the management and supervisory bodies

3.1. The proposed resolution on appropriation of distributable profit:

A part of distributable profit amounting as at 31 December 2023 to EUR 43,878,553.17 is allocated as follows: the amount of EUR 28,000,000.00 is allocated for the paying out of dividends in the gross amount of EUR 2.00 (two euros) per ordinary share; the remaining portion of distributable profit totalling EUR 15,878,553.17 remains undistributed.

The Company shall pay out dividends on 30 August 2024 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as of the end of 29 August 2024.

3.2. The proposed resolution on granting of discharge to the management board:

The General Meeting of Shareholders grants discharge to the Management Board for the financial year 2023.

3.3. The proposed resolution on granting of discharge to the supervisory board:

The General Meeting of Shareholders grants discharge to the Supervisory Board for the financial year 2023.

Explanation of the proposed resolution:

Pursuant to Article 294 of the Companies Act (ZGD-1), the general meeting decides on the appropriation of distributable profit at the same time as it decides on the discharge of the members of the management board and the supervisory board.

In 2023, Luka Koper d.d. generated a net profit of EUR 54,450,022.34. On the proposal of the management board and in accordance with Article 230(3) of the Companies Act (ZGD-1), the Company allocated half of the net profit for the year 2023, i.e. EUR 27,225,011.17 to other profit reserves. The Company states that in 2023 the distributable profit amounted to EUR 43,878,553.17.

(in EUR)	2023	2022
Net profit for the year	54,450,022.34	73,266,226.59
Net profit carried forward	16,653,542.00	13,596,750.66
Increase in other reserves from profit	-27,225,011.17	-36,633,113.29
Total distributable profit	43,878,553.17	50,229,863.96

The management board proposes to the general meeting the following appropriation of the distributable profit which as at 31 December 2023 amounted to EUR 43,878,553.17:

- a part of distributable profit amounting to EUR 28,000,000.00 shall be allocated for the paying out of dividends in the gross amount of EUR 2.00 (two euros) per ordinary share,
- the remaining portion of distributable profit totalling EUR 15,878,553.17 shall remain undistributed.

The dividend policy of Luka Koper, d.d. combines in a balanced way the expectations of the shareholders for reasonable dividend yields and the Company's aspiration to use the distributable profit to finance its development and sustainability plans and thus to ensure a successful and stable business in the long term. The current dividend policy, adopted and publicly announced in August 2023, foresees that the Management Board and the Supervisory Board shall normally propose that up

to 50 per cent of the Company's annual net profit be allocated to the payment of dividends. The proposed dividend payment of EUR 28,000,000.00 represents 51.42% of the net profit for 2023.

Article 294(1) of the Companies Act (ZGD-1) provides that simultaneously with the decision on appropriation of distributable profit, the General Meeting shall also adopt a decision on granting a discharge. The resolution proposal on the granting of discharge suggests to confirm and approve the work of the Management Board and the Supervisory Board in the financial year 2023. In accordance with the recommendation of the Slovenian Corporate Governance Code, this proposal will be put to a separate vote for the Management Board and the Supervisory Board. If shareholders wish to have the discharge of individual members of the Management Board or Supervisory Board decided separately, the General Meeting may vote separately if so decided by a special resolution or if so requested by shareholders whose aggregate holdings amount to one tenth of the share capital. The proposals provide for the usual corporate practice according to which discharge is granted only to active and not to former members of both bodies.

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

Mirko Bandelj
Chairman of the Supervisory Board

Attachment:

- Annual report of the Luka Koper Group and Luka Koper, d.d. for 2023.

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Item 4 Changes and amendments to the Company's Articles of Association;

The proposed resolution:

The General Meeting of Shareholders adopts the following changes and amendments to the Company's Articles of Association:

The provision of Article 10, paragraph 1 of the existing Articles of Association shall be amended and shall read as follows:

The General Meeting shall be convened by the Management Board in cases stipulated by the law and these Articles of Association, and when that is beneficial or convenient for the Company, however, no less than once per year. The notice of convening shall be published no later than 30 (thirty) days before the General Meeting is to be held on the website of AJPES (Agency of the Republic of Slovenia for Public Legal Records and Related Services), on the Company's website and by other means if required by the regulations binding the Company.

The provision of Article 10 a of the existing Articles of Association shall become the provision of Article 11 of the amended Articles of Association.

The provision of Article 11 of the existing Articles of Association shall become the provision of Article 12 of the amended Articles of association.

The provision of Article 12 of the existing Articles of Association, which shall become the provision of Article 13, shall be amended and shall read:

Holders of shares or their proxy holders and the members of the Supervisory Board and Management Board are entitled to take part in the General Meeting.

Only holders of shares or their proxies are vested with the voting right.

The provision of Article 13 of the existing Articles of Association shall become the provision of Article 14 of the amended Articles of association.

The provision of Article 13, paragraph 1 of the existing Articles of Association shall become the provision of Article 14, paragraph 1 and shall read:

Shareholders who are registered as holders of shares in the share register kept with the KDD at the end of the seventh day preceding the General Meeting are entitled to attend the General Meeting. If an intermediary other than the ultimate shareholder is entered in the share register as a holder of shares, the shareholder may exercise the right to vote at the general meeting on the basis of proof of who the ultimate shareholder is on the cut-off date. The right to attend the General Meeting and to exercise the right to vote may be exercised only by shareholders who register their attendance at the General Meeting of the Company with the Company's Management Board not later than the end of the fourth day preceding the General Meeting.

The provision of Article 13, paragraph 2 of the existing Articles of Association shall become the provision of Article 14, paragraph 2 and shall read:

Shareholders' proxies may exercise their participation and voting rights by written proxy, which must be deposited by the shareholders with the Company's Management Board at least on the day of the General Meeting but before the beginning of the General Meeting and shall be kept with the

Company. Any proxy subsequently issued by a shareholder shall invalidate the previous proxy. The Company will treat as valid the last signed and dated proxy of the same shareholder.

The provision of Article 13, paragraph 3 of the existing Articles of Association shall be deleted.

The provision of Article 13 of the existing Articles of Association which shall now become the provision of Article 14, shall be amended to include a new paragraph 3 which shall read:

Notwithstanding the preceding paragraph, shareholders may also appoint a proxy to represent them at the General Meeting by electronic means. The form of proxy for the exercise of voting rights by proxy is available on the Company's website. The proxy may be sent to the Company by e-mail to the address to be specified by the Company in each notice of the General Meeting, in scanned form as an attachment, and must contain the handwritten signature of the natural person and, in the case of legal persons, the handwritten signature of the proxy and the stamp or seal of the legal person, if applied. The Company shall have the right to verify the identity of the shareholder or proxy who transmits the proxy by e-mail and the authenticity of his/her signature.

The provision of Article 14 of the existing Articles of Association shall become the provision of Article 15 of the amended Articles of Association.

The provision of Article 15 of the existing Articles of Association shall become the provision of Article 16 of the amended Articles of Association.

The provision of Article 16 of the existing Articles of Association shall become the provision of Article 17 of the amended Articles of Association.

The provision of Article 17 of the existing Articles of Association shall become the provision of Article 18 of the amended Articles of Association.

The provision of Article 18 of the existing Articles of Association shall become the provision of Article 19 of the amended Articles of Association.

The provision of Article 19 of the existing Articles of Association shall become the provision of Article 20 of the amended Articles of Association.

The provision of Article 19, paragraph 4 which shall now become Article 20, paragraph 4, shall be amended and shall read:

A member of the Supervisory Board shall not participate in the decision-making on matters concerning him/her and a member of his/her immediate family, and shall not be taken into account in determining the majority required for a quorum.

The provision of Article 20 of the existing Articles of Association which shall now become the provision of Article 21 of the Articles of Association, shall be amended and shall read:

The Supervisory Board is competent to:

1. (first) supervise the Company operations,
2. (second) examine and inspect the Company's books and documentation, cash in hand, securities deposited, inventories of goods and other things relevant for the Company's operation,
3. (third) convene the General Meeting,
4. (fourth) examine and approve the annual report and the proposal for the appropriation of the distributable profit, draw up a written report to the General Meeting on the results of the examination and take a position on the auditor's report,
5. (fifth) deal with, and adopt the reports of the Management Board, decide on the requirements for the submission of reports,

6. (sixth) appoint and discharge the Company's Management Board,
7. (seventh) decide on the receipts (remuneration) by the Management Board,
8. (eighth) examine the implementation of resolutions taken by the General Meeting and other corporate bodies,
9. (ninth) inform the corporate bodies and shareholders on the Supervisory Board's positions and proposals,
10. (tenth) approve the contracts between a Supervisory Board member and the Company,
11. (eleventh) appoint the corporate bodies in accordance with the law,
12. (twelfth) propose to the General Meeting to adopt a resolution on participation of Management Board in a part of the profit for appropriation,
13. (thirteenth) grant approval to the strategy or strategic plan and to the business plan of the Company,
14. (fourteenth) grant consent to appointment, recall and remuneration of the Head of Internal Auditing Department and to annual work programme of said Department, and of the Corporate Integrity and Compliance Officer,
15. (fifteenth) grant consent to the Management Board for assigning the power of procuration (i.e. the general commercial power of attorney),
16. (sixteenth) submit proposal to the General Meeting for the appointment of Company auditor,
17. (seventeenth) grant consent to the Management Board to conclude the following types of business:
 - acquisition, disposal of enterprises or parts of enterprises when the value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - formation or closing down of companies, acquisition, disposal and encumbrance of business interests in the companies, formation or closing down of branches when the value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - purchase, sale, encumbrance or other operations with fixed assets when the individual value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros) and these legal transactions are not included in the Company's business plan,
 - purchase, sale, encumbrance or other operations with fixed assets when the individual value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros) and the value of these legal transactions increases by 20% or more compared to the business plan,
 - granting loans and credits the principal amount of which exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - raising loans and credits in the aggregate amount exceeding EUR 5,000,000.00 (five million 00/100 euros),
 - granting collaterals, warranties and guarantees in excess of EUR 1,000,000.00 (one million 00/100 euros),
 - acquisition, disposal and encumbrance of securities where the amount of transaction exceeds EUR 1,000,000.00 (one million 00/100 euros) or where the aggregate amount of transactions in an individual type of securities exceeds EUR 1,000,000.00 (one million 00/100 euros) in an individual financial year, whereby consent is not required for the acquisition and disposal of government securities of EU countries with the highest credit rating and of European international financial institutions in accordance with Article 10 of the Market in Financial Instruments Act (ZTFI-1), and of money market funds,
18. (eighteenth) decide on an interim dividend pay-out proposed by the Management Board,
19. (nineteenth) grant approval to any changes and amendments to business transactions for which the law, Articles of Association or any resolution of the Supervisory Board requires seeking the approval from the Supervisory Board,
20. (twentieth) decide on all other issues under these Articles of Association and the law, as well as on the issues not falling into competence of other corporate bodies.

The Management Board and professional service departments of the Company shall submit to Supervisory Board all the required documents and allow inspecting the operations at any time.

At any time, an individual Supervisory Board member may request the Management Board to arrange with the professional service departments or individual officers of the Company to furnish the

Supervisory Board with all the data and information underlying for an effective implementation of supervisory function.

The provision of Article 21 of the existing Articles of Association shall be deleted.

The provision of Article 22, paragraph 4 of the existing Articles of Association shall be amended and shall from now on read:

If the session is requested by a Supervisory Board member or by the Management Board, the mover shall indicate the purpose and reasons for the session, and the Supervisory Board Chairman shall call the session forthwith, in 24 hours after receiving a complete request. The session shall be held in two weeks' time after the request to call a session has been received.

The provision of Article 23 of the existing Articles of Association shall be amended and shall from now on read:

The minutes shall be taken in the sessions of the Supervisory Board, and shall be signed by the Chairman. The minutes shall be delivered to the members of the Supervisory Board, who may comment on them within 8 (eight) days of receipt. The minutes shall be approved by the Supervisory Board in its next session.

The provision of Article 24 of the existing Articles of Association shall be amended and shall from now on read:

The Chairman of the Supervisory Board represents the Company *vis a vis* the Management Board, and he represents the Supervisory Board *vis a vis* the bodies of the Company and the third parties, unless otherwise stipulated by the Supervisory Board. The Chairman of the Supervisory Board shall represent the Company also in other cases provided by the law.

The provision of Article 29 a of the existing Articles of Association shall become the provision of Article 30 of the amended Articles of Association.

The provision of Article 30 of the existing Articles of Association shall become the provision of Article 31 of the amended Articles of Association.

The provision of Article 31 of the existing Articles of Association shall become the provision of Article 32 of the amended Articles of Association.

The provision of Article 31 of the existing Articles of Association which shall now become Article 32 of the amended Articles of Association, shall include the following new paragraph 2 with the following wording:

In the event of absence or non-attendance due to other engagements of the President of the Management Board, he/she shall be replaced by a member of the Management Board designated by the President of the Management Board, failing which, the Management Board shall adopt a resolution designating the member of the Management Board who shall replace the President of the Management Board.

The provision of Article 32 of the existing Articles of Association shall become the provision of Article 33 of the amended Articles of Association.

The provision of Article 33 of the existing Articles of Association shall become the provision of Article 34 of the amended Articles of Association.

The provision of Article 34 of the existing Articles of Association shall become the provision of Article 35 of the amended Articles of Association.

In the provision of Article 34 of the existing Articles of Association which shall now become Article 35, the paragraph 2 shall be deleted.

In the provision of Article 34, paragraph 3 which shall now become Article 35, paragraph 2, shall be amended and shall read:

The prohibition to engage in competitive activities (i.e. non-compete obligation) after the termination of the term of office of the member of the Management Board shall be agreed between the member of the Management Board and the Company in the Company's management contract. The non-compete obligation may last for a maximum period of 2 (two) years after the termination of the term of office of the member of the Management Board. Notwithstanding the agreement, the Company may, upon the termination of the term of office of the member of the Management Board, by written statement, exempt the member of the Management Board from the non-compete obligation. In the event of a breach of the non-compete obligation under this Article, the Company shall be entitled to enforce sanctions against the offenders in accordance with the provisions of law and the provisions of the agreements concluded by the Company with the member of the Management Board.

The provision of Article 35 of the existing Articles of Association shall become the provision of Article 36 of the amended Articles of Association.

The provision of Article 36 of the existing Articles of Association shall become the provision of Article 37 of the amended Articles of Association.

The provision of Article 37 of the existing Articles of Association shall become the provision of Article 38 of the amended Articles of Association.

The provision of Article 38 of the existing Articles of Association shall become the provision of Article 39 of the amended Articles of Association.

The provision of Article 39 of the existing Articles of Association shall become the provision of Article 40 of the amended Articles of Association.

The provision of Article 40 of the existing Articles of Association shall become the provision of Article 41 of the amended Articles of Association.

The provision of Article 41 of the existing Articles of Association shall become the provision of Article 42 of the amended Articles of Association.

The provision of Article 42 of the existing Articles of Association shall become the provision of Article 43 of the amended Articles of Association.

The provision of Article 43 of the existing Articles of Association shall become the provision of Article 44 of the amended Articles of Association.

The provision of Article 44 of the existing Articles of Association shall become the provision of Article 45 of the amended Articles of Association.

The provision of Article 44, paragraph 1, which shall become Article 45, paragraph 1 of the Articles of Association, shall be amended and shall read:

After the end of the financial year, the Management Board may pay an interim dividend in respect of the projected distributable profit in accordance with the law.

The provision of Article 45 of the existing Articles of Association shall become the provision of Article 46 of the amended Articles of Association.

A new section IX entitled »Trade secrets« shall be included.

A new Article 47 of the Articles of Association shall be included, with the following wording:

The Company determines that all documents and information which it is evident that the Company would suffer significant damage if they were to come to the knowledge of an unauthorised person, and in particular those which are designated as such in a special act of the Company, or which are identified or designated as such by a resolution of the bodies of the Company, shall be deemed to be trade secrets.

The existing section IX. entitled »General, transitional and final provisions« shall become section X.

The provision of Article 46 of the existing Articles of Association shall become the provision of Article 48 of the amended Articles of Association.

The existing section X. entitled »Amendments to the Articles of Association« shall become section XI.

The provision of Article 47 of the existing Articles of Association shall become the provision of Article 49 of the amended Articles of Association.

The provision of Article 48 of the existing Articles of Association shall become the provision of Article 50 of the amended Articles of Association.

The existing section XI. entitled »The term of the Company, and termination« shall become section XII.

The provision of Article 49 of the existing Articles of Association shall become the provision of Article 51 of the amended Articles of Association.

The provision of Article 50 of the existing Articles of Association shall become the provision of Article 52 of the amended Articles of Association.

The provision of section XII. entitled »Term of these Articles of Association« shall become section XIII.

The provision of Article 51 of the existing Articles of Association shall become the provision of Article 53 of the amended Articles of Association.

The provision of Article 51, paragraph 3 of the existing Articles of Association shall be deleted.

Taking into account the changes and amendments to the Company's Articles of Association, a consolidated text of the Articles of Association shall be drawn up.

Explanation of the proposed resolution:

The Company is constantly striving to harmonise its Articles of Association in order to ensure the efficiency of the Company's operations and compliance with applicable law. The changes and amendments to the Articles of Association as resulting from the proposal include the amendment of the so far existing Article 20 which becomes the provision of Article 21 of the amended Articles of Association, and the amendment of the so far existing Article 33 which becomes the provision of Article 34 of the amended Articles of Association.

In the case of Article 21 of the Articles of Association, it simplifies the Supervisory Board's granting of approval with regard to the legal transactions entered into by the Management Board to the extent that they are not part of the business plan, or to the extent that they are part of the business plan but increase in value by 20% or more. In this respect, the value of legal transactions for disposals of

companies, equity investments in companies and fixed assets has been increased to EUR 1,000,000.00. It was estimated that the existing limit of EUR 400,000.00 was set too low, which required the Management Board to seek the Supervisory Board's approval for a significant number of legal transactions. The caps, which were rather complicated to calculate, are also being abolished.

In the case of Article 34, the change refers to the competence to decide on the non-compete obligation of the members of the management board. The previous Article 34, paragraph 3 provided that for two years after leaving office, members of the Management Board may not participate as members of the management board, the supervisory board or as proxies, nor as employees or founders in any other company or as entrepreneurs in an activity which is or may be in competition with the activity of the public limited liability company (Plc.). The new policy delegates to the supervisory board, with respect to the members of the management board, the decision whether an individual member of the management board will be required to comply with the non-compete obligation for a maximum period of two years after the termination of his/her office. It is also within the supervisory board's power to relieve an individual member of the management board of compliance with a non-compete obligation upon termination of his/her duties, even if this has been previously agreed with the same member of the management board. This follows modern trends in corporate governance. In reviewing the articles of association of comparable public limited companies, it was not noted that they contained a provision prohibiting members of the supervisory board, the management board and proxies from engaging in competitive activities in advance.

The other changes and amendments to the Articles of Association do not represent major substantive changes and some of them are of a highly technical nature. This mainly refers to the changes relating to the renumbering of articles, since amendments to the Articles of Association have previously been made by adding letters to the article numbers instead of renumbering them, and there would be more letters included if the articles were not renumbered now. Renumbering thus contributes to greater clarity and transparency. The other substantive changes were mainly changes introduced in line with best practices observed in the articles of association of comparable public limited companies. Among the substantive changes, it is worth mentioning the protection of trade secret which from now on applies to all bodies and employees of the Company, as well as third parties who come into contact with information relating to trade secret. In previous Articles of Association, the protection of trade secret applied only to the members of the Supervisory Board, which was too narrow to ensure effective protection of trade secret within the Company.

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

Attachment:

- Draft of the changed and amended Articles of Association of the company Luka Koper d.d.

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

Item 5 Determination of the remuneration and attendance fees of the members of Supervisory Board and Supervisory Board Committees

The proposed resolution for the determination of the remuneration and attendance fees of the members of the Supervisory Board and members of the Supervisory Board Committees:

1. Members of the Supervisory Board shall receive an attendance fee for attending a Supervisory Board meeting which shall amount to EUR 360 gross per Supervisory Board member. Each member of the Supervisory Board Committee shall receive an attendance fee for attending the Committee meeting in the amount of 80% of the Supervisory Board attendance fee. The attendance fee for a correspondence meeting shall be 80% of the attendance fee otherwise payable. Notwithstanding the foregoing, and therefore irrespective of the number of meetings attended, each member of the Supervisory Board shall be entitled to the payment of attendance fees in each financial year until the total amount of attendance fees reaches 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis. Notwithstanding the foregoing, and therefore irrespective of the number of Supervisory Board meetings and Supervisory Board Committees attended, an individual member of the Supervisory Board who is a member of a Supervisory Board Committee(s) shall be entitled to the payment of an attendance fee in each financial year until the total amount of the attendance fees arising from attendance at Supervisory Board meetings and Supervisory Board Committees reaches 75% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis.
2. In addition to the attendance fees, the members of the Supervisory Board shall receive a basic remuneration for the performance of their duties of EUR 21,000 gross per member per year. The Chairman of the Supervisory Board shall also be entitled to a supplement of 50% of the basic remuneration for the performance of his/her duties as a member of the Supervisory Board and the Vice-Chairman/Deputy Chairman of the Supervisory Board to a supplement of 10% of the basic remuneration for the performance of his/her duties as a member of the Supervisory Board.

Members of Supervisory Board Committee(s) shall receive an additional payment for the performance of their duties, which, for each committee member, shall amount to 25% of the basic remuneration for the performance of duties as a Supervisory Board member. The Chairman of the Supervisory Board Committee shall be entitled to an additional payment for the performance of his/her duties equal to 37.5% of the basic remuneration for the office of a Supervisory Board member. Notwithstanding the above, and therefore irrespective of the number of committees of which he/she is a member or chairs, each member of a Supervisory Board Committee shall be entitled to receive an additional payment in each financial year until the total amount of such additional payments reaches 50% of the basic remuneration for the performance of Supervisory Board member duties on an annual basis. If the term of office of a member of the Supervisory Board is less than one financial year and he/she is also a member of a Supervisory Board committee, he/she shall, notwithstanding the foregoing and therefore irrespective of the number of committees of which he/she is a member or chairs, be entitled to an additional payment for the performance of his/her duties during the financial year, until the aggregate amount of such additional payments reaches 50% of the basic remuneration for the office of the Supervisory Board member in question in respect of the period of time during which his/her term of office was completed and in respect of the financial year in question.

3. In addition to the above, members of the Supervisory Board shall also be entitled to an additional payment for special tasks. Special tasks of a member of the Supervisory Board are those which involve the actual performance of unusual tasks of above-average complexity over a prolonged period of time, normally lasting at least one month. The Supervisory Board is hereby authorised to decide, with the consent of each member of the Supervisory Board, on the assignment of special tasks to each member of the Supervisory Board, the duration of the special tasks and the additional payment for special tasks in accordance with this resolution of the General Meeting. The Supervisory Board is hereby authorised to decide on additional payments for special tasks of Supervisory Board members due to the objective circumstances of the Company. Additional payments for special tasks shall be permissible only for the period during which the special tasks are actually performed, which the Supervisory Board may exceptionally decide on retrospectively (in particular in the case of special tasks due to the Company's objective circumstances), but no longer than for the preceding financial year. The additional payments for special tasks may amount to a maximum of 50% of the basic remuneration for the performance of the Supervisory Board member's duties in any one year for each Supervisory Board member in total (irrespective of the number of special tasks). For each special task, the additional payment shall be determined by considering the complexity of the task and the resulting increased workload and responsibility. The additional payments shall always be pro-rated accordingly to the period of actual performance of the specific task.
4. The members of the Supervisory Board shall receive their basic remuneration, an additional payment for the performance of their duties and an additional payment for special tasks in proportionate monthly payments to which they are entitled for as long as they hold office and/or perform the special task(s). The monthly remuneration shall be one-twelfth of the above annual amounts. The additional payment for special tasks may, depending on the circumstances, also be paid in a single lump sum after the special tasks have been carried out.
5. The limitation of the total amounts of attendance fees or additional payments payable to a member of the Supervisory Board shall in no way affect the member's duty to actively participate in all meetings of the Supervisory Board and Supervisory Board Committees of which he/she is a member, and to exercise his/her statutory responsibility.
6. Members of the Supervisory Board shall be entitled to reimbursement of travel and accommodation expenses incurred in connection with their work on the Supervisory Board up to the amount laid down in the Rules governing the reimbursement of expenses relating to work and other income not included in the tax base (provisions applicable to travel expenses and accommodation expenses on business trips). The amount due to a member of the Supervisory Board under the above-mentioned provision shall be expressed in a gross amount, so that the net payment represents reimbursement of the actual travel expenses incurred. For the purpose of determining mileage, the distances between places calculated on the public website of the AMZS shall be taken into account. Accommodation expenses may be reimbursed only if the distance between the permanent or temporary residence of a member of the Supervisory Board or of a member of a Supervisory Board Committee and the place of work of the Supervisory Board is at least 100 kilometres, if he/she was unable to return because the timetable no longer foresaw a journey by public transport, or for other objective reasons.
7. This Resolution shall enter into force and apply from the date of its adoption at the General Meeting. It cancels Resolution no. 3 adopted by the General Meeting on 28 December 2017.

Explanation of the proposed resolution:

At the 29th General Meeting of Shareholders of Luka Koper, d.d. held on 28 December 2017, the shareholders adopted a resolution setting the amount of the attendance fees of the members of the Supervisory Board and the members of the Supervisory Board Committees, as well as the

remuneration for the performance of the functions of the members of the Supervisory Board and the members of the Supervisory Board Committees. The determination of the amount of the attendance fees of the members of the Supervisory Board and the members of the Supervisory Board Committees and the remuneration for the performance of the functions of the members of the Supervisory Board was based on the Code of Corporate Governance of State-owned Enterprises (SDH) adopted in May 2017. The same remuneration for the members of the Supervisory Board as determined by resolution at the 29th General Meeting of Shareholders on 28 December 2017 was included in the Remuneration Policy for the members of the Management Board and Supervisory Board of Luka Koper, d.d. which was approved at the 34th General Meeting of Shareholders of the Company on 28 June 2021.

In May 2023, Slovenian Sovereign Holding (SDH) adopted new Recommendations and Expectations of the Slovenian Sovereign Holding (the "Recommendations"), which introduced changes with respect to the criteria for determining the remuneration of the Supervisory Board that were in force compared to the previous documents of SDH. In accordance with the provisions of the Recommendations, Luka Koper, d.d. is a large company with a sound financial situation whose shares are listed on a regulated market. In the case of companies such as Luka Koper the Recommendations suggest a basic remuneration for the members of the Supervisory Board of up to EUR 21,000.00 gross per annum for the performance of their duties. Taking into account the criteria defined by the Recommendations for companies such as Luka Koper and the complexity of the exercise of control therein, a basic remuneration for the performance of the functions of a member of the Supervisory Board of EUR 21,000.00 gross per annum is proposed. For large companies, the recommended amount of the attendance fee is EUR 360 gross, and this is also proposed for the members of the Supervisory Board of Luka Koper. In accordance with the Recommendations, the Chairman of the Supervisory Board is entitled to a supplement of 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board, and the Vice-Chairman/Deputy Chairman up to 10% of the basic remuneration for the performance of the duties of a member of the Supervisory Board. For the members of the Supervisory Board Committees, the remuneration is proposed as set out in the Recommendations, i.e. 25% of the basic remuneration of a member of the Supervisory Board, and 37.5% for the Chairperson of the Committee, but the total amount of each member's remuneration for work in the Supervisory Board Committees cannot exceed 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis.

Members of the Supervisory Board are entitled to reimbursement of transport and accommodation expenses incurred in connection with their work on the Supervisory Board up to the amount laid down in the rules governing the reimbursement of expenses relating to work and other income not included in the tax base (provisions applicable to transport and accommodation on business trip). The amount due to a member of the Supervisory Board under the above-mentioned provision shall be adjusted so that the net payment represents reimbursement of actual travel expenses.

With the approval of the remuneration policy for the Management Board and the Supervisory Board, the previous resolution No. 3 adopted by the General Meeting of the Company at its 29th meeting of 28 December 2017, which set out the remuneration of the members of the Supervisory Board and its committees, ceases to have effect. This Resolution of the General Meeting of the Company has been incorporated directly and without amendment into the Remuneration Policy for the members of the Management Board and the Supervisory Board, which was approved at the 34th General Meeting of the Company.

Mirko Bandelj
Chairman of the Supervisory Board

Attachment:

- Criteria for determining the complexity of a company's business

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

Item 6 Presentation of the Company's Works Council resolution on the election of workers' representatives to the Supervisory Board

The proposed resolution:

The General Meeting takes note of the resolution of the Works Council of Luka Koper, d.d. of 20 December 2023, which states that the Works Council elected Mehrudin Vuković as the workers' representative on the Supervisory Board for a period of four (4) years, from 19 January 2024 onwards.

Explanation of the proposed resolution:

Pursuant to Article 16 of the Articles of Association of the joint stock company Luka Koper, d.d. of 29 June 2021, the Supervisory Board of the Company is composed of 9 members, three of whom, as representatives of the Company's employees, are elected by the Company's Works Council for a period of 4 years (and the Works Council has the power to dismiss them). Pursuant to Article 79 of the "Worker Participation in Management Act" and in accordance with the "Rules of Procedure regulating the Work of the Works Council of Luka Koper d.d.", the Works Council, at its 27th ordinary meeting held on 20 December 2023, adopted a resolution electing Mehrudin Vuković as the workers' representative on the Supervisory Board of Luka Koper d.d. for a period of four (4) years as from 19 January 2024. Considering that the Works Council only submitted the notification of the appointment of the workers' representative on the Supervisory Board after the 37th General Meeting had been convened, the General Meeting did not take note of the appointment at the 37th General Meeting.

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

Attachment:

- Resolution of the Works Council as of 20 December 2023