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

Pursuant to the provision of Article 10, paragraph 1 of the Statute of the company LUKA KOPER,  
the Management Board hereby convenes

**31<sup>st</sup> General Meeting of Shareholders of LUKA KOPER, d.d.,**

**to be held on Friday, 28 June 2019 at 13.00 CET (1 PM) in the conference room  
at the Chamber of Commerce of Primorska, Ferrarska ulica 2, Koper, Slovenia**

**Agenda:**

**1. Election of the General Meeting of Shareholders' working bodies**

The proposed resolution:

Mr. Gorazd Podbevšek is appointed Chairman of the General Meeting of Shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed Vote Counter. The General Meeting of Shareholders is attended by the notary public Ms. Nina Ferligoj from Koper.

**2. Appropriation of accumulated profit and granting of discharge to the Management Board and Supervisory Board**

2.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2018 to 29,252,442.43 euros is allocated as follows:

- a portion of accumulated profit in the amount of 18,620,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.33 euros per ordinary share,
- the remaining portion of accumulated profit totalling 10,632,442.43 euros remains undistributed.

The Company shall pay out dividends on 30 August 2019 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register as of the end of 29 August 2019.

2.2. The proposed resolution on granting of discharge to the Management Board:

The General Meeting of Shareholders discharges the Management Board of responsibility for 2018.

2.3. The proposed resolution on granting of discharge to the Supervisory Board:

The General Meeting of Shareholders discharges the Supervisory Board of responsibility for 2018.

**3. Changes and amendments to the company's Statute**

3. Resolution proposal:

The General Meeting of Shareholders adopts the following changes and amendments to the company's Statute:

The following new wording shall be added to Article 4, paragraph 1:

- C 33.120 Repair of machinery
- C 33.150 Repair and maintenance of ships and boats
- C 33.170 Repair and maintenance of other transport equipment
- E 37.000 Sewerage
- F 42.110 Construction of roads and motorways
- F 42.120 Construction of railways and underground railways
- F 42.130 Construction of bridges and tunnels

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- F 42.990 Construction of other civil engineering projects n.e.c.
  - F 43.220 Plumbing, heat and air-conditioning installation
  - H 49.200 Freight rail transport
  - J 62.020 Computer consultancy activities
  - J 62.090 Other information technology and computer service activities
  - M 69.103 Other legal activities
  - N 77.310 Renting and leasing of agricultural machinery and equipment
  - N 77.320 Renting and leasing of construction and civil engineering machinery and equipment
  - N 81.100 Combined facilities support activities

The provision of Article 16, paragraph 4 of the company's Statute shall be replaced with the following wording: "The Workers' Council shall inform the General Meeting about the election and recalling of workers' representatives who are members of the Supervisory Board or its committees."

The provision of Article 18, paragraph 2 of the company's Statute shall be replaced with the following wording: "The members of the Supervisory Board representing labour may be recalled before expiry of their term by the Workers' Council which shall inform the company's General Meeting thereof."

The provision of Article 20, paragraph 1, point 18 shall be replaced with the following wording:

- acquisition or disposal of companies or parts of companies where the amount of transactions should exceed EUR 400,000.00 (four hundred thousand euros);
- acquisition, alienation or encumbrance of shareholdings in companies where the amount of transactions should exceed EUR 400,000.00 (four hundred thousand euros);
- formation or closing down of companies, branches, plants or material corporate parts of the Company;
- acquisition, disposal and encumbrance of real estate where the amount of transactions should exceed EUR 400,000.00 (four hundred thousand euros);
- disposals and purchases of fixed assets not included in the business plan where the amount of an individual transaction or the total amount of several related transactions of the same kind should exceed EUR 400,000.00 (four hundred thousand euros);
- purchase of fixed assets up to the amount of EUR 1,000,000.00 (one million euros) if an individual investment changes so that it exceeds the value planned in the annual business plan by more than 20 (twenty) percent and the cumulative amount of such excesses within the current year exceeds EUR 400,000.00 (four hundred thousand euros);
- purchase of fixed assets in excess of EUR 1,000,000.00 (one million euros) if an individual investment changes so that it exceeds the value planned in the annual business plan by more than EUR 400,000.00 (four hundred thousand euros) and the cumulative amount of such excesses within the current year exceeds 2 (two) percent of the planned investments in fixed assets;
- disposal of fixed assets up to the amount of EUR 1,000,000.00 (one million euros) if the value of a single disposal changes so that it is below the value planned in the annual business plan by more than 20 (twenty) percent and the cumulative amount of such shortcomings within the current year exceeds EUR 400,000.00 (four hundred thousand euros);
- change in value on disposal of fixed assets in excess of EUR 1,000,000.00 (one million euros) if the value of a single disposal changes so that it is below the value planned in the annual business plan by more than EUR 400,000.00 (four hundred thousand euros) and the cumulative amount of such shortcomings within the current year exceeds 2 (two) percent of the planned disposals of fixed assets;
- approval of loans and credits if the principal amount exceeds EUR 1,000,000.00 (one million euros);
- raising loans and credits if the amount thereof exceeds EUR 5,000,000.00 (five million euros);
- granting collateral, warranties and guarantees in excess of EUR 1,000,000.00 (one million euros);
- acquisition, disposal and encumbrance of securities and shareholdings in commercial companies where the transaction amount should exceed EUR 1,000,000.00 (one million euros) or if the aggregate transactions amount for an individual type of security should exceed EUR 1,000,000.00 (one million euros) in an individual financial year,".

The provision of Article 30, paragraph 2 of the Statute shall be deleted.

The provision of Article 31, paragraph 1 of the Statute shall be replaced with the following wording: "The Rules of Procedure adopted by the Management Board Members, define the work methods and decision-making process of the Management Board, as well as the particular scope of competence of individual Management Board Members. The members of the Management Board shall adopt decisions by majority of the votes cast; in the event of a tie, the President of the Management Board shall have the deciding vote. The Supervisory Board shall become acquainted with the adopted Rules of Procedure."

The provision of Article 34, paragraphs 2 and 3, shall be deleted.

The provision of Article 43 of the Statute shall be replaced with the following wording: "The General Meeting shall decide on the use of accumulated (distributable net profit)."

A consolidated version of the Statute shall be prepared by taking into account these changes and amendments.

The proposers of all resolutions stated in this notice of convening the General Meeting of Shareholders are the company's Management Board and Supervisory Board.

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### **Materials for the General Meeting of Shareholders**

Materials for the General Meeting of Shareholders including the Annual Report for 2018 and the proposals of resolution with explanations concerning each item placed on the Agenda shall be available to shareholders every day between 9 AM and 12 AM at the Company's Secretariat at Vojkovo nabrežje 38, Koper, Slovenia, from the day the notice of convening of the General Meeting of Shareholders is published up until and including the day it is held. The materials are also available online, on the Company's website [www.luka-kp.si](http://www.luka-kp.si), in the electronic information system of the Ljubljana Stock Exchange <http://seonet.ljse.si> and on the AJPES website [www.ajpes.si](http://www.ajpes.si) .

### **Placing of Additional Items on the Agenda**

Shareholders whose total interest accounts for one-twentieth of the subscribed 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. The Management Board will publish those additional Agenda items whose publishing has been requested within 7 (seven) days at the latest following the publication of this notice of convening the General Meeting of Shareholders. The shareholders may 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 [uprava@luka-kp.si](mailto:uprava@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 the 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 [uprava@luka-kp.si](mailto:uprava@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](http://www.luka-kp.si) .

### **Participation at the General Meeting of Shareholders and Voting Right**

Only those shareholders who have registered for the General Meeting of Shareholders and whose registration has been received by the Management Board at least by the end of the fourth day prior to the meeting and who are entered as holders of the shares in the Central Book-Entry Securities Register maintained by the Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. – KDD) as of the end of the fourth day prior to the meeting are entitled to participate and exercise their voting rights at the General Meeting of Shareholders.

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: [uprava@luka-kp.si](mailto:uprava@luka-kp.si) .

Any shareholder's representative (i.e. proxy) can participate and vote at the General Meeting of Shareholders on the basis of a written authorization which has to be granted to him/her by the shareholder. The authorization has to be produced not later than on the day of the General Meeting of Shareholders, prior to its commencement. The authorization shall be kept by the Company.

The registration form and the authorization form are available online at the Company's website [uprava@luka-kp.si](mailto:uprava@luka-kp.si) .

### **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 28 June 2019 at 14.00 CET (2 PM) 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, Article 11 of the Statute of the company Luka Koper, d.d.).

### **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 shall be open one hour prior to the commencement of the meeting.

Dimitrij Zadel  
President of the Management Board

Irma Gubanec, MSc.  
Member of the Management Board

Uroš Ilić, MSc.  
President of the Supervisory Board