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

Pursuant to first paragraph of Article 10 of the Articles of Association of LUKA KOPER, d.d. and based on provisions of Articles 296, 298 and 300 of the Companies Act (ZGD-1), the Management Board hereby announces the consolidated text of the agenda of the 30<sup>th</sup> General Meeting of Shareholders of the company LUKA KOPER, d.d. as published on 28 May 2018 on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES) under publication no. 3870154.

### **30<sup>th</sup> General Meeting of Shareholders of LUKA KOPER, d.d.,**

**to be held on Friday, 29 June 2018 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 Mr. Dravo 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 2017 to 17,261,910.95 euros is allocated as follows:

- a portion of accumulated profit in the amount of 14,700,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.05 euros per ordinary share,
- the remaining portion of accumulated profit totalling 2,561,910.95 euros remains undistributed.

The Company shall pay out dividends on 31 August 2018 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register as of the end of 30 August 2018.

##### **Resolution proposal under item 2.1 of the agenda filed by the shareholder Slovenian Sovereign Holding (Slovenski državni holding, d.d.) in line with Article 300 of the Companies Act (ZGD-1):**

##### "2.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2017 to 17,261,910.95 euros is allocated as follows:

- a portion of accumulated profit in the amount of 17,220,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.23 euros per ordinary share,
- the remaining portion of accumulated profit totalling 41,910.95 euros remains undistributed.

The Company shall pay out dividends on 31 August 2018 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register as of the end of 30 August 2018."

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**Resolution proposal under item 2.1 of the agenda filed by the shareholder Small Shareholders' Association of Slovenia (Društvo Mali delničarji Slovenije) in line with Article 300 of the Companies Act (ZGD-1):**

"2.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2017 to 17,261,910.95 euros is allocated as follows:

- a portion of accumulated profit in the amount of 17,220,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.23 euros per ordinary share,
- the remaining portion of accumulated profit totalling 41,910.95 euros remains undistributed.

The Company shall pay out dividends on 31 August 2018 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register as of the end of 30 August 2018."

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 2017.

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 2017.

**3. Report on legal proceedings against former members of the management board and supervisory board**

Resolution proposal (filed by the Slovenian Sovereign Holding (Slovenski državni holding, d.d.):

The General Meeting of Shareholders is acquainted with the written Report on legal proceedings against former members of 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 2017 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 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](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 29 June 2018 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 Articles of Association 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  
Member of the Management Board