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

Pursuant to first paragraph of Article 11 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 35th General Meeting of Shareholders of the company LUKA KOPER, d.d. as published on 3 May 2022 on the website of the Agency of the Republic of Slovenia for Public Legal Records and Related Services (AJPES) under publication no. 5428877.

35th General Meeting of Shareholders of LUKA KOPER, d.d.,

**which will be held on Monday, 6 June 2022, at 11 a.m. (11:00 CET)
in Koper (Slovenia), in the St. Francis of Assisi Ceremonial and Entertainment Hall,
Martinčev trg.**

Agenda:

1. Opening of the general meeting of shareholders and election of the 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.

2. Presentation of the annual report for 2021 with auditor's opinion and the report of the supervisory board on the results of the 2021 annual report examination, information on the remuneration of the members of the company's management and supervisory bodies in 2021;

The general meeting of shareholders is notified of the company's annual report for the business year 2021 and with the written report of the supervisory board concerning the approval of the 2021 annual report.

Resolution proposal:

The general meeting of shareholders approves the report on the remuneration of the members of the company's management and supervisory bodies in 2021.

3. Appropriation of accumulated profit of the financial year 2021 and granting of discharge to the management and supervisory bodies;

3.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2021 to 29,592,319.96 euros is allocated as follows: the amount of 9,940,000.00 euros is allocated for the paying out of dividends in the gross amount of 0.71 euro per ordinary share; the amount of 14,632,154.91 euros is allocated for other reserves from profit; the remaining portion of accumulated profit totalling 5,020,165.05 euros remains undistributed. The Company shall pay out dividends on 31 August 2022 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as of the end of 30 August 2022.

3.2. The proposed resolution on granting of discharge to the management board:

The general meeting of shareholders grants discharge to the management board for the financial year 2021.

3.3. The proposed resolution on granting of discharge to the supervisory board:

The general meeting of shareholders grants discharge to the supervisory board for the financial year 2021.

Counter-proposals to the items 3.1., 3.2. and 3.3. of the agenda submitted by the shareholder Slovenski državni holding, d.d. in line with the provisions of Article 300 of the Companies Act (ZGD-1):

“Counter-proposal to the item 3.1. The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2021 to 29,592,319.96 euros is allocated as follows:

- a) A portion of accumulated profit in the amount of 15,960,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.14 euros per ordinary share;
- b) The remaining portion of accumulated profit in the amount of 13,632,319.96 remains undistributed.

The Company shall pay out dividends on 31 August 2022 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as of the end of 30 August 2022.

Counter-proposal to the item 3.2. The proposed resolution on granting of discharge to the management board:

The general meeting of shareholders grants discharge to the management board for the financial year 2021.

Counter-proposal to the item 3.3. The proposed resolution on granting of discharge to the supervisory board:

The general meeting of shareholders grants discharge to the supervisory board for the financial year 2021.”

Counter-proposal to the item 3.1. of the agenda submitted by the shareholder Društvo Mali delničarji Slovenije - Small Shareholders' Association of Slovenia in line with the provisions of Article 300 of the Companies Act (ZGD-1):

“3.1. The proposed resolution on appropriation of accumulated profit

Accumulated profit amounting as at 31 December 2021 to 29,592,319.96 euros is allocated as follows:

- A portion of accumulated profit in the amount of 15,400,00.00 euros is allocated for the paying out of dividends in the gross amount of 1.10 euros per ordinary share;
- The remaining portion of accumulated profit in the amount of 14,192,319.96 euros remains undistributed and the shareholders shall resolve about its appropriation at the general meeting of shareholders to be held by 30 September 2022 at the latest.

The Company shall pay out dividends on 29 July 2022 to all shareholders entered in the Central Book-Entry Securities Register with the KDD as of the end of 28 July 2022.”

4. Resignation of members of the company’s supervisory board and election of members of the company’s supervisory board

Resolution-proposals (proposed by Slovenski državni holding, d.d.):

- 4.1. The general meeting of shareholders takes note of the statement of resignation of Dr. Rado Antolovič, member of the supervisory board, dated 27 April 2022.
- 4.2. The general meeting of shareholders elects Tomaž Benčina as a member of the supervisory board of LUKA KOPER, d.d. for a term of four years, with the commencement of the term of office on 7 June 2022.

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

Resolution-proposal (proposed by Slovenski državni holding, d.d.):

The general meeting of shareholders takes note of the written report on the legal proceedings against the former members of the management board and supervisory board.

Materials for the general meeting of shareholders

The resolution proposals with explanations and other materials for the general meeting are available for inspection by the shareholders at the company's secretariat, Vojkovo nabrežje 38, Koper, every working day from 9 a.m. to 12 a.m. from the date of publication of the general meeting notice until the date of the general meeting, and on the company's webpage www.luka-kp.si, as well as on the stock exchange's electronic information system <http://seonet.ljse.si>, and on the webpage of AJPES www.ajpes.si. Shareholders wishing to inspect the materials for the general meeting at the company's headquarters must make an appointment before visiting the company by calling + 386 (0)5 6656 739 (between 9 a.m. and 12 a.m. on any working day) or by sending an email to the e-mail address: Skupscina@luka-kp.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. Shareholders should send their request to amend the agenda to the company no later than 7 (seven) days after the date of publication of the general meeting convocation. 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 Skupscina@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 Skupscina@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

The right to attend and vote at the general meeting of shareholders may be exercised only by those shareholders who are registered as holders of shares in the Central Register of Book-entry Securities

with the KDD – Central Clearing and Depository Company, d.d. at the end of the seventh day prior to the general meeting (the cut-off date) and who register their attendance at the general meeting with the company's management board by no later than the end of the fourth day prior to the general meeting by means of a written application (i.e. registration). Applications shall be deemed to be in time if they reach the company's headquarters not later than the fourth day before the general meeting.

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: Skupscina@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 authorisation which has to be granted to him/her by the shareholder. The authorisation has to be produced not later than on the day of the general meeting of shareholders, prior to its commencement. The authorisation shall be kept by the company. The registration form and the proxy authorization form are available online at the company's webpage www.luka-kp.si

If a broker who is not the final shareholder is entered as a shareholder in the Central Register of Book-entry Securities with the KDD, the shareholders can exercise their voting right based on proof referred to in the second paragraph of Article 235.č of the Companies Act, which specifies who is the final shareholder on the cut-off date. A broker may only exercise or entrust the exercise of a voting right for shares not possessed by it to other persons if it has been granted a proxy in writing. The authorisation shall be stored by the broker in such a way as to ensure its verifiability. The authorisation may be given to a single broker and may be revoked at any time. The broker may only grant a proxy to persons not in its employment if this is expressly permitted by the proxy statement. If a broker exercises a voting right on behalf of a shareholder by proxy authorisation, the proxy statement shall be submitted to and stored by the company. The broker shall call upon the shareholder to provide it with instructions for exercising the voting rights and shall advise the shareholder that its failure to provide instructions for exercising the voting right would result in the exercise under the broker's own proposals notified to the shareholder unless it could be presumed that the shareholder would approve of a different decision if it was aware of the actual state of affairs. The same provision shall also apply, *mutatis mutandis*, to fiduciary account holders in respect of shares which do not belong to them, to voting advisers and to other persons who perform the exercising of voting rights on behalf of shareholders based on proxy authorisation as part of their business activity.

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 6 June 2022 at 12.00 a.m. (12:00 CET) 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.).

Call upon the major shareholders, institutional partners and the state

Major shareholders, institutional investors and the Republic of Slovenia as the majority holder of management rights, are proposed to inform the public prior to the general meeting of shareholders of their policy on the management of their investment in the public joint stock company Luka Koper, d.d., which includes, for example, the voting policy, the type and frequency of management activities, and the dynamics of communication with the management and supervisory bodies of the company.

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.

Boštjan Napast
President of the Management Board

Robert Rožac
Member of the Management Board