

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

Explanation of resolutions proposed for the 40th General Meeting of Shareholders of Luka Koper, d.d.

Item 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.

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, attorney-at-law, has successfully chaired the last five 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

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Item 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 General Meeting of Shareholders is notified of the Company's Annual Report for the business year 2025 and with the written Report of the supervisory board concerning the approval of the 2025 Annual Report.

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.

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.

After final verification of the annual report of the Luka Koper Group and Luka Koper, d.d. for 2025, the supervisory board 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 2025;
- Remuneration Report concerning the remuneration of the members of the management and supervisory bodies of the company Luka Koper, d.d. in 2025.

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Item 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.

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 2025, Luka Koper d.d. generated a net profit of EUR 79,651,110.22. 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 2025, i.e. EUR 39,825,555.11 to other reserves from profit. The Company states that on 31 December 2025 the distributable profit amounted to EUR 55,921,157.11.

(in EUR)	31 December 2025	31 December 2024
Net profit carried forward	16,095,602.00	15,855,816.24
Net profit for the year	79,651,110.22	59,270,724.89
Increase in other reserves from profit	-39,825,555.11	-29,635,362.44
Total distributable profit	55,921,157.11	45,491,178.69

The management board proposes to the general meeting the following appropriation of the distributable profit which as at 31 December 2025 amounted to EUR 55,921,157.11:

- a part of distributable profit amounting to EUR 32,200,000.00 shall be allocated 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 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, anticipates 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 dividend policy also stipulates that, in the event of circumstances (including significant investment opportunities of the Company) that would warrant an exception to the stated baseline, the Management Board and the Supervisory Board shall adjust their dividend payout proposal accordingly, while providing a reasoned explanation to the Company's General Meeting of Shareholders.

In the business plan of Luka Koper, d.d. for 2026, the payment of dividends for 2025 is planned in the amount of EUR 30.8 million, i.e. EUR 2.20 per share. The said business plan envisages that, as part of the implementation of the 2024–2028 strategic business plan, the Company shall allocate as much as EUR 198.3 million in 2026 for investments (acquisition of real estate, plant and equipment, and intangible assets). To finance these investments, the Company will, in addition to its own cash resources, require a further EUR 122 million in long-term loans. In view of the Company's stated financing needs, we propose allocating EUR 32,200,000.00 for dividend payments, representing 40.43% of the net profit for 2025, while the remaining retained earnings remain undistributed.

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 2025. 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 2025.

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Item 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.

Explanation of the proposed resolution:

In accordance with Article 281(4) of the Companies Act (ZGD-1), the Supervisory Board submits to the General Meeting a proposal for the appointment of the auditor, based on the proposal of the Supervisory Board's Audit Committee.

Based on the applicable legislation and the Guidelines for the selection and ensuring the independence of the external auditor of financial statements in the Luka Koper Group, the Company seeks to rotate the auditor at least every nine years, while at the same time aiming for the General Meeting to appoint the auditor for a term of at least three years.

The contract for the audit of the financial statements for the financial years 2023, 2024, and 2025, concluded by Luka Koper, d.d. with the audit firm BDO Revizija, d.o.o., is expiring. Accordingly, the Audit Committee, in compliance with EU Regulation 537/2014 and the adopted Guidelines for the selection and ensuring the independence of the external auditor of financial statements in the Luka Koper Group, carried out a selection procedure for the auditor of the financial statements and selected Forvis Mazars, d.o.o. as the most advantageous provider of audit services for the years 2026, 2027, and 2028.

Forvis Mazars is a brand of the global network Forvis Mazars Global, which brings together tens of thousands of professionals worldwide and focuses on supporting companies of all sizes with independent audit, tax, accounting, financial advisory, and IT assurance services.

With a team of more than 60 professionals in Slovenia, Forvis Mazars offers a fresh perspective and a distinctive experience to both domestic and international clients from a single office in Slovenia. It is a trusted, independent, and experienced advisory organization providing audit and consulting services, accounting and payroll services, tax advisory, financial advisory, sustainability services, and IT assurance and advisory services.

In Slovenia, Forvis Mazars is represented by three companies:

- FORVIS MAZARS, d.o.o. – audit and assurance services,
- FORVIS MAZARS CONSULTING, d.o.o. – tax, payroll, accounting services, and financial advisory,
- FORVIS MAZARS IT, d.o.o. – IT assurance and advisory services.

The audit firm offers a tailored approach to the audit of Luka Koper, d.d. and the Luka Koper Group, specifically designed to address their particular risks, needs, and challenges. It provides a responsive audit team with all the necessary knowledge and experience to deliver services at the highest level, to identify constructive challenges, ensure clear and effective communication with all stakeholders, and offers fair and transparent pricing. As part of the audit services provider selection process, Forvis Mazars submitted a high-quality proposal, supported by relevant references both in the industry and in the auditing of public-interest entities.

Based on the proposal of the Audit Committee, the Supervisory Board proposes to the General Meeting that Forvis Mazars, družba za revizijo, d.o.o., be appointed as the auditor of the financial statements of Luka Koper, d.d. and the Luka Koper Group for the financial years 2026, 2027 and 2028, as well as for providing limited assurance on the consolidated sustainability report and other assurance services, in accordance with the law and contractual provisions.

Mirko Bandelj
Chairman of the Supervisory Board

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Item 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.

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.

In December 2024, 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, which is also in line with the Remuneration Policy for the management and supervisory bodies of the company Luka Koper, d.d. and the management and supervisory bodies of the subsidiaries of the Luka Koper Group (the "Remuneration Policy") adopted at the Company's 37th General Meeting on 28 June 2023 where the amount of EUR 21,000 gross is defined as the highest remuneration payable to the members of the supervisory board on annual level. Taking into account the criteria defined by the Recommendations of SDH and the Remuneration Policy 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 (in line with the Recommendations and the Remuneration Policy), 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 in a year.

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 expressed in a gross amount 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.

Mirko Bandelj
Chairman of the Supervisory Board

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Item 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.

Explanation of the proposed resolution:

On 7 June 2026, the term of office of Supervisory Board member Tomaž Benčina – a representative of the shareholders, expires. In accordance with Article 17(2) of the Company's Articles of Association, the Company has six members on the Supervisory Board who are elected by the General Meeting by a simple majority.

As a candidate for a member of the Supervisory Board representing the shareholders, Mateja Treven was considered by the Supervisory Board upon the proposal of the Nomination Committee. The Supervisory Board determined that Ms. Treven is competent, suitable, and qualified to perform the function. In formulating its proposal, the Supervisory Board took into account the recommendation on the diversity of professional knowledge, experience, and skills, which complement one another among the members of the Supervisory Board, and followed the requirement regarding diversity of composition which, under the Company's applicable Diversity Policy, provides for at least 33% representation of the underrepresented gender among the members of the management and supervisory bodies. The term of office of the new member of the Supervisory Board, in accordance with the company's Articles of Association, is four years, commencing from the date of assumption of office.

The candidate has given her consent to the nomination and has provided a written statement confirming that there are no circumstances that would preclude her election. She has also submitted a statement addressing each independence criterion, declaring that she considers herself independent within the meaning of the Slovenian Corporate Governance Code for Public Joint-Stock Companies.

Mateja Treven holds a Master's degree in Economics, is fluent in English, and is currently employed as Head of Sustainability, Quality and Process Optimization at Slovenske železnice, d.o.o. She is an independent non-executive member of the Board of Directors of NLB Banka Prishtina, Chair of the Audit Committee of NLB Banka Prishtina, and Director of Blockahpp, d.o.o. She began her professional career in 1995 at NLB bank and subsequently continued in the insurance sector and financial industry in various roles. At the Sava Re insurance group, she served as a Management Board member responsible for finance (CFO) from 2011 to 2018, leading numerous M&A projects that contributed to the creation of the second-largest insurance group in Southeast Europe. In 2019, she founded a startup in the field of micromobility and sustainability, where she was involved in developing sustainable strategies and projects, such as the Green Star certificate for integrating sustainability aspects and climate action into companies. As an experienced manager and financial expert, she has served as a member of numerous supervisory boards and audit committees. Since mid-2024, she has continued her career as Head of Sustainability, Quality and Process Optimization at Slovenske železnice. She has successfully passed the examinations of the CFA Institute (USA) and is entitled to use the designation Chartered Financial Analyst (CFA). She also obtained the Sustainable Business

Transformation Manager certificate from M3trix Academy, Cologne. She possesses in-depth knowledge in the fields of sustainable business, business processes, project management, corporate finance and investment, risk management, financial reporting, banking, and insurance, and meets the required competencies for a member of the Supervisory Board of Luka Koper, particularly in terms of knowledge and experience in logistics, management, and the supervision of medium-sized and large companies.

Mirko Bandelj
Chairman of the Supervisory Board

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Item 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.

Explanation of the proposed resolution:

In accordance with Article 17 of the Articles of Association of Luka Koper, d.d., the Company's Supervisory Board consists of nine members, three of whom, as employee representatives, are elected and recalled by the company's Workers' Council for a term of four years. In accordance with Article 79 of the Employee Participation in Management Act and in line with the Rules of Procedure of the Workers' Council of Luka Koper, at its meeting held on 11 August 2025, the Workers' Council recalled the following members of the Supervisory Board – employee representatives: Rok Parovel, Mladen Jovičić and Mehrudin Vuković. As of 12 August 2025, the Workers' Council appointed new members of the Supervisory Board – employee representatives: David Krmac, Jure Jambrošič, and Mara Žerjal. Since the Workers' Council recalled and appointed the employee representatives on the Supervisory Board after the 39th General Meeting of Shareholders was convened, the General Meeting is informed about the dismissal and appointment at its 40th session.

Mirko Bandelj
Chairman of the Supervisory Board