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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 Articles of Association of the company  
Luka Koper, d.d., the Management Board hereby convenes the

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

**which will be held on Monday, 6 February 2023, 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, acquaintance with the presence of a notary public;**

Resolution proposal:

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. Acquaintance with the statement of resignation of the member of the supervisory board Tamara Kozlovič;**

Resolution proposal:

The General Meeting of Shareholders is acquainted with the statement of resignation of the member of the supervisory board Tamara Kozlovič as of 13 May 2022.

- 3. Recall of the members of the supervisory board of the company Luka Koper;**

Resolution proposals:

- 3.1. With effect from the date of adoption of this resolution by the General Meeting, Franci Matoz, member of the supervisory board of the company representing the capital, shall be recalled.
- 3.2. With effect from the date of adoption of this resolution by the General Meeting, Nevenka Črešnar Pergar, member of the supervisory board of the company representing the capital, shall be recalled.
- 3.3. With effect from the date of adoption of this resolution by the General Meeting, Andrej Koprivec, member of the supervisory board of the company representing the capital, shall be recalled.
- 3.4. With effect from the date of adoption of this resolution by the General Meeting, Božidar Godnjavec, the member of the supervisory board of the company representing the capital, shall be recalled.

- 4. Election of the members of the supervisory board of the company Luka Koper;**

Resolution proposals:

- 4.1. Borut Škabar shall be elected as a member of the supervisory board representing the capital for a term of office of four (4) years, commencing on the first day following his election at the General Meeting of the company.

- 4.2. Barbara Nose shall be elected as a member of the supervisory board representing the capital for a term of office of four (4) years, commencing on the first day following her election at the General Meeting of the company.
- 4.3. Jožef Petrovič shall be elected as a member of the supervisory board representing the capital for a term of office of four (4) years, commencing on the first day following his election at the General Meeting of the company.
- 4.4. Boštjan Rader shall be elected as a member of the supervisory board representing the capital for a term of office of four (4) years, commencing on the first day following his election at the General Meeting of the company.
- 4.5. Mirko Bandelj shall be elected as a member of the supervisory board representing the capital for a term of office of four (4) years, commencing on the first day following his election at the General Meeting of the company.

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### **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](http://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](http://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](mailto:Skupscina@luka-kp.si)

### **Placing of additional items on the agenda**

Following the publication of this notice convening the general meeting of shareholders, the 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](mailto: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](mailto: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](http://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 must 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](mailto: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](http://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 February 2023 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

Nevenka Kržan  
Member of the Management Board