

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

Explanation of resolutions proposed for the 36th general meeting of shareholders of LUKA KOPER, d.d.

Item 2 - Acquaintance with the statement of resignation of the member of the supervisory board Tamara Kozlovič;

The management board proposes to adopt the following resolution:

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.

Explanation:

On 13 May 2022, the company received a statement of resignation from a member of the supervisory board who had been nominated to the supervisory board by the local communities. Ms. Kozlovič's statement of resignation was submitted with a three-month notice period, which means that her function on the supervisory board of the company ceased on 13 August 2022. In the event of the resignation of an individual member of the supervisory board, the General Meeting only adopts a resolution confirming its acquaintance with the resignation.

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

The management board proposes to adopt the following resolution:

- 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, member of the supervisory board of the company, shall be recalled.

Explanation:

The shareholders of a public limited liability company are entitled, in accordance with their corporate-membership rights, to recall and elect members of the supervisory board representing the shareholders at the company's general meeting. Accordingly, Slovenski državni Holding, d.d. (hereinafter referred to as "SDH"), acting in its capacity as a shareholder of Luka Koper, d.d. and as the investment manager of the Republic of Slovenia (which is the majority shareholder of Luka Koper), has requested that the management board of the company convene an extraordinary General Meeting and, in accordance with the provisions of Articles 274 and 275, in conjunction with Article 295(3) of the Companies Act, place on the agenda of the General Meeting the recall of the four existing members of the supervisory board of the company, namely Franci Matoz, Nevenka Črešnar Pergar, Andrej Koprivec and Božidar Godnjavec.

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

The management board proposes to adopt the following resolution:

- 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.

Explanation:

The shareholders of a public limited liability company are entitled, in accordance with their corporate-membership rights, to recall and elect the members of the supervisory board representing the shareholders at the company's general meeting. Accordingly, SDH (Slovenian Sovereign Holding), in its capacity as a shareholder of Luka Koper, d.d. and investment manager of the Republic of Slovenia (which is the majority shareholder of Luka Koper), requested that the management board of the company convene an extraordinary general meeting and, in accordance with the provisions of Articles 274 and 275, in conjunction with Article 295(3) of the Companies Act, place the appointment of the new members of the supervisory board – Borut Škabar, Barbara Nose, Jožef Petrovič, Boštjan Rader and Mirko Bandelj – on the agenda of the general meeting.

One of the key tasks of the SDH in managing the state's capital investments is to ensure the appropriate composition of the supervisory bodies of the companies which are managed by the proposer. Thus, the provision of Article 21 of the Act on Slovenian Sovereign Holding – I (hereinafter referred to as ZSDH – 1) in paragraph 2 explicitly obliges the SDH to vote at general meetings of companies in such a way that the supervisory boards of companies with capital investment of the state as a whole are composed of members who complement each other in terms of expertise and competences (so-called expert composition). For this reason, supervisory boards should include experts in finance, corporate governance, company operations and other professional profiles necessary for effective supervision, given the activity, scope of business and other characteristics of the companies.

Accordingly, SDH has proposed that the candidates listed in paragraph I of the explanation of this item be appointed in place of the recalled members of the supervisory board and the member of the supervisory board who has tendered her resignation, for a term of four years starting on the day following their election at the General Meeting.

In accordance with Article 297a(2)(2) of the Companies Act, the following information sets out the qualifications of the candidates proposed for election as new members of the company's supervisory board:

- Borut Škabar, Bachelor of History, is owner and director of Bluemarine d.o.o. Koper, director of Blueship Sti Ltd. Istanbul, and Conbulk d.o.o. Koper. In his capacity as director of the companies mentioned above, he is involved in international shipping and maritime logistics. He has been active in maritime-related activities for almost his entire career. Among other things, he has experience as a charter manager in international shipping. He is Honorary Consul of the Republic of Turkey in Slovenia and is active in the cultural and sports environment, including on the international and diplomatic level. His experience is also enriched by his social involvement in initiatives and projects in the local environment. In accordance with Article 16(2) of the Company's Articles of Association, Borut Škabar was nominated for election to the supervisory board by the municipalities in which the land part of the port is located.
- Barbara Nose graduated from the Faculty of Economics at the University of Ljubljana and in 1993 obtained a specialist degree in auditing accounting from the same faculty. She started her career as a trainee financial analyst at Ljubljanska banka, where she was promoted to department head in 1991. In 1991 and 1992 she worked as an audit assistant at Consultatio GmbH Wien in Vienna, and in 1992 and 1993 as a project manager at Consultatio Ljubljana, d.o.o. In 1993 she joined CONSTANTIA d.o.o. Ljubljana as a director and certified auditor. Since 2005 she has been a director and certified auditor at CONSTANTIA PLUS d.o.o. Ljubljana. Ms. Nose has more than 25 years of experience in operational management of audit projects and maintenance of an active certified auditor's license. She has developed her supervisory skills by, among other things, serving as a supervisory board member of Pozavarovalnica Sava, Luka Koper and Pošta Slovenije, as a supervisor of FIHO-funded organizations, as a chairperson and member of the supervisory board of MOL (City Municipality of Ljubljana), and as an external member of the audit committees of companies listed on the Ljubljana Stock Exchange.
- Jožef Petrovič holds a bachelor's degree in economics. Since January 2015, he has been the deputy general manager of SŽ d.o.o. (Slovenian Railways). In addition to his experience in the field of transport and logistics, he has extensive managerial experience, having previously worked as a director and president of the management board (at Unichem, Delo Prodaja, DZS and Fersped), and he has extensive experience in the field of commerce as a commercial manager and director (at Inplet Sevnica, Prevoz Brežice and Videm Papir Vitacel). Since September 2021, he has been a member of the supervisory board of SŽ VIT, d.o.o.
- Boštjan Rader holds a bachelor's degree in economics and an international postgraduate MBA. He has been employed at SDH (Slovenian Sovereign Holding) as an independent manager since February 2021. As a senior manager at SDH between 2016 and 2018, he also gained experience in managing state assets. He started his career as a financial analyst at the brokerage company Publikum, d.d., and continued as a stockbroker for institutional investors at SKB, d.d. (Societe Generale Group) (from 2004 to 2007), CEO at Perspektiva, d.d. (from 2007 to 2016), and head of sales for Germany at Krka d.d. (between 2018 and 2019). He is a member of the supervisory board of Uradni List d.o.o. and gained insight into the work of supervisory boards as a participant in the meetings of the supervisory board of DARS, d.d., as a representative of SDH.
- Mirko Bandelj graduated from the Faculty of Law at the University of Ljubljana. Since February 2005 he has been employed at the law firm Mirko Bandelj, d.o.o. as a director and lawyer. He has several years of experience in the legal profession. From 1986 to 1992 he held the post of chief of staff to the deputy prime minister of the Republic of Slovenia. From 1992 to 1997, he was the head of a parliamentary group in the National Assembly. From 1997 to 2004, he worked intermittently as secretary general of the Government of the Republic of Slovenia. From February 1997 to February 1999, he served as Minister of the Interior in the Government of the Republic of Slovenia. He has experience serving on supervisory boards. He has held the positions of chairman of the supervisory board of Slovenske železnice, d.o.o.,

chairman of the supervisory board of Aerodrom Ljubljana, and chairman of the supervisory board of UKC Ljubljana. From 2011 to 2014, he was a mediator at the Ljubljana District Court.

Boštjan Napast
President of the management board

Nevenka Kržan
Member of the management board

Attachments:

- SDH's request to convene the extraordinary General Meeting of Shareholders of the company Luka Koper, d.d., SDH, No. 2022 – 2049/SRŠ as of 13 December 2022.