
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

37th General Meeting of Shareholders of LUKA KOPER, d.d.,

**which will be held on Wednesday, 28 June 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;

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. Nina Ferligoj from Koper.

2. Presentation of the annual report for 2022 with auditor's opinion and the report of the supervisory board on the results of the 2022 annual report examination, information on the remuneration of the members of the company's management and supervisory bodies in 2022;

The general meeting of shareholders is notified of the company's annual report for the business year 2022 and with the written report of the supervisory board concerning the approval of the 2022 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 2022.

3. Appropriation of distributable profit of the financial year 2022 and granting of discharge to the management and supervisory bodies;

3.1 The proposed resolution on appropriation of accumulated profit:

A part of distributable profit amounting as at 31 December 2022 to 50,229,863.96 euros is allocated as follows: the amount of 35,000,000.00 euros is allocated for the paying out of dividends in the gross amount of 2.50 euros per ordinary share; the remaining portion of distributable profit totalling 15,229,863.96 euros remains undistributed.

The Company shall pay out dividends on 31 August 2023 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 2023.

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 2022.

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 2022.

4. Appointment of the auditor for the financial years 2023, 2024 and 2025

The proposed resolution on the appointment of the auditor:

BDO Revizija d.o.o. is appointed as the auditor of the financial statements of Luka Koper, d.d. and the Luka Koper Group for the financial years 2023, 2024 and 2025.

5. Adoption of the Remuneration Policy for Management and Supervisory Bodies and Management Bodies of the Subsidiaries

5.1. The proposed resolution on the remuneration policy for management and supervisory bodies and management bodies of the subsidiaries:

The general meeting of shareholders approves the Remuneration Policy for Management and Supervisory Bodies of Luka Koper, d.d. and Management Bodies of the subsidiaries in the Luka Koper Group.

5.2. The proposed resolution on the existing management remuneration regulation:

With the adoption of the resolution on the approval of the Remuneration Policy for Management and Supervisory Bodies of Luka Koper, d.d. and Management Bodies of the subsidiaries in the Luka Koper Group, the previous remuneration policy for members of the management and supervisory bodies of Luka Koper, d.d. approved as Resolution no. 5 at the company's 34th general meeting of shareholders held on 29 June 2021, shall cease to be in force.

6. Adoption of the Remuneration Policy for Members of the Supervisory Board

The proposed resolution on the remuneration policy for members of the company's supervisory board:

1. Members of the Supervisory Board shall receive an attendance fee for taking part in the supervisory board meeting in the amount of EUR 360 gross per supervisory board member. The members of the Supervisory Board Committee shall receive an attendance fee for taking part in the meeting of the Committee equal to 80% of the attendance fee paid out for attending the supervisory board meeting. The attendance fee for participating in a correspondence meeting shall be 80% of the attendance fee otherwise payable. Notwithstanding the foregoing, and therefore irrespective of the number of meetings attended, each member of the Supervisory Board shall be entitled to the payment of attendance fees in each financial year until the total amount of attendance fees reaches 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis. Notwithstanding the foregoing, and therefore irrespective of the number of supervisory board meetings and supervisory board committee meetings attended, an individual member of the Supervisory Board who is a member of a Supervisory Board committee or committees shall be entitled to the payment of attendance fees in each financial year until the total amount of the attendance fees arising from taking part in supervisory board meetings and committee meetings reaches 75% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis.
2. In addition to the attendance fees, the members of the Supervisory Board shall receive a basic remuneration for the performance of their duties of EUR 21,000 gross per member per year.

The President of the Supervisory Board shall also be entitled to a supplement of 50% of the basic remuneration for the performance of his/her duties as a member of the supervisory board and the Vice-President/Deputy President of the Supervisory Board to a supplement of 10% of the basic remuneration for the performance of his/her duties as a member of the Supervisory Board.

Each member of the Supervisory Board Committee shall receive a supplement for the performance of the duties of his/her office equal to 25% of the basic remuneration for the performance of his/her duties as member of the Supervisory Board. The President of the Supervisory Board Committee shall be entitled to a supplement equal to 37.5% of the basic remuneration for the performance of his/her duties as member of the Supervisory Board. Notwithstanding the above, and therefore irrespective of the number of committees of which he/she is a member or president, each member of the Supervisory Board committee shall be entitled to a supplement in each financial year until the total amount of such supplements reaches 50% of the basic remuneration for the office of Supervisory Board member on an annual basis. If the term of office of an individual member of the Supervisory Board is less than one financial year, the individual member of a Supervisory Board committee shall, notwithstanding the foregoing and therefore irrespective of the number of committees of which he/she is a member or president, be entitled to payment of supplements for the performance of his/her duties during the financial year, until the aggregate amount of such supplements reaches 50% of the basic remuneration for the performance of the duties of the Supervisory Board member in question in respect of the period of time during which his/her term of office was completed in respect of the financial year in question.

3. In addition to the above, members of the Supervisory Board shall also be entitled to a special duties allowance. Special duties of a member of the Supervisory Board are those which involve the actual performance of unusual tasks of an above-average complexity over an extended period of time, normally lasting at least one month. The Supervisory Board is hereby authorised to decide, with the consent of each member of the Supervisory Board, on the assignment of special tasks to each member of the Supervisory Board, the duration of the special tasks and the special duties allowance in accordance with this resolution of the General Meeting. The Supervisory Board is authorised to make decisions regarding the special duties allowance for Supervisory Board members due to the objective circumstances of the company. The special duties allowance shall only be permissible for the period during which the special duties are actually carried out and the Supervisory Board may exceptionally decide retrospectively thereon (in particular when special duties are required due to the objective circumstances of the company), but no longer than for the preceding financial year. The special duties allowance may amount to a maximum of 50% of the basic remuneration for the performance of the Supervisory Board member's duties in a year (irrespective of the number of performed special duties). For each special duty, an allowance shall be determined considering the complexity of the task and the resulting increased workload and responsibility. The special duties allowance shall always be pro-rated accordingly to the period of actual performance of the special duties.
4. Members of the Supervisory Board shall receive a basic remuneration, a supplement for the performance of their duties and a special duties allowance in proportionate (pro-rata) monthly payments to which they are entitled for as long as they hold office and/or perform the special duties. The monthly remuneration shall amount to one-twelfth of the annual amounts stated above. Depending on the circumstances, the special duties allowance may also be paid in a single lump sum after the special duties have been carried out.
5. The limitation of the total amount of attendance fees or the payment of supplements to a member of the Supervisory Board shall in no way affect the member's duty to actively participate in all meetings of the Supervisory Board and the committees of which he/she is a member, and his/her statutory responsibility.
6. Members of the Supervisory Board are entitled to reimbursement of transport and accommodation expenses incurred in connection with their work on the Supervisory Board up

to the amount laid down in the rules governing the reimbursement of expenses relating to work and other non-taxable income (provisions applicable to transport and accommodation during business travel). The amount due to a member of the Supervisory Board under the above-mentioned provision shall be adjusted so that the net payment represents reimbursement of actual travel expenses. For the purpose of determining mileage, the distances between places calculated on the public website of the AMZS shall be considered. Accommodation expenses may be reimbursed only if the distance between the permanent or temporary residence of a member of the Supervisory Board or of a member of a committee of the Supervisory Board and the place of work is at least 100 kilometres, if he/she was unable to return because the timetable no longer foresaw a journey by public transport, or for other objective reasons.

7. This Resolution shall enter into force and apply from the date of its adoption at the General Meeting. It supersedes Resolution number 3 adopted by the General Meeting on 28 December 2017.

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

The standardised messages regarding the exercise of shareholders' rights at the General Meeting that the Company will receive from the KDD and that the KDD will have previously received through the intermediary chain will also be considered. The term "considered" shall be understood to mean the recognition of the communications as the relevant registrations for the general meeting and their recognition as the relevant proxies for the proxies named therein.

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 28 June 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