

Based on Ljubljana Stock Exchanges Rules and the provisions of applicable legislation, the company's Management Board hereby publishes the resolutions adopted by 25<sup>th</sup> General Assembly of Luka Koper d.d. Shareholders on 8<sup>th</sup> July 2014.

## Resolutions adopted by the General Assembly

### 1. Opening of the General Assembly and constitution of a quorum

#### Proposal of a Resolution:

It shall be established that the Assembly is a quorum.

Of the total of 14,000,000 shares in Luka Koper d.d, 10,126,045 ordinary no-par-value shares were represented at the Assembly, which accounts for 72.33% of shares with commensurate voting rights. Upon a later recount of attendance, the number of ordinary no-par-value shares represented at the Assembly was tallied as 10,592,987, accounting for 75.66% of shares with voting rights. Each no-par-value share represents one vote at the Assembly. On the basis of the third Paragraph of Article 11 of the company's Statute, the Assembly was established to be a quorum, thus it had the mandate to make valid decisions.

The five largest shareholders participating at the Assembly accounted for 71.57 percent of total voting rights.

	No. of votes	Percentage of total shares
Republika Slovenija (Republic of Slovenia)	7,140,000	51.00%
SDH d.d.	1,557,857	11.13%
Kapitalska družba d.d.	696,579	4.98%
Mestna občina Koper (Koper Municipality)	466,942	3.34%
KD Galileo	158,230	1.13%
<b>Total</b>	<b>10,019,608</b>	<b>71.57%</b>

### 2. The election of the General Assembly's working bodies

#### Proposal of a Resolution:

Mr. Stojan Zdolšek of Ljubljana is elected President of the General Assembly; appointment of *IXTLAN Forum d.o.o.*, Ljubljana, as vote counters.

The General Assembly meeting shall also attended by the notary public Ms Nana Povšič Ružič.

Participating shares with voting rights	10,126,045
votes <b>FOR</b> proposed resolution	10,121,426
votes <b>AGAINST</b> proposed resolution	4,619
<b>ABSTAINED</b>	0

10,121,426 shares, i.e. 99.954% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

### 3. Presentation of the 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion and the Supervisory Board's report on the review of the 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group

#### Proposal of a Resolution:

The General Assembly shall be presented with the 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion and the Supervisory Board's report on its review of the 2013 Annual Report of Luka Koper d.d. and the Luka Koper Group.

The General Assembly shall be introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 242 to 246 of the Annual Report.

Voting for this item of the Agenda is not required, due to the fact that it is only of an introductory and informative nature.

### 4. Proposal as to the allocation of distributable profit for 2013, as well as endorsement of the Management and Supervisory Boards for their work in 2013

#### Predlogi sklepov:

#### 4.1. Counter-proposal by the shareholders Republic of Slovenia and SDH d.d.:

The General Assembly is informed that distributable profit for 2013 amounts to € 3,721,761.

The General Assembly adopts the following proposal re the allocation of distributable profit, which as of 31<sup>st</sup> December 2013 amounted to € 3,721,761:

- a portion of distributable profit in the amount of € 2,240,000 will be distributed as dividends in the gross value of € 0.16 per share;
- the remaining portion of distributable profit in the amount of € 1,481,761 will remain undistributed.

The dividend shall be remunerated to shareholders registered in the Luka Koper d.d. share register on the second day following the General Assembly meeting which decides upon the allocation of distributable profit. Dividends will be disbursed to shareholders within 60 days of the General Assembly meeting.

Participating shares with voting rights	10,126,045
votes <b>FOR</b> proposed resolution	10,080,480
votes <b>AGAINST</b> proposed resolution	0
<b>ABSTAINED</b>	45,565

10,080,480 shares, i.e. 100% of votes cast, voted in favour of the proposed resolution. The resolution was accordingly adopted in its proposed form.

#### 4.2

In relation to their work in 2013, the General Assembly shall endorse:

- Bojan Brank, who performed the function of the Management Board President prior to 6<sup>th</sup> September 2013;
- Gašpar Gašpar Mišič, who performed the function of the Management Board President after 7<sup>th</sup> September 2013;
- Marko Rems, Management Board Member; and

- Matjaž Stare, Management Board Member - Workers Director.

Participating shares with voting rights	10,126,045
votes <b>FOR</b> proposed resolution	10,104,083
votes <b>AGAINST</b> proposed resolution	6,237
<b>ABSTAINED</b>	15,725

10,104,083 shares, i.e. 99.938% of votes cast, voted in favour of the proposed resolution.  
The resolution was accordingly adopted in its proposed form.

#### 4.3.

In relation to their work in 2013, the General Assembly shall endorse the following Supervisory Board members:

- Dr Janez Požar, Tomaž Može, Jordan Kocjančič and Dr Marko Simoneti, prior to 14<sup>th</sup> July 2013;
- Dino Klobas, member of the Supervisory Board between 15<sup>th</sup> July and 6<sup>th</sup> September 2013;
- Nikolaj Abrahamsberg, Vinko Može, Dr Andrej Godec and Jordan Kocjančič, members of the Supervisory Board between 15<sup>th</sup> July and 7<sup>th</sup> October 2013;
- Dr. Alenka Žnidaršič Kranjc, Dr. Elen Twrdy, Rado Antolovič, Andrej Šercer and Žiga Škerjanc, who have been members of the Supervisory Board since 8<sup>th</sup> October 2013;
- Sabina Mozetič, Nebojša Topič, Mladen Jovičič and Stojan Čepar.

Participating shares with voting rights	10,592,987
Votes <b>FOR</b> proposed resolution	10,584,860
Votes <b>AGAINST</b> proposed resolution	8,127
<b>ABSTAINED</b>	0

10,584,860 shares, i.e. 99.923% of votes cast, voted in favour of the proposed resolution.  
The resolution was accordingly adopted in its proposed form.

## 5. Appointment of external auditor for fiscal 2014

### Proposal of a Resolution:

The auditors *KPMG Slovenija, podjetje za revidiranje d.o.o.* shall be appointed as external auditor for fiscal 2014.

Participating shares with voting rights	10,592,987
Votes <b>FOR</b> proposed resolution	10,126,045
Votes <b>AGAINST</b> proposed resolution	0
<b>ABSTAINED</b>	466,942

10,126,045 shares, i.e. 100% of votes cast, voted in favour of the proposed resolution.  
The resolution was accordingly adopted in its proposed form.

## 6. Determination of remuneration and attendance fees for Supervisory Board and Supervisory Board Commission members for the following twelve (12) months

### Proposal of a Resolution:

On the basis of the provisions of Article 25 of the Luka Koper d.d. Statute, the General Assembly shall adopt a resolution on the determination of remuneration and attendance fees for members of the Supervisory Board as well as members of Supervisory Board Commissions for the following twelve months as follows:

- Each Supervisory Board member shall receive € 275 (gross) as an attendance fee for their participation at a Supervisory Board meeting.
- For their participation at a Supervisory Board Commission meeting, a Supervisory Board Commission member shall receive an attendance fee in the amount of 80% of the attendance fee for participation at a Supervisory Board meeting.
- The attendance fee for a correspondence meeting shall amount to 80% of the regular attendance fee.
- Notwithstanding the aforementioned, i.e. regardless of the number of meetings attended in a fiscal year, a Supervisory Board member shall be entitled to the remuneration of attendance fees - from either Supervisory Board or Supervisory Board's Commission meetings - to an aggregate maximum amount of 50% of their basic remuneration for performing their function as a Supervisory Board member.
- In addition to attendance fees, Supervisory Board members shall receive basic remuneration for performing their function as a member of the Supervisory Board in an annual amount of € 11,000 gross per individual member.
- The Chairman of the Supervisory Board shall also be entitled to a 50% supplement to their basic remuneration for their Supervisory Board member function, whilst the Deputy Chairman of the Supervisory Board shall be entitled to a 10% supplement to their basic remuneration for their Supervisory Board member function.
- The Chairman of a Supervisory Board Commission shall also be entitled to a 50% supplement to their basic remuneration for the performance of a Supervisory Board Commission member function.
- Supervisory Board Commission members shall be entitled to a 25% supplement on top of their basic remuneration for the performance of their Supervisory Board function.
- External members of Supervisory Board Commissions - i.e. those who are not simultaneously members of the Supervisory Board - shall be entitled to remuneration in the amount 25% of gross remuneration that each Supervisory Board member shall be entitled for the performance of their function.
- For the period in which they perform their respective functions, Supervisory Board and Supervisory Board Commission members shall receive their basic remuneration and supplements in proportional monthly instalments.
- Each monthly payment shall amount to one twelfth of the annual amounts defined above. In the event that a Board member performs their function for less than a month, they shall be entitled to proportional payment according to the number of days worked.
- Notwithstanding the above, an individual Supervisory Board Commission member - i.e. regardless as to the number of commissions they are members of, or chair - shall only be entitled to supplementary payments up to a total amount equal to 50% of their basic remuneration as a Supervisory Board member.
- The restriction as to the total amount of attendance fee or supplement payments to Supervisory Board members shall in no way whatsoever affect the obligation to attend meetings of either the Supervisory Board or the Commission of which they are a member; such shall remain their legally prescribed responsibility.
- Compliant with the company's Statute, the Supervisory Board and Supervisory Board Commission members, including external members of Supervisory Board commissions, are entitled to the reimbursement of travel and other expenses for their arrival and participation at meetings.

Participating shares with voting rights	10,592,987
Votes <b>FOR</b> proposed resolution	10,496,826
Votes <b>AGAINST</b> proposed resolution	96,161
<b>ABSTAINED</b>	0

10,496,826 shares, i.e. 99.092% of votes cast, voted in favour of the proposed resolution. The resolution was accordingly adopted in its proposed form.

## 7. Amendment of the company's Statute

### Proposal of a Resolution:

The provision of Article 19 of the company's Statute shall be amended so that the second paragraph of Article 19 which reads: "*A Supervisory Board resolution shall be valid if the majority of members attending has voted in favour of that resolution*" shall be deleted and replaced with the following text: "*A Supervisory Board resolution shall be valid if adopted by the majority of Supervisory Board members as required by the Law.*"

The provisions of the second paragraph of Article 45 of the company's Statute shall be amended so that the text reading "*and in the daily newspaper Delo*" shall be deleted. The new text of the second paragraph of Article 45 will read as follows: "*The convocation of the General Meeting, the Agenda and proposals as to Resolutions shall be published on the publicly accessible websites of the Company and the AJPES agency, in compliance with the obligation to publish the call in accordance with the financial instruments market regulations.*"

Taking into consideration these amendments to the company Statute, its revised consolidated text shall be republished.

Participating shares with voting rights	10,592,987
Votes <b>FOR</b> proposed resolution	10,592,987
Votes <b>AGAINST</b> proposed resolution	0
<b>ABSTAINED</b>	0

10,592,987 shares, i.e. 100% of votes cast, voted in favour of the proposed resolution.

The resolution was accordingly adopted in its proposed form.

No actions for annulment were anticipated at the General Assembly.

Koper, Slovenia, 8<sup>th</sup> July 2014