

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 2024 to 31 December 2024.

Codes and Management Practice

In the period from 1 January to 31 December 2024, 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 \(ljise.si\)](https://ljise.si).

In the period from 1 January to 31 December 2024, the Company also observed The Corporate Governance Code for State-Owned Enterprises (adopted in December 2023) which is available on the Slovenian Sovereign Holding (SDH) website [Key SSH Asset Management Documents \(sdh.si\)](https://sdh.si). In addition, the Company is subject to the Recommendations and expectations of the Slovenian Sovereign Holding (adopted in December 2023), which are available on the Slovenian Sovereign Holding website [Key SSH Asset Management Documents \(sdh.si\)](https://sdh.si).

The Company is governed by the Corporate Governance Policy of Luka Koper, d. d., and the Luka Koper Group of 21 November 2024, whereby governance is carried out in accordance with the provisions of the Companies Act (ZGD-1) 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 the Corruption Prevention Policy. All these documents are available on the Company's website [Corporate-documents - Luka Koper d. d.\(luka-kp.si\)](https://luka-kp.si). Code of Ethics of the companies of the Luka Koper Group was revised on 13 November 2024. 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 and Code of Conduct for business partners of the Luka Koper Group.

Governance of Luka Koper, d. d.

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

- The Company has a Diversity Policy in place, adopted on 27 November 2020, which partially deviates from national legislation in terms of measurable gender diversity targets. In the first quarter of 2025, the Company updated its Diversity Policy to define at least 40% representation of the under-represented gender among the members of the supervisory body or at least 33% representation of the under-represented gender among the members of the management and supervisory bodies. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 4.2, and from the Slovenian Corporate Governance Code for Listed Companies, Item 3.8.)
- The Corporate Governance Code for State-Owned Enterprises is not applied to all subsidiaries (It is applied in the subsidiary Luka Koper INPO, d. o. o.). (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 3.9.)
- The consent of the Supervisory Board is not required for major transactions in the Group's subsidiaries. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.2.2.)
- The President of the Supervisory Board is not a member of the HR Committee of the Supervisory Board (partial derogation from the Corporate Governance Code for State-Owned Enterprises. Item 6.7.2),
- 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 6.13.)

- The company has a succession programme in place but no internal succession policy (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 7.10).
- The 38th Annual General Meeting was held only with the physical presence of the shareholders, as the conditions made it possible, and the Company thus maintains direct contact with the shareholders. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Items 10.1 and 10.2.)
- The Works Council does not follow the recommendations of the Diversity Policy when appointing the Supervisory Board members, employee representatives. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 11.3.)
- 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 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 upon its establishment. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 18.2.)
- 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.)
- The Company deviates from the remuneration policy, i.e. its requirement that the variable part of the remuneration of members of the management bodies of the Group's subsidiaries may not exceed 15% of the annual gross value of the basic components of remuneration, as this amounts to 30% due to previously acquired rights under the Employment Relationships Act. The company will eliminate the deviation in 2025.

Corporate integrity

Corporate integrity is reported in detail in Section 18.1 'Business Conduct'.

Risk control system

Risk is reported in detail in Chapter 13 'Managing risks and opportunities'.

Internal controls and risk management related to financial reporting

The Luka Koper Group manages risk related to financial reporting, 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 ensured 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.

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 14 'The LKPG Share'.

Share transfer limitations

All Company shares are freely transferable.

Qualified shares pursuant to the Takeovers Act

Pursuant to Article 77 (1) of the Takeovers Act, achievement of the qualified share on 31 December 2024 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.

Holders of securities granting special control rights

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

Employee Share Scheme

The company has no employee share scheme.

Limitation of voting rights

There is no limitation of voting rights.

Agreements among shareholders that may result in limitation of share transfer or voting rights

The company has not been informed of any such agreements.

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 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. 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.

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.

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 4.3.3 'Company Management of Luka Koper, d. d.' Otherwise, the Management Board has no special powers relating to the issue or purchase of own shares.

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.

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.

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 29 '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>.

General Meeting of Shareholders

The General Meeting of Shareholders is the highest body of the Company, deciding on its status changes, appropriation of the profit, the appointment or discharge of Members of the Supervisory Board and all other issues. It makes decisions in accordance with the Companies Act (ZGD-1) and the Articles of Association of Luka Koper, d. d. The ownership structure of Luka Koper, d. d., is presented in Chapter 14 'The LKPG Share'.

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 full text of the proposed resolutions is available on the website <https://luka-kp.si/eng/general-assembly> and is also made available for inspection by 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.

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.

Decisions of the General Meeting of Shareholders

In 2024, shareholders of Luka Koper, d. d., met on 27 June 2024, at the 38th Annual General Meeting, at which they:

- Approved the report on the remuneration of the members of the Company's management and supervisory bodies in 2023;
- Adopted a decision on the proposal for the appropriation of the accumulated profit for 2023, which amounted to EUR 43,878,553.17:
 - o A portion in the amount of EUR 28,000,000.00 is to be used for dividend payout in the gross value of EUR 2.00 per ordinary share,
 - o The residual amount of accumulated profit in the amount of EUR 15,878,553.17 is to remain unappropriated;
- Granted discharge for the year 2023 to the Management Board and Members of the Supervisory Board;
- Adopted amendments and supplements to the Articles of Association of the Company,
- 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.

Supervisory Board of Luka Koper, d. d.

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 Expectations of the Slovenian Sovereign Holding and Recommendations of the Slovenian Directors' Association.

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://www.luka-koper.si/corporate-documents).

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 2024'.

Composition of the Supervisory Board of Luka Koper, d. d. as of 31 December 2024

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.

Representatives of shareholders

Mirko Bandelj

Chair of the Supervisory Board

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

Employed

Odvetniška pisarna Mirko Bandelj, d. o. o.

Membership in other management or supervisory bodies /

Education

University Graduate in Law

Key professional experience

Since February 2005, he has been employed at the Law Firm Mirko Bandelj, d. o. o., as a director and lawyer. He has several years of experience in the legal profession. From 1986 to 1992, he served as Chief of Staff to the Deputy Prime Minister of the Republic of Slovenia. From 1992 to 1997, he was a leader of deputy group in the National Assembly. From 1997 to 2004, he served intermittently as Secretary-General of the Government of the Republic of Slovenia. From February 1997 to February 1999, he served as Minister of the Interior in the Government of the Republic of Slovenia. He has experience in serving on supervisory boards. He held the positions of Chair of the Supervisory Board of Slovenian Railways, Aerodrom Ljubljana, and University Medical Centre Ljubljana. From 2011 to 2014, he was a mediator at the Ljubljana District Court.

Tomaž Benčina

Deputy Chair of the Supervisory Board

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

Employed

Regional Chamber of Commerce of Celje, Director
Membership in other management or supervisory
bodies

Member of the Supervisory Board of Zavarovalnica
Triglav d. d.

Education

B. Eng. in Metallurgical Technologies; University
Graduate in Economics

Key professional experience

He began his career in 1990 at Cinkarna Celje, d. d., where he became the head of the rolling mill in 1992. In 1998, he was promoted within the same company to the position of Assistant General Manager and then to Marketing Director. In 2003, he became a member of the Management Board of Cinkarna Celje, d. d., and two years later he took over the position of President of the Management Board of the same company, where he successfully served until 2020. In addition to his organisational and communication skills, he has broad managerial competences, knowledge of international markets, the ability to identify economic trends and an understanding of corporate governance.

Jožef Petrovič

Member of the Supervisory Board

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

Employed

Retired

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

Education

University Graduate in Economics

Key professional experience

Since January 2015, he performs the function of Assistant General Manager of Slovenske Železnice, d. o. o. In addition to his experience in the field of transport and logistics, he has extensive managerial experience, having previously worked as a Director or President of the Management Board (at Unichem, Delo Prodaja, DZS, Fersped), as well as extensive experience in the field of commerce as a Commercial Manager or Director (at Inplet Sevnica, Prevoz Brežice, Videm Papir Vitacel).

Barbara Nose

Member of the Supervisory Board

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

Employed

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

Membership in other management or supervisory bodies

Member of the Supervisory Board of Pošta Slovenije, d. o. o., Member of the Supervisory Board of Zavarovalnica Triglav, d. d., Director of Barnos, d. o. o., Director of Shramba, d.o.o.

Education

University Graduate in Economics, Auditing Specialist

Key professional experience

She started her career as a trainee financial analyst at Ljubljanska banka, where she was promoted to Head of Department in 1991. In 1991 and 1992 she worked as an audit assistant at Consultatio GmbH Wien, Vienna, and in 1992 and 1993 as a project manager at Consultatio Ljubljana, d. o. o. In 1993 she joined CONSTANTIA, d. o. o., Ljubljana, as a director/authorised auditor. Since 2005, she has worked as director/authorised auditor in Constantia Primia, d. o. o., Ljubljana. She has over 25 years of experience in the operational management of audit projects and maintaining an active certified auditor's licence. She developed her supervisory skills, among other things, by performing supervisory functions on the supervisory boards of Pozavarovalnica Sava, Luka Koper, Pošta Slovenije, as a supervisor of FIHO-funded organisations, as a chairperson and member of the Supervisory Board of the Urban Municipality of Ljubljana (MOL), and as an external member of the audit committees of companies listed on the Ljubljana Stock Exchange (LSE).

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| <p>Boštjan Rader Member of the Supervisory Board Beginning of a 4-year term of office: 7 February 2023 (36th General Meeting)</p> <p>Employed SDH, d. d.</p> <p>Membership in other management or supervisory bodies Deputy Chair of the Supervisory Board of Uradni list Republike Slovenije, d. o. o., Public Company</p> <p>Education University Graduate in Economics; MBA</p> <p>Key professional experience Since February 2021, he has been employed by SDH as an independent equity assets manager. He also gained experience in managing state assets between 2016 and 2018 as a senior manager at SDH. He started his career as a financial analyst at the brokerage firm Publikum, d. d., and continued as a stockbroker for institutional investors at SKB, d. d. from 2004 to 2007, then as an executive director at the brokerage firm Perspektiva, d. d., from 2007 to 2016, and later as head of sales for Germany at Krka, d. d., from 2018 to 2019. He also gained insight into the work of the supervisory boards as an assessor at the meetings of the Supervisory Board of DARS, d. d., as a representative of SDH.</p> | <p>Borut Škabar Member of the Supervisory Board Beginning of a 4-year term of office: 7 February 2023 (36th General Meeting)</p> <p>Employed BLUEMARINE, d. o. o., Managing Director</p> <p>Membership in other management or supervisory bodies BLUESHIP Ltd Istanbul, Managing Director</p> <p>Education Graduate in History</p> <p>Key professional experience He works in international shipping and maritime logistics. He has been involved in maritime-related activities for almost his entire career. He has experience, among other things, as a chartering manager in international maritime transport. He is the Honorary Consul of the Republic of Turkey in Slovenia. He is active in cultural and sporting circles, including at international and diplomatic level. He also enriches his experience through social engagement in the form of initiatives and participation in projects in the local environment.</p> |
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Representatives of employees

Mladen Jovičić

Member of the Supervisory Board

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

Employed

Luka Koper, d. d.

Membership in other management or supervisory bodies
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Education

Electrical technician

Key professional experience

He joined Luka Koper, d. d., in 1999. He worked as a crane operator for 18 years and as a warehouse worker for two years. In 2019, he took over the position of professional representative and coordinator of the Crane Operators Union of the Port of Koper, which he still holds today. It was his trade unionism and his commitment to workers' rights that most shaped his career. In 2007, he was actively involved in the establishment of the Crane Operators Union in the Port of Koper, where he still serves as a member of the Executive Committee. He is one of the most prominent advocates of respecting employee rights and ensuring better working conditions, and as a trade unionist he has always been committed to keeping Luka Koper in state ownership. Since 2009, he has also been a member of the Supervisory Board of Luka Koper, an employee representative. He was entrusted with his first four-year mandate by the Works Council of Luka Koper in April 2009 and re-elected in 2013, 2017 and 2021.

Mehrudin Vuković

Member of the Supervisory Board

Beginning of a 4-year term of office: 19 January 2024 (38rd General Meeting – informing the shareholders)

Employed

Luka Koper, d. d.

Membership in other management or supervisory bodies
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Education

Logistics Engineer

Key professional experience

He started his career in 1995 in Tagros, d. o. o., a company that provides servicing and other maintenance work on working machinery in the port of Koper. In 2001, he joined Luka Koper, d. d., where he worked as a crane operator until 2020. He received regular training while working and upon completion of his studies in 2020, was promoted to the post of Dispatcher I. He is also active in other fields. From 2008 to 2020, he was a member of the Works Council of Luka Koper, where he gained extensive experience in labour law and corporate governance. Since its creation in 2007, he has also been a member of the Crane Operators Union, where he serves on various committees. In 2020, the Luka Koper Works Council elected him as a member of the Supervisory Board of Luka Koper, an employee representative, and re-elected him in January 2024 to serve a second four-year term in this capacity.

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| <p>Rok Parovel Member of the Supervisory Board Beginning of a 4-year term of office: 13 September 2024 (38th General Meeting – informing the shareholders)</p> <p>Employed Luka Koper, d. d.</p> <p>Membership in other management or supervisory bodies /</p> <p>Education Graduate in Economics</p> <p>Key professional experience He joined the staff of Luka Koper in 2014, since then he has been working as a dispatcher at the container terminal. In 2016, he was first elected by the Works Council of Luka Koper, d. d., as an employee representative on the Supervisory Board of the company, and he was re-elected for the same position in 2020 and again in 2024. During this period, as a member of the Supervisory Board, he participated in several committees of the Supervisory Board: the Business Operations, Human Resources, Audit and Strategic Development Committees, and was also a member of the Audit Committee of Luka Koper INPO, d. o. o. Between 2018 and 2022, he was a member of the Supervisory Board of the Municipality of Koper, and during his studies at the University of Primorska (UP), he was a member of the UP Senate and the UP Student Council, a member of the UP Faculty of Management Senate and the President of the UP Faculty of Management Student Council.</p> | <p>External member of the Supervisory Board Committee Mateja Treven External member of the Supervisory Board Audit Committee Appointed for the period from 23 February 2023 until revoked.</p> <p>Employed Head of Sustainable Operations, Quality and Process Optimisation, Slovenske železnice, d. o. o.</p> <p>Membership in other management or supervisory bodies Independent non-executive member of the Board of Directors of NLB Bank Prishtina, Chair of the Audit Committee of NLB Bank Prishtina</p> <p>Education Master's Degree in Economics</p> <p>Key professional experience She started her career in 1995 at NLB Bank and then continued in the insurance and financial industry in various positions. In the Sava Re insurance group, as a member of the management board responsible for finance (CFO), she led numerous M&A projects, which led to the creation of the second largest insurance group in Southeast Europe. In 2019, she founded a start-up in the field of micro-mobility and sustainability, where she has been involved in setting sustainability strategies and sustainability projects, such as the creation of the Green Star certification for the implementation of sustainability aspects and climate action in companies. As an experienced manager and financial expert, she has been a member of several supervisory boards and audit committees. From mid-2024, she has continued her career as Head of Sustainability, Quality and Process Optimisation at Slovenian Railways. She has passed the examinations of the CFA Institute, USA, and is entitled to use the Chartered Financial Analyst (CFA) designation. She obtained the Sustainable Business Transformation Manager certificate from the M3trix Academy, Cologne.</p> |
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Diversity of members of the Supervisory Board by gender

| 31 Dec 2024 | Men | Women | Total |
|-------------------|------------|------------|-------------|
| Number of members | 8 | 1 | 9 |
| Share | 89% | 11% | 100% |

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

| 31 Dec 2022 | Men | Women | Total |
|-------------------|------------|------------|-------------|
| Number of members | 7 | 1 | 8 |
| Share | 88% | 12% | 100% |

Diversity of members of the Supervisory Board by age

| 31 Dec 2024 | Under 30 | 30 to 50 | Over 50 | Total |
|-------------------|------------|-------------|-------------|--------------|
| Number of members | 0 | 2 | 7 | 9 |
| Share | 0 % | 22 % | 78 % | 100 % |

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

| 31 Dec 2022 | Under 30 | 30 to 50 | Over 50 | Total |
|-------------------|------------|-------------|-------------|--------------|
| Number of members | 0 | 2 | 6 | 8 |
| Share | 0 % | 25 % | 75 % | 100 % |

Supervisory Board committees

The Supervisory Board regularly has four committees that carry out technical tasks to assist the Supervisory Board:

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

The composition of Supervisory Board committees is detailed in Chapter 3: Report of the Supervisory Board for 2024.

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 Slovenian 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 2024, which are an integral part of this Corporate Governance Statement.

Supervisory Board Independence

All members (100%) of the Supervisory Board of Luka Koper d. d., signed a declaration of independence in 2024 and declared themselves independent, in accordance with the provisions of the Slovenian Corporate Governance Code for Listed Companies and the Corporate Governance Code for State-Owned Enterprises. Independence and the absence of any conflict of interest shall be demonstrated by the fact that the individual member:

- Has not served as an executive director or member of the management board of the Company or an associated company or occupied such a position in the previous five years,
- Has not worked for the Company or an associated company and occupied such a position in the previous three years,
- Has not 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,
- Has not been the majority shareholder or represented the majority shareholder/majority shareholders,
- Has not 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 not or has not been within the last three years, a partner or employee of the present or former external auditor of the Company or an associated company;
- Has not been 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,
- Has not been 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,
- Has not been a close family member of a member of the Management Board or of persons occupying positions referred to in items above,
- Has not been a member of the wider management board of an associated company,
- Has not 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 29 'Related party transactions'.

Remuneration of the Supervisory Board

Members of the Supervisory Board and of Committees of the Supervisory Board are entitled to attendance fees and payments for performing the functions. The amount of attendance fees and payments 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 29 '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 2024', in Chapter 4.7 '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 14 'The LKPG Share'.

Management Board of Luka Koper, d. d.

The work of the Management Board is governed by statutory regulations, the 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, the Recommendations and Expectations of the Slovenian Sovereign Holding and the binding decisions of the company's bodies. In accordance with the Companies Act and the Articles of Association, the Management Board manages the company independently and at its own responsibility and represents it towards third parties.

Composition of the Management Board of Luka Koper, d. d., as at 31 December 2024

As at 31 December 2024, the Management Board of Luka Koper, d. d., consisted of four members:

| | |
|---|--|
| <p>Nevenka Kržan</p> <p>President of the Management Board</p> <p>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.</p> <p>Education</p> <p>University Graduate in Economics</p> <p>Key professional experience</p> <p>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&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>Gregor Belič</p> <p>Member of the Management Board</p> <p>Appointed for a five-year term on 30 November 2023, took office on 1 January 2024.</p> <p>Education</p> <p>MSC of Marine Engineering, Master mariner</p> <p>Key professional experience</p> <p>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. 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>Gorazd Jamnik</p> <p>Member of the Management Board</p> <p>Appointed for a five-year term on 30 November 2023, took office on 1 January 2024.</p> <p>Education</p> <p>MSc in Management and Organisation, major in Finance</p> <p>Key professional experience</p> <p>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>Vojko Rotar</p> <p>Labour Director</p> <p>Appointed for a five-year term on 15 December 2022, took office on 16 February 2023.</p> <p>Education</p> <p>MSc of Business Sciences, second Bologna cycle - postgraduate studies</p> <p>Key professional experience</p> <p>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> |
|---|--|

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 29 'Related party transactions'.

Diversity of members of the Management Board by gender

| 31 Dec 2024 | Men | Women | Total |
|-------------------|------------|------------|-------------|
| Number of members | 3 | 1 | 4 |
| Share | 75% | 25% | 100% |

| 31 Dec 2023 | Men | Women | Total |
|-------------------|------------|------------|-------------|
| Number of members | 1 | 1 | 2 |
| Share | 50% | 50% | 100% |

| 31 Dec 2022 | Men | Women | Total |
|-------------------|------------|------------|-------------|
| Number of members | 2 | 1 | 3 |
| Share | 67% | 33% | 100% |

Diversity of members of the Management Board by age

| 31 Dec 2024 | Under 30 | 30 to 50 | Over 50 | Total |
|-------------------|------------|-------------|-------------|--------------|
| Number of members | 0 | 1 | 3 | 4 |
| Share | 0 % | 25 % | 75 % | 100 % |

| 31 Dec 2023 | Under 30 | 30 to 50 | Over 50 | Total |
|-------------------|------------|-------------|-------------|--------------|
| Number of members | 0 | 1 | 1 | 2 |
| Share | 0 % | 50 % | 50 % | 100 % |

| 31 Dec 2022 | Under 30 | 30 to 50 | Over 50 | Total |
|-------------------|------------|-------------|-------------|--------------|
| Number of members | 0 | 1 | 2 | 3 |
| Share | 0 % | 33 % | 67 % | 100 % |

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 2024', 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.

Remuneration of the Management Board

Remuneration paid to Members of the Management Board consists of the fixed and variable components. They are determined in fixed-term management operation employment contracts for Members of the Management Board, in annexes to employment contracts and in decisions of the Supervisory Board. The remuneration of the Management Board is determined by the Supervisory Board in accordance with the applicable Remuneration Policy for management and supervisory bodies of Luka Koper, d. d., and management bodies of Subsidiaries in the Luka Koper Group, which is adopted by the General Meeting and published on the website [Corporate documents - Luka Koper d. d. \(luka-kp.si\)](https://www.luka-kp.si/corporate-documents). 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, Note 29 'Related party transactions', and in the table entitled 'Composition of the management board in the financial year 2024', 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 14 'The LKPG Share'.

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 four subsidiaries. In addition, Luka Koper, d. d., has business shares in eleven 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 2024-2028. The financial investments are divided 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 contribute to risk control and increased added value.
- 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.

The adopted Strategic Business Plan of the Company and the Group for the period 2024-2028 also outlines guidelines for the management of strategic financial investments from a decision-making and governance perspective. The dividend policy follows the classification of an individual investment: when acting as a shareholder in non-strategic investments, we aim to maximise the payout of profits or realise other positive impacts for the owner, 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 of 31 December 2024

| 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. | Miha Kalčič | 100,00 |
| Logis-Nova, d. o. o. | Larisa Škandra | 100,00 |
| TOC, d. o. o. | Ankica Budan Hadžalič | 68,13 |

Internal audit

Internal Audit performs the internal audit function for the Luka Koper Group in order to support the achievement of strategic objectives. Through systematic and methodical assessment of the internal control system, it improves the Company's governance, risk management and the functioning of the internal control system, while also providing recommendations for continuous improvements.

The internal audit area is organized as an independent unit of the company. It is functionally subordinate to the Supervisory Board and organisationally subordinate to the Management Board, which ensures the independence of the internal audit function. The operation of internal audit is based on the adopted fundamental document, the Internal Audit Charter, which is aligned with the hierarchy of internal auditing rules.

In 2024, the internal audit carried out internal audit engagements and other activities based on the adopted annual plan of work. In preparing the plan, key risks were identified, further assessed and, where necessary, supplemented

during the audit process. A major part of the internal audit services focused on verifying the adequacy of internal controls and their functioning in line with the set objectives and standards. Internal Audit reported the findings of individual audit engagements on an ongoing basis to the management of the audited entities, the Company's Management Board and the Audit Committee of the Supervisory Board. The latter were also informed about 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 2024 to monitor on an ongoing basis the activities carried out to better manage risks. The emphasis was on developing internal audit to ensure compliance with global internal auditing standards and preparing an internal audit strategy.

The development of internal audit is pursued through a quality assurance and improvement programme that includes external and internal audits, self-assessment, continuing professional education, and monitoring and measuring the effectiveness of its performance. The last external audit was carried out in 2020 and 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.

External audit

At the 37th meeting of 28 June 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 31 '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 - Labour Director

Appendix to the Corporate Governance Statement

3.1: Composition of the Management Board for the Financial Year 2024

| Name and surname | Function (Chair, Member) | Responsible for* | First appointment to office | End of office / term of office | Gender | Citizenship | Year of birth | Education | Professional profile | Membership in management or supervisory bodies of unrelated companies |
|----------------------|--------------------------|--|-----------------------------|--------------------------------|--------|-------------|---------------|-----------|---|---|
| Nevenka Kržan | Chair | Administration Secretariat, Human Resources, Legal, Public Relations, Port Security, Investments, Project Office, Strategic Development | 1.7.23 | ongoing | Woman | Slovenian | 1962 | Level 7 | University Graduate in Economics | Member of the Supervisory Board in Pokojninska družba A, d. d., since 13 Jun 2023 |
| Gorazd Jamnik | Member | Finance and accounting area, Controlling area, Business process management and development area, Financial and corporate management of companies in which the company has a capital stake | 1.1.24 | ongoing | Man | Slovenian | 1973 | Level 8 | MSc in Management and Organisation, major in Finance | No |
| Gregor Belič | Member | Procurement Area, Operations Area, Marketing Area, Sales Area, PC General Cargo, PC Container Terminal, PC Car and RO-RO Terminal, PC Bulk and Liquid Cargo Terminal, PC Passenger Terminal | 1.1.24 | ongoing | Man | Slovenian | 1966 | Level 7 | MSC of Marine Engineering, Master mariner | No |
| Vojko Rotar | Member - Labour Director | Area of health and environmental protection, Monitoring compliance with and implementation of written agreements and cooperation in concluding agreements between employees and employers (participation agreement and other agreements) | 16.2.18 | ongoing | Man | Slovenian | 1976 | Level 7 | Master of Business Sciences, second Bologna cycle – Post-graduate studies | No |

* All members of the Management Board are jointly responsible for: Internal Audit, Corporate Integrity and Compliance Officer, Personal Data Protection and Human Rights, Cooperation with the Secretary of the Supervisory Board

3.1: Composition of the Management Board for the Financial Year 2024

| 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 | 7.2.23 | ongoing | Representative of shareholders | 10/10 | Man | Slovenian | 1958 | Level 7 | University Graduate in Law | Yes | No | No |
| | Committee membership | | | | Chair / Member | | | | | | | | |
| | / | | | | / | / | | | | | | | |

| 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 | |
|------------------|--|--------------------------------|-----------------------------------|--|---|--------|-------------|---------------|-----------|---|--|---|---|---|
| Tomaž Benčina | Member, Deputy Chair since 21 Feb 2023 | 7.6.22 | ongoing | Representative of shareholders | 10/10 | 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 membership | | | | Chair / Member | | | | | | | | | Attendance at committee meetings proportional to the total number of committee meetings |
| | BUSINESS OPERATIONS COMMITTEE, HR COMMITTEE | | MEMBER, CHAIR | 6/6, 6/6 | | | | | | | | | | |

| Name and surname | Function (Chair, Deputy, SB Member) | First appointment to office | End of office / term of office | Representative of shareholders / employees | Attendance at 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 Jovičić | Member | 8. 4. 2009 | ongoing | Representative of employees | 9/10 | Man | Slovenian | 1969 | Level 5 | Electrical technician | Yes | No | No |
| | Committee membership | | | Chair / Member | Attendance at committee meetings proportional to the total number of committee meetings | | | | | | | | |
| | BUSINESS OPERATIONS COMMITTEE, STRATEGIC DEVELOPMENT COMMITTEE | | | MEMBER, MEMBER | 5/6, 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 |
|------------------|--|--------------------------------|-----------------------------------|--|---|--------|-------------|---------------|-----------|-----------------------|--|---|---|
| Rok Parovel | Member | 13. 9. 2016 | ongoing | Representative of employees | 10/10 | Man | Slovenian | 1987 | Level 6 | Graduate in Economics | Yes | No | No |
| | Committee membership | | | Chair / Member | Attendance at committee meetings proportional to the total number of committee meetings | | | | | | | | |
| | AUDIT COMMITTEE, STRATEGIC DEVELOPMENT COMMITTEE | | | MEMBER, MEMBER | 9/9, 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 |
|------------------|---|--------------------------------|-----------------------------------|--|---|--------|-------------|---------------|-----------|----------------------|--|---|---|
| Mehrudin Vuković | Member | 19. 1. 2020 | ongoing | Representative of employees | 10/10 | Man | Slovenian | 1972 | Level 6/1 | Logistics Engineer | Yes | No | No |
| | Committee membership | | | Chair / Member | Attendance at committee meetings proportional to the total number of committee meetings | | | | | | | | |
| | HR COMMITTEE | | | MEMBER | 6/6 | | | | | | | | |

External committee member (audit, HR, remuneration committee, etc.)

| Name and surname | COMMITTEE | Attendance at committee meet- ings proportional to the total number of committee meetings | Gender | Citizenship | Education | Year of birth | Professional profile | Membership in management or supervisory bodies of unrelated companies |
|------------------|-----------------|---|--------|-------------|-----------|---------------|---------------------------------|---|
| Mateja Treven | Audit Committee | 9/9 | Woman | Slovenian | Level 8 | 1972 | Master's Degree in Economics | NLB Banka AD Skopje, independent member of the Supervisory Board, NLB Banka Prishtina, non-executive independent member of the Management Board |

4.1 Composition and Amount of Remuneration* of Management Board Members in the Financial Year 2024

(in EUR)

| Name and surname | Function (Chair, Member) | Fixed income - gross (1) | Variable income - gross (2) | Deferred income (3) ** | Severance pay (4) | Bonuses (5)*** | Bonus clawback (6) | Total Gross (1+2+3+4+5-6) |
|------------------|---|--------------------------|-----------------------------|------------------------|-------------------|----------------|--------------------|---------------------------|
| Vojko Rotar | Member of the Management Board - Labour Director | 195,331.82 | 37,263.51 | 48,204.50 | 0.00 | 1,148.59 | 0.00 | 281,948.42 |
| Boštjan Napast | President of the Management Board until 30 Jun 2023 | 0.00 | 12,788.29 | 0.00 | 0.00 | 0.00 | 0.00 | 12,788.29 |
| Nevenka Kržan | Member of the Management Board until 30 Jun 2023 | 0.00 | 11,494.37 | 24,092.71 | 0.00 | 0.00 | 0.00 | 35,587.08 |
| Nevenka Kržan | President of the Management Board since 1 Jul 2023 | 216,889.07 | 12,813.63 | 12,813.63 | 0.00 | 214.03 | 0.00 | 242,730.36 |
| Gregor Belič | Member of the Management Board since 1 Jan 2024 | 179,613.28 | 0.00 | 0.00 | 0.00 | 196.35 | 0.00 | 179,809.63 |
| Gorazd Jamnik | Member of the Management Board since 1 Jan 2024 | 179,898.32 | 0.00 | 0.00 | 0.00 | 2,181.31 | 0.00 | 182,079.63 |

* 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

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

*** 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 2024

(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 fees - gross annually (2) | Gross Total (1 + 2) | Travel expenses |
|------------------|--|---|---|-----------|--|---------------------|-----------------|
| | | Basic pay for holding the office | Additional payment for holding the office | Total (1) | | | |
| Tomaž Benčina | Member since 7 Feb 2023 and Deputy Chair since 7 Feb 2023 | 16,500.00 | 7,500.00 | 24,000.00 | 5,225.00 | 29,225.00 | 1,520.15 |
| Mladen Jovičič | Member | 15,000.00 | 6,072.92 | 21,072.92 | 3,795.00 | 24,867.92 | 0.00 |
| Mehrudin Vuković | Member | 15,000.00 | 3,750.00 | 18,750.00 | 4,125.00 | 22,875.00 | 106.00 |
| Rok Parovel | Member | 15,000.00 | 6,648.71 | 21,648.71 | 5,225.00 | 26,873.71 | 0.00 |
| Mirko Bandelj | Chair since 7 Feb 2023 | 22,500.00 | 0.00 | 22,500.00 | 2,805.00 | 25,305.00 | 1,294.55 |
| Jožef Petrovič | Member since 7 Feb 2023 | 15,000.00 | 7,500.00 | 22,500.00 | 5,390.00 | 27,890.00 | 1,866.88 |
| Boštjan Rader | Member since 7 Feb 2023 | 15,000.00 | 7,500.00 | 22,500.00 | 6,105.00 | 28,605.00 | 1,113.92 |
| Borut Škrabar | Member since 7 Feb 2023 | 15,000.00 | 6,648.71 | 21,648.71 | 4,070.00 | 25,718.71 | 0.00 |
| Barbara Nose | Member since 7 Feb 2023 | 15,000.00 | 6,967.95 | 21,967.95 | 5,225.00 | 27,192.95 | 1,187.98 |
| Mateja Treven | External Member of the SB's Audit Committee since 23 Feb 2023 | | 6,600.00 | 6,600.00 | 1,980.00 | 8,580.00 | 249.86 |

* gross amount