

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

Pursuant to the provision of Article 10 of the Articles of Association of the company
LUKA KOPER, d.d., the Company's Management and Supervisory Boards hereby convene the

40th General Meeting of Shareholders of LUKA KOPER, d.d.

**to be held on Friday, 22 May 2026 at 11 a.m. (11:00 CET)
in Koper (Slovenia), in the St. Francis of Assisi Ceremonial and Entertainment Hall,
Martinčev trg.**

Agenda:

1. Opening of the General Meeting and election of the working bodies

The proposed resolution:

Attorney Stojan Zdolšek from Ljubljana is appointed as Chairman of the General Meeting of Shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed as Vote Counter. The General Meeting is informed of the presence of Nina Ferligoj, Notary Public from Koper.

2. Presentation of the Annual Report for 2025 with auditor's opinion and the Report of the Supervisory Board on the results of the 2025 Annual Report examination; Report on the remuneration of the members of the Company's Management and Supervisory Bodies in 2025

The proposed resolution:

The General Meeting of Shareholders is acquainted with the Report on the remuneration of the members of the Company's Management and Supervisory Bodies in 2025 and approves it.

3. Appropriation of distributable profit of the financial year 2025 and granting of discharge to the Management and Supervisory Bodies

3.1 The proposed resolution:

The distributable profit amounting as at 31 December 2025 to EUR 55,921,157.11 is to be appropriated as follows: a part of distributable profit in the amount of EUR 32,200,000.00 is to be appropriated for the paying out of dividends in the gross amount of EUR 2.30 per ordinary share; the remaining portion of distributable profit totalling EUR 23,721,157.11 is to remain undistributed.

The Company shall pay out dividends on 31 August 2026 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as at 28 August 2026.

3.2. The proposed resolution:

The General Meeting of Shareholders grants discharge to the Management Board for the financial year 2025.

3.3. The proposed resolution:

The General Meeting of Shareholders grants discharge to the Supervisory Board for the financial year 2025.

4. Appointment of the auditor for the financial years 2026, 2027, 2028

The proposed resolution:

The General Meeting hereby appoints the audit firm Forvis Mazars, družba za revizijo, d.o.o. to audit the financial statements of Luka Koper, d.d. and the Luka Koper Group for the financial years 2026, 2027 and 2028 and to provide limited assurance on the consolidated sustainability report and other assurance services in accordance with the law and contractual provisions.

5. Remuneration and attendance fees of supervisory board members and the members of its committees

The proposed resolution:

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 their total amount reaches 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board in a year. 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 in a year.
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. The members of the Supervisory Board shall receive their basic remuneration and an additional payment for the performance of their duties in proportionate monthly payments to which they are entitled for as long as they hold office. The monthly remuneration shall be one-twelfth of the above annual amounts.
4. 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.
5. 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 considered. 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 body is at least 100 kilometres; if the member was unable to return because the timetable no longer foresaw a journey by public transport, or for other objective reasons.
6. This Resolution shall enter into force and apply from the date of its adoption by the General Meeting. It cancels Resolution no. 3 adopted by the General Meeting on 28 December 2017.

6. Notification of the General Meeting on the expiry of the term of office of the supervisory board member Tomaž Benčina and the appointment of a new supervisory board member

The proposed resolution:

The General Meeting takes note that the term of office of Supervisory Board member Tomaž Benčina expires on 7 June 2026.

Mateja Treven is hereby appointed as a member of the Supervisory Board of Luka Koper, d.d. for a term of office of four years, with effect as of 8 June 2026.

7. Notification of the General Meeting on the resolution of the company's Workers' Council to recall employee representatives from the Supervisory Board and appoint new employee representatives to the Supervisory Board

The proposed resolution:

The General Meeting takes note of the resolution adopted by the Workers' Council of Luka Koper, d.d. on 11 August 2025 pursuant to which the following members of the Supervisory Board – employee representatives were recalled as of that date: Rok Parovel, Mladen Jovičić, and Mehrudin Vuković. As of 12 August 2025, the following new members of the Supervisory Board – employee representatives were appointed by the Workers' Council: David Krmac for the term ending on 19 January 2028, Jure Jambrošič for the term ending on 13 September 2028, and Mara Žerjal for the term ending on 8 April 2029.

Materials for the General Meeting of Shareholders

The resolution proposals with explanations and other materials for the General Meeting are available for inspection by the shareholders at the Company's secretariat, Vojkovo nabrežje 38, Koper, every working day from 9 a.m. to 12 a.m. from the date of publication of the general meeting notice until the date of the general meeting, and on the Company's website www.luka-kp.si, as well as on the stock exchange's electronic information system <http://seonet.ljse.si>, and on the webpage of AJPES www.ajpes.si. Shareholders wishing to inspect the materials for the general meeting at the Company's headquarters must make an appointment before visiting the Company by calling + 386 (0)5 6656 739 (between 9 a.m. and 12 a.m. on any working day) or by sending an email to the e-mail address: Skupscina@luka-kp.si

Placing of additional items on the agenda

Shareholders whose total interest accounts for one-twentieth of the share capital may request in writing that an additional item be placed on the agenda. The request must be accompanied in writing by a proposed resolution to be decided upon by the General Meeting of Shareholders or, if the General Meeting of Shareholders will not adopt a resolution on an individual agenda item, an explanation of that item. Shareholders should send their request to amend the agenda to the Company no later than 7 (seven) days after the date of publication of the general meeting notice/convocation. The shareholders shall send their request to place additional items on the agenda by post to the address: Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper, Slovenia or submit it via e-mail to Skupscina@luka-kp.si

Shareholders' proposals

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

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

The shareholders may submit their resolution proposals and electoral proposals to the Company to the address Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper or via e-mail to Skupscina@luka-kp.si

Right to be informed

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

Participation at the General Meeting of Shareholders and voting right

The right to attend and vote at the General Meeting of Shareholders may be exercised only by those shareholders who are registered as holders of shares in the Central Register of Book-entry Securities with the KDD – Central Clearing and Depository Company, d.d. at the end of the seventh day prior to the General Meeting (the cut-off date) and who register their attendance at the General Meeting with the Company's management board by no later than the end of the fourth day prior to the General Meeting by means of a written application (i.e. registration).

Applications shall be deemed to be in time if they reach the Company's headquarters not later than the fourth day before the General Meeting.

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

Shareholders' proxies shall exercise their participation and voting rights on the basis of a written authorisation (power of attorney) which must be deposited by the shareholders with the Company's headquarters at least on the day of the General Meeting, before the start of the meeting. Authorisations (powers of attorney) shall be deposited with the Company. A specimen registration form and a specimen authorisation form are available on the Company's website at www.luka-kp.si.

The standardised messages regarding the exercise of shareholders' rights at the General Meeting that the Company will receive from the KDD and that the KDD will have previously received through the intermediary chain will also be considered. The term "considered" shall be understood to mean the recognition of the communications as the relevant registrations for the General Meeting and their recognition as the relevant authorisations for the proxies named therein.

If a broker who is not the final shareholder (ultimate beneficial holder) is entered as a shareholder in the Central Register of Book-entry Securities with the KDD, the shareholders can exercise their voting right based on proof referred to in the second paragraph of Article 235.č of the Companies Act, which specifies who is the final shareholder on the cut-off date. A broker may only exercise or entrust the exercise of a voting right for shares not possessed by it to other persons if it has been granted an authorisation (power of attorney) in writing. The authorisation shall be stored by the broker in such a way as to ensure its verifiability. The authorisation may be given to a single broker and may be revoked at any time. The broker may only grant an authorisation to persons not in its employment if this is expressly permitted by the authorisation. If a broker exercises a voting right on behalf of a shareholder by authorisation, the authorisation shall be submitted to and stored by the company. The broker shall call upon the shareholder to provide it with instructions for exercising the voting rights and shall advise the shareholder that its failure to provide instructions for exercising the voting right would result in the exercise under the broker's own proposals notified to the shareholder unless it could be presumed that the shareholder would approve of a different decision if it was aware of the actual state of affairs. The same provision shall also apply, *mutatis mutandis*, to fiduciary account holders in respect of shares which do not belong to them; to voting advisers and to other persons who perform the exercising of voting rights on behalf of shareholders based on proxy authorisation as part of their business activity.

Quorum at the General Meeting of Shareholders

Should a quorum not be present at the proposed time of the General Meeting of Shareholders because less than 30 percent of shareholders with voting right are present at the meeting, the General Meeting of Shareholders shall be adjourned and resumed one hour later on the same day, i.e. on 22 May 2026 at 12.00 a.m. (12:00 CET) in the same conference room. In such a case, the General Meeting of Shareholders shall be deemed to have a quorum and shall be able to pass valid resolutions regardless of the share capital represented (third paragraph of Article 12 of the Articles of Association of the company Luka Koper, d.d.).

Call upon the major shareholders, institutional investors and the Republic of Slovenia

Major shareholders, institutional investors and the Republic of Slovenia as the majority holder of management rights, are proposed to inform the public prior to the General Meeting of

Shareholders of their policy on the management of their investment in the public joint stock company Luka Koper, d.d., which includes, for example, the voting policy, the type and frequency of management activities, and the dynamics of communication with the management and supervisory bodies of the Company.

Additional notification

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

Nevenka Kržan
President of the Management Board

Gregor Belič
Member of the Management Board

Mirko Bandelj
Chairman of the Supervisory Board