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LUKA KOPER, pristaniški in logistični sistem, d.d.  
Vojkovo nabrežje 38, 6000 Koper

In accordance with Article 10 par. 1 of the Statute of the Company Luka Koper, d. d., the Management Board convenes the

**33<sup>rd</sup> General Meeting of LUKA KOPER, d.d.,**

**to be held on 26 Aug. 2020 at 10.00 A.M.  
in the St. Francis of Assisi Ceremonial Hall,  
Martinčev trg, 6000 Koper**

**Agenda:**

**1. Opening and election of GM bodies**

Resolution Proposal:

Matjaž Dodič, Supervisory Board Secretary be elected Chairman of the General Meeting, and IXTLAN Forum, d.o.o., Ljubljana the teller of votes. The Notary Nina Ferligoj, of Koper, is attending the General Meeting.

**2. Presentation of the Annual Report for the financial year 2019 incl. Auditor's Opinion and the Supervisory Board's Report on reviewing the 2019 Annual Report; Information on the emoluments of the members of governing and controlling bodies of the Company and of the members of governing bodies of subsidiaries; Informing on the Principles underlying for Determination of the Emoluments of members of the governing bodies, and on the Principles underlying for determination of the emoluments of members of the governing bodies of subsidiaries**

The shareholders get informed on the Annual Report for the Financial Year 2019 and on the (written) Supervisory Board's Report attesting the Annual Report 2019.

In addition, the General Meeting take note of the emoluments of the members of governing and controlling bodies of the Company, and of the emoluments of the members of the Directors of the three largest subsidiaries in the reporting year, in the volume presented and integrated in the Minutes of the General Meeting.

The shareholders are further informed on the Policy on Emoluments of the Management Board of Luka Koper, d.d. and of Directors of subsidiaries.

**3. Appropriation of the Accumulated Profit, and Note of Discharge to the governing and controlling bodies**

3.1 Resolution Proposal on the appropriation of accumulated profit:

As at 31. 12. 2019, the accumulated profit amounts to EUR 30,013,663.97 and shall be used as follows:

- a portion thereof, EUR 12,880,000.00 shall be allocated to dividend payout in gross amount EUR 0.92 per ordinary share,
- the balance of the accumulated profit EUR 17,133,663.97 shall remain undistributed.

The dividend shall be paid out on 25.09.2020 to the shareholders who will be registered in the Central Register of Dematerialized Securities with the KDD as at 24.09.2020.

### 3.2. Resolution Proposal on awarding the note of discharge to Management Board:

The General Meeting grants the note of discharge to the Management Board for the financial year 2019.

### 3.3. Resolution Proposal on awarding the note of discharge to Supervisory Board:

The General Meeting grants the note of discharge for the financial year 2019 to the Supervisory Board.

## **4. Appointing the auditors for the financial years 2020, 2021, 2022**

### Resolution Proposal:

The audit firm BDO Revizija d.o.o. shall be appointed to audit the financial Statements of the Luka Koper Group and of the Company Luka Koper, d. d. for the financial years 2020, 2021 and 2022.

## **5. Temporary reduction of emoluments to members of the Supervisory Board owing to critical situationi**

### Resolution Proposal:

The emoluments of the Supervisory Board members determined by the General Meeting on 28.12.2017 shall be temporarily reduced by 30 percent in the term from 1 March to 31 May 2020, when the Government of the Republic of Slovenia revoked the COVID-19 epidemic in the territory of the Republic of Slovenia; exempt from the reduction is the refund of actual costs.

## **6. Amendments to the Statute of the Company**

### Resolution Proposal:

The General Meeting adopts the following amendments to the Company Statute:

Article 2 of the Statute shall be amended to read:

*»The Company is a corporation (joint-stock company) that pursues a gainful activity. The underlying goal of the Company is to maximise the value of the Company in the long run, sustainably.*

*In addition to the primary goal referred to in paragraph 1 above, the Company shall implement the strategic development goals reflected in the concern for maintaining and developing the port infrastructure in the freight port of Koper, for a smooth operation and development of business in the port, and observing the orderly corporate governance principles.*

*The Company also pursues further goals that shall be individually described and substantiated in a proposal of the Management Board and submitted to the General Meeting for approval or adoption, by way of amending the Statute or by a resolution to be adopted by a three-quarter majority of the share capital.*

***Should the goals of the Company be controversial or mismatched, the relations among such goals shall be determined by the General Meeting, or laid down in the corporate governance policy."***

Article 10 of the Company Statute shall be followed by a new Article 10 a, which reads:

*»The convener of the General Meeting referred to in the preceding Article of the Statute may lay down in the convocation letter that the shareholders take part in the General Meeting and vote by electronic devices, without being physically present at the meeting (electronic – e-GM).*

*The following rules shall be observed in the implementation of an electronic e-GM:*

- a technical solution must guarantee the full transmission of image and sound of the General Meeting in real time,*

*The Company must put in place the necessary terms and modality to establish the identity of shareholders or their proxies, and to ensure a safe electronic communication in such a way that no unproportional demands could adversely affect the attendance and activity of shareholders,*

*The technical solution must enable to shareholders, in real time, to vote on the proposals on the agenda, put questions, take part in a discussion, file a counter-proposition, file a Statement announcing to challenge the resolutions, an other activities,*

*The eligible technical solution must guarantee safe electronic communication and record-keeping of the recordings,*

- The modality of evaluation of the content/ substance of votes must be indicated in the Minutes of the General Meeting.*

*The Company's Management Board is authorised, subject to consent of the Supervisory Board, to lay down detailed procedural rules for the attendance at the General Meeting and for voting at an electronic GM ('e-GM'), as well as determine other aspects of conducting an e-GM, and to publish such rules on the Company website. The Convener of the GM from Art. 10 of the Statute shall publish detailed procedural rules for the attendance at an electronic GM, as well as other aspects of conducting an e-GM in accordance with the rules published on the Company website and quoted in the convocation letter."*

Considering the a.m. changes or amendments to the Statute, a consolidated text thereof shall be prepared.

## **7. Information on the Works Council decision on election of a employee representative to Supervisory Board**

The General Meeting takes note of the decision of the Works Council of Luka Koper, d.d. dated 8 Jan. 2020, informing that the Works Council elected Mr Mehrudin Vukovič as the Representative of employees on the Supervisory Board for the four-year term commencing with 19. 1. 2020.

The bodies proposing the resolutions herein are the Management Board and the Supervisory Board of the Company.

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## **Materials for the General Meeting**

The *materials* for the General Meeting incl. Annual Report 2019, the 'Emoluments of the members of governing and controlling bodies of the Company, and of the members of the Directors of the three largest subsidiaries', the 'Policy on emoluments of the Management Board of Luka Koper, d.d. and of Directors of subsidiaries', the Company Statute, the Works Council Decision, and the 'Substantiated

Resolution Proposals for all agenda items' are available to the shareholders for inspection at the Management Board secretary's office at the seat of the Company: Vojkovo nabrežje 38, Koper, every work day between 09 and 12 a.m., from the date of publication of the General Meeting convocation until the GM session date, and also published on the Company website [www.luka-kp.si](http://www.luka-kp.si), on the electronic system of the Stock Exchange at <http://seonet.ljse.si> and on the AJPES website at [www.ajpes.si](http://www.ajpes.si).

### **Amendment to the Agenda**

After the publication of the General Meeting convocation, shareholders holding 1/20 (5%) of the share capital may request an additional item to be added to the agenda. The request shall contain the proposal of resolution to be put to vote to the General Meeting, or in case no resolution needs to be adopted on the particular agenda item, the substantiation of such agenda item. It is sufficient that a request to amend the agenda be submitted no later than seven days after the publication of the call for the General Meeting. The request to amend the agenda may also be submitted to: Luka Koper d. d., Vojkovo nabrežje 38, 6000 Koper, or emailed to [uprava@luka-kp.si](mailto:uprava@luka-kp.si).

### **Proposals by Shareholders**

Shareholders may file in writing their resolution proposals to each agenda item, in accordance with Article 300 (par. I) and 301 of the Companies Act /ZGD-1. The Management Board will publish the shareholders' proposals that satisfy the criteria below in the same way as this convocation of the General Meeting:

- proposals received by the Company in seven days after this call for the General Meeting is published,
- reasonably substantiated proposals,
- Proposals for which the proposing shareholder expresses its intention to object to the proposal of the Management Board or of the Supervisory Board, and to get other shareholders vote for his/her/its new proposal.

Shareholders may submit their counter-proposals of resolutions, and their election proposals to Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper, or email to [uprava@luka-kp.si](mailto:uprava@luka-kp.si).

### **Right to be informed**

Shareholders exercise their right to be informed in accordance with Art. 305 (I) ZGD-1 in the General Meeting. Exhaustive information on the rights of shareholders under Art. 298 (par. I) ZGD-1, Art. 300 (I), 301 and 305 ZGD-1 is available on the Company's website [www.luka-kp.si](http://www.luka-kp.si).

### **Participation and voting right in the General Meeting**

Eligible to attend and vote in the General Meeting are the shareholders who are registered as holders of shares in the Central Register of Dematerialised securities (KDD - Centralna klirinško depotna družba, d.d.) at the end of the fourth day before the session of the General Meeting, and who have registered with the Management Board of the Company to attend the General Meeting by the end of the fourth day before the General Meeting session (cut-off date).

In the registration, a shareholder – natural person must indicate the date of birth and address, or another personal data by which a person is clearly identified as shareholder; a shareholder who is a legal entity shall indicate its registration number and address. Registrations are to be submitted to: Luka Koper, d.d., Vojkovo nabrežje 38, 6000 Koper or emailed to: [uprava@luka-kp.si](mailto:uprava@luka-kp.si).

Any proxy authorised by the shareholder may attend the General Meeting and exercise their resp. voting rights on the basis of the Power of Attorney (in writing) that has to be deposited at the Company's head-office on the GM session date at the latest. The Power of Attorney shall be kept by the Company.

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A model registration form and Power of Attorney are available on the Company website [www.luka-kp.si](http://www.luka-kp.si).

### **Quorum of the General Meeting**

Where the General Meeting is not in quorum at the time/ hour set herein due to absence of shareholders with no less than 30% of voting rights, the General Meeting shall be held on the same day, i.e. 26 August 2020 at 11.00 hrs at the same venue. Then, the General Meeting shall decide validly regardless of the capital represented (Art. 11 par. III of the Statute of Luka Koper, d.d.).

### **Additional notice**

Shareholders and their proxies are kindly requested to appear to the venue (conference room) of the General Meeting at least 30 minutes before the General Meeting is scheduled to commence, to receive the voting devices. The Hall of the venue will be opened one hour before the General Meeting is to be held.

Dimitrij Zadel  
Management Board President

Irma Gubanec  
Member of the Management Board

Uroš Ilić  
President of the Supervisory Board