

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

Pursuant to paragraph 1, Article 11 of the Articles of Association of LUKA KOPER, d.d., and on the basis of the provisions of Article 296, Article 298 and Article 300 of the Companies Act (ZGD-1), the Management Board hereby publishes the consolidated text of the notice of convening the 28th General Meeting of Shareholders of the company LUKA KOPER, d.d. that was published on 24 May 2017 on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES) under publication no. 3350650 and subsequently expanded to include the proposal of the shareholder Društvo Mali delničarji Slovenije submitted on 2 June 2017 under publication no. 3363958, and the request to expand the agenda as submitted by the shareholder Slovenski državni holding, d.d. on 31 May 2017.

28th General Meeting of Shareholders of LUKA KOPER, d.d.,

**to be held on Friday, 30 June 2017 at 13.00 CET (1 PM) in the Visitors Centre Hall
at Škocjanski zatok Nature Reserve, Sermin 50, Koper, Slovenia**

Agenda:

1. Opening of the General Meeting of Shareholders and statement of quorum;

The proposed resolution:

It is stated that there is the quorum required at the General Meeting of Shareholders.

2. Election of the General Meeting of Shareholders' working bodies;

The proposed resolution:

Mr. Stojan Zdolšek, attorney-at-law from Ljubljana 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. Nana Povšič Ružič.

3. Presentation of the Annual Report of LUKA KOPER, d.d. and the LUKA KOPER GROUP for 2016 with Auditor's Opinion and the Report of the Supervisory Board on the examination of Annual Report of LUKA KOPER, d.d. and the LUKA KOPER GROUP for 2016;

The proposed resolution:

The General Meeting of Shareholders is acquainted with the adopted Annual Report of LUKA KOPER, d.d. and the LUKA KOPER GROUP for 2016 together with the Auditor's Opinion and the Report of the Supervisory Board on the examination of the Annual Report of LUKA KOPER, d.d. and the LUKA KOPER GROUP for 2016.

The General Meeting of Shareholders is presented with the remuneration of the Supervisory Board members and Management Board members as stated on pages from 240 to 244 of the Annual Report.

4. Proposed appropriation of distributable profit for the financial year 2016 and granting of discharge to the Management Board and Supervisory Board for the financial year 2016;

The proposed resolutions:

4.1. The General Meeting of Shareholders is informed that the distributable profit for the financial year 2016 amounts to 20,321,602.99 euros.

The General Meeting of Shareholders adopts the following proposal regarding the allocation of distributable profit amounting on 31 December 2016 to 20,321,602.99 euros:

- a portion of distributable profit in the amount of 13,440,000.00 euros shall be allocated for the paying out of dividends in the gross amount of 0.96 euros per ordinary share,
- the remaining portion of distributable profit totalling 6,881,602.99 euros shall remain undistributed.

The Company shall pay out dividends on 31 August 2017 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register as of the end of 30 August 2017.

- 4.2. The General Meeting of Shareholders shall grant a discharge to the Management Board for 2016.
- 4.3. The General Meeting of Shareholders shall grant a discharge for 2016 to the Supervisory Board composed of:
- Dr. Alenka Žnidaršič Kranjc, Dr. Elen Twrdy, Capt. Rado Antolovič, MBA, Andrej Šercer, MSc., Žiga Škerjanec, Sabina Mozetič and Mladen Jovičič;
 - Nebojša Topič, MSc., from 1 January 2016 to 27 July 2016;
 - Marko Grabljevec since 18 January 2016;
 - Rok Parovel since 12 September 2016.

Resolution proposal under item 4 of the agenda filed by the shareholder Društvo Mali delničarji Slovenije pursuant to the provision of Article 300 of the Companies Act (ZGD-1):

The proposed resolution:

The General Meeting of Shareholders is informed that the distributable profit for the financial year 2016 amounts to 20,321,602.99 euros.

The General Meeting of Shareholders adopts the following proposal regarding the allocation of distributable profit amounting on 31 December 2016 to 20,321,602.99 euros:

- a portion of distributable profit in the amount of 19,600,000.00 euros shall be allocated for the paying out of dividends in the gross amount of 1.40 euros per ordinary share;
- the remaining portion of distributable profit totalling 721,602.99 euros shall remain undistributed.

The Company shall pay out dividends on 31 August 2017 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register (KDD) as of the end of 30 August 2017.

5. Appointment of the Auditor for the financial years 2017, 2018 and 2019;

The proposed resolution:

The auditing company KPMG Slovenija, podjetje za revidiranje, d.o.o. shall be appointed Company's auditor for the financial years 2017, 2018 and 2019.

6. Information on the resolutions of the Workers' Council on the appointment of employee representatives in the Supervisory Board

The proposed resolutions:

6.1. The General Meeting of Shareholders is informed on the resolution of the Company's Workers' Council as of 12 September 2016 stating that the Workers' Council appointed Rok Parovel as the employee representative in the Supervisory Board for a 4-year term of office, commencing on 12 September 2016.

6.2. The General Meeting of Shareholders is informed on the resolution of the Company's Workers' Council as of 13 March 2017 stating that the Workers' Council appointed Mladen Jovičič as the

employee representative in the Supervisory Board for a 4-year term of office, commencing on 8 April 2017.

7. Discharge and appointment of supervisory board members

The proposed resolution 7.1.:

As of 30 June 2017, the following members of the supervisory board shall be discharged: Alenka Žnidaršič Kranjc, Ph.D., Elen Tvrđy, Ph.D., Andrej Šercer, MSc., Žiga Škerjanec, Rado Antolovič.

The proposed resolution 7.2.:

As first member of the supervisory board shall be appointed **Rado Antolovič** who shall perform his function for a 4-year term of office commencing one day after the expiration of the term of office of the existing members of the supervisory board – representatives of shareholders.

The proposed resolution 7.3:

As second member of the supervisory board shall be appointed **Andrej Šercer, MSc.**, who shall perform his function for a 4-year term of office commencing one day after the expiration of the term of office of the existing members of the supervisory board – representatives of shareholders.

The proposed resolution 7.4:

As third member of the supervisory board shall be appointed **Žiga Škerjanec** who shall perform his function for a 4-year term of office commencing one day after the expiration of the term of office of the existing members of the supervisory board – representatives of shareholders.

The proposed resolution 7.5:

As fourth member of the supervisory board shall be appointed **Milan Jelenc, MSc.**, who shall perform his function for a 4-year term of office commencing one day after the expiration of the term of office of the existing members of the supervisory board – representatives of shareholders.

The proposed resolution 7.6:

As fifth member of the supervisory board shall be appointed **Barbara Nose** who shall perform her function for a 4-year term of office commencing one day after the expiration of the term of office of the existing members of the supervisory board – representatives of shareholders.

8. Appointment of the Company's Supervisory Board members

The Supervisory Board hereby proposes to the General Meeting of Shareholders to appoint in the supervisory board of the company LUKA KOPER, d.d. a maximum of five members from among the candidates to be proposed by the Company's shareholders after the publication of this notice of convening the General Meeting of Shareholders, who shall be appointed for a 4-year term of office, commencing on 7 October 2017.

9. Appointment of special auditor to verify the management of individual operations by the company

The proposed resolution:

"The General Meeting of Shareholders shall appoint the audit company Ernst & Young, d.o.o., Dunajska cesta 111, 1000 Ljubljana as special auditor in charge of verifying management of individual operations of the company Luka Koper, d.d. The special auditor shall examine the management of individual operations executed with the providers of port services in the last three years as of the day of adoption of the present resolution, more precisely:

- **procedures or processes of contracts conclusion and procurement of specific services.**

The objective shall be to concretely verify the compliance of procurement processes with the applicable legislation in the sphere of public procurement and to present the entire procurement system of these services: all stages of decision making, the approach applied to select the providers of port services, individuals responsible for their selection, determining of the price of services, supervision over performance of services, supervision system to determine the real performers of work and the system for evaluating their professional qualifications. In addition, the verification shall focus on business operations of Luka Koper, d.d. with five individual performers of port services, selected based on the level of their turnover registered with Luka Koper and their dependence on Luka Koper by taking into consideration the share of revenues generated with Luka Koper in their total revenues.

While verifying the management of individual operations, the special auditor shall assess the management of operations from the perspective of a diligent master, with special incentive on the adequacy of internal controls, transparency of procedures and impact of such operations on company's performance from the perspective of risk exposure, especially the assessment of corruption risk exposure.

Pursuant to the provision of Article 320 of the Companies Act, the special auditor shall draw up a written report on the special audit findings and express its position in relation to all operations stated in the resolution of the general meeting of shareholders."

Materials for the General Meeting of Shareholders

Materials for the General Meeting of Shareholders including the Annual Report for 2016, the resolutions of the Workers' Council, the proposals of resolution with explanations concerning each item placed on the Agenda, the resolution proposal of the shareholder Društvo Mali delničarji Slovenije and the request of the shareholder Slovenski državni holding, d.d. to expand 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, in the electronic information system of the Ljubljana Stock Exchange <http://seonet.ljse.si> and on the AJPES website 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.

Shareholders' Proposals

Pursuant to paragraph 1, Article 300 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.

In line with Article 301 of the Companies Act (ZGD-1), the shareholder is not obliged to state the grounds when submitting electoral proposals.

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 .

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

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, i.e. by 26 June 2017 inclusive, 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, i.e. by 26 June 2017 inclusive, 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 .

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 .

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 30 June 2017 at 14.00 CET (2 PM) in the same hall. 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 Articles of Association of the company Luka Koper, d.d.).

Additional Notification

Shareholders and their proxies are kindly requested to come to the hall 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 hall shall be open one hour prior to the commencement of the meeting.

Alenka Žnidaršič Kranjc, PhD.
President of the Supervisory Board

Dragomir Matić
President of the Management Board

Irena Vincek
Member of the Management Board,
Responsible for Finance and Accounting