

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

Explanation of resolutions proposed for the 37th general meeting of shareholders of Luka Koper, d.d.

Item 1 Opening of the general meeting of shareholders and election of the working bodies

The management board hereby proposes to the general meeting of shareholders to adopt the following 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.

Explanation of the proposed resolution:

The general meeting of shareholders has to elect the working bodies, i.e. the chairman of the general meeting who chairs the general meeting, and the vote counters (i.e. tellers) who carry out the voting. A notary public must also be present at the general meeting and, in accordance with the law, shall record the resolutions of the general meeting in the form of a notarial deed. Stojan Zdolšek has successfully chaired the last two General Meetings of the company, and the proposed vote counter shall also remain unchanged.

Boštjan Napast
President of the Management Board

Nevenka Kržan
Member of the Management Board

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

Item 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.

Explanation of the proposed resolution:

Pursuant to Article 282 of the Companies Act (ZGD-1), the supervisory board is obliged to review the annual report and the proposal for appropriation of distributable profit as submitted by the company's management board. The supervisory board shall draw up a written report on its findings for the general meeting, explaining how and to what extent it has examined the management of the company during the financial year. In its report, the supervisory board shall also take a position on the auditor's report accompanying the annual report. At the end of its report, the supervisory board shall state whether it has any comments to make on the annual report following the final verification and whether it approves the annual report.

The supervisory board also took note of and considered the audit report in which the audit firm BDO Revizija d.o.o. concluded that the financial statements included in the annual report give a true and fair view of the financial position of the Company and of the Group, of their financial performance and financial results, and of the changes in their equity.

The supervisory board, after final verification of the annual report of the Luka Koper Group and Luka Koper, d.d. for 2022, had no objections and approved the annual report in accordance with Article 282 of the Companies Act.

Pursuant to Article 294b of the Companies Act, a company whose securities are traded on a regulated market must prepare a clear and comprehensible remuneration report containing a comprehensive overview of the remuneration, including all benefits in whatever form, provided or due by the company to each member of the management and supervisory body in the last financial year in accordance with the remuneration policy. Accordingly, the Company has prepared a Remuneration Report containing a comprehensive overview of the remuneration, including all benefits in whatever form, provided or due by the Company to each member of the management and supervisory body during the last financial year in accordance with the Remuneration Policy. The Remuneration Report has been audited by BDO Revizija d.o.o., the auditor's report is annexed to the Remuneration Report. The general meeting of shareholders has the right to a consultative vote on the remuneration report for the last financial year. The remuneration report shall be published by the Company promptly after

the vote at the general meeting on the Company's website, where it shall remain free of charge and publicly accessible for at least ten years.

Boštjan Napast
President of the Management Board

Nevenka Kržan
Member of the Management Board

Attachments:

- Annual Report of the Luka Koper Group and Luka Koper, d.d. for 2022;
- Report on the remuneration of the members of the management and supervisory bodies of the company Luka Koper, d.d. in 2022 (Slovenian language only)

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

Item 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 distributable 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 euro 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.

Explanation of the proposed resolution:

Pursuant to Article 294 of the Companies Act (ZGD-1), the general meeting decides on the appropriation of distributable profit at the same time as it decides on the discharge of the members of the management board and the supervisory board.

In 2022, Luka Koper d.d. generated a net profit of EUR 73,266,226.59.

On the proposal of the management board and in accordance with Article 230(3) of the Companies Act (ZGD-1), the Company allocated half of the net profit for the year 2022, i.e. EUR 36,633,113.29, to other profit reserves. The Company states that in 2022 the distributable profit amounted to EUR 50,229,863.96.

(in EUR)	2022	2021
Net profit for the year	73,266,226.59	29,920,330.09
Net profit carried forward	13,596,750.66	14,632,154.91
Increase in other reserves from profit	-36,633,113.29	-14,960,165.04
Total distributable profit	50,229,863.96	29,592,319.96

The management board proposes to the general meeting the following appropriation of the distributable profit which as at 31 December 2022 amounted to EUR 50,229,863.96:

- a part of distributable profit amounting to 35,000,000.00 euros shall be 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 shall remain undistributed.

Luka Koper's dividend policy combines in a balanced way the owners' aspiration for dividend yields and the Company's aspiration to use the net profit to finance its investment plans. According to the current dividend policy defined in the Strategic Business Plan 2020-2025, which anticipates an increased volume of investments in the Company's core business, a maximum of one third of the net profit of the previous year is to be earmarked for the payment of dividends. In view of the above, the management board proposes that EUR 35,000,000.00 or 47.77% of the net profit for 2022 be earmarked for the payment of dividends, leaving the remaining 15.229.863,96 euros unallocated.

Article 294(1) of the Companies Act provides that at the same time as the general meeting decides on the appropriation of the distributable profit, the general meeting shall decide on the granting of discharge. The resolution proposal on the granting of a discharge suggests to confirm and approve the work of the management board and the supervisory board in the financial year 2022. In accordance with the recommendation of the Slovenian Corporate Governance Code, this proposal will be put to a separate vote for the management board and the supervisory board. If shareholders wish to have the discharge of individual members of the management board or supervisory board decided separately, the general meeting may vote separately, if so is decided by a special resolution or if so is requested by shareholders whose aggregate holdings amount to one tenth of the share capital. The proposals foresee the usual corporate practice based on which discharge is granted only to active and not former members of the two bodies.

Boštjan Napast
President of the Management Board

Nevenka Kržan
Member of the Management Board

Attachment:

- Annual Report of the Luka Koper Group and Luka Koper, d.d. for 2022.

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

Item 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.

Explanation of the proposed resolution:

Pursuant to Article 281(4) of the Companies Act, the supervisory board shall submit to the general meeting a proposal for the appointment of an auditor based on the proposal of the supervisory board's audit committee.

On the basis of the applicable legislation and the Guidelines for the Selection and Independence of the External Auditor of the Financial Statements of the Luka Koper Group, the Company endeavours to replace the auditor at least every 9 years, while at the same time aiming at the appointment by the general meeting of the auditor for 3-year periods.

BDO Revizija d.o.o. was appointed for the first time as the auditor of the financial statements of Luka Koper Group and Luka Koper d.d. for the financial years 2017, 2018 and 2019 at the 29th general meeting of the Company held on 28 December 2017. At the 33rd general meeting held on 26 August 2020, BDO Revizija d.o.o. was reappointed as the auditor of the financial statements of the Company/Group for a new three-year period, i.e. for the financial years 2020, 2021, 2022. Before making this proposal, the Audit Committee of the Supervisory Board carefully assessed the independence of the auditor and reviewed the offer received for the audit of the financial statements of Luka Koper, d.d. and the Luka Koper Group for the financial years 2023, 2024, 2025, which was assessed as appropriate. The audit committee also notes that there are no other circumstances that would limit the appointment or compromise the independence of the auditor in relation to the Company.

The Company's audit committee considers that the above-stated service provider offers the Company high quality audit services. At the same time, BDO Revizija d.o.o. is part of the internationally recognised BDO audit network and has relevant references in auditing entities of public interest. BDO Revizija d.o.o. is well acquainted with the company Luka Koper, d.d. and the Luka Koper Group and the members of its audit team are experienced experts in the fields of auditing, information systems, value assessment and tax. While having an excellent knowledge of the requirements of international accounting standards, they also have extensive experience in auditing the financial statements of a number of companies.

Based on the proposal of the audit committee, the supervisory board proposes to the general meeting of the Company to appoint BDO Revizija d.o.o. 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.

Mirko Bandelj
President of the Supervisory Board

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

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

1.1. 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.

Explanation of the proposed resolution:

Pursuant to Article 267 of the Companies Act – 1K (ZGD-1), the management board shall prepare acts that require the approval of the general meeting to be valid. Based on Article 270 of the Companies Act, the Supervisory Board, when determining the remuneration of each member of the management board, must ensure that such remuneration is in accordance with the remuneration policy pursuant to Article 294a of the Companies Act. This means that Article 270 of the Companies Act obliges public limited companies whose securities are traded on a regulated market to have a remuneration policy in place. Taking into account the provision of Article 284 of the Companies Act (ZGD-1), which stipulates that in a company whose securities are traded on a regulated market, the remuneration of members of the supervisory board must also be determined in accordance with Article 294a of the Companies Act (Remuneration Policy), the management board and the supervisory board propose to the general meeting to approve the Remuneration Policy for management and supervisory bodies and management bodies of the subsidiaries.

The proposed remuneration policy is clear and comprehensible and contains all the elements prescribed by Article 294a of the Companies Act (ZGD-1). It takes into account the provisions of the Act governing the remuneration of managers of companies with majority ownership held by the Republic of Slovenia or Self-Governing Local Communities (Official Gazette of the Republic of Slovenia, No. 21/10 as amended and supplemented), the Regulation on setting the highest correlation of basic payments and the rate of variable remuneration of directors (Official Gazette of the Republic of Slovenia, No. 21/10 and 52/11), the Corporate governance code of companies with a financial asset of the state as published by the Slovenian Sovereign Holding (SHD) on June 2022, and the Recommendations and Expectations of the Slovenian Sovereign Holding (SHD) as of May 2023 (the "Recommendations"). The proposed remuneration policy also contributes to the promotion of the business strategy, long-term development and sustainability of Luka Koper d.d. and its subsidiaries, provides for all fixed and variable remuneration components, including all bonuses and other benefits in any form, and their relative share in the remuneration. In doing so, account shall be taken of the complexity of Luka Koper's business according to all the criteria defined in the Recommendations, namely the value of assets, net turnover, number of employees, organisational complexity, internationality of the business, complexity of the immediate economic environment, complexity of key products and the regulated nature of the business. According to all these criteria, Luka Koper, d.d. belongs to the highest group, i.e. the fifth group of companies as defined by the Recommendations. The individual items of variable remuneration are defined both in terms of content and in percentage.

The Remuneration Policy explains how variable remuneration incentivises the members of the management board of Luka Koper d.d. and the directors of its subsidiaries to perform effectively. Luka Koper, d.d. pays all remuneration exclusively in cash, therefore the Remuneration Policy does not include remuneration in the form of shares and share options. In the remuneration policy, the salaries of the members of the management board of Luka Koper, d.d. and its subsidiaries are based on a multiple of the average gross salary of an employee of the Luka Koper Group. The Remuneration Policy sets out the procedures for deciding on the remuneration of the management board of Luka Koper, d.d. and its subsidiaries within the framework of the Remuneration Policy, as well as the measures taken to prevent or manage conflicts of interest.

The Remuneration Policy also includes the remuneration of members of the supervisory bodies, which is based on the applicable Corporate governance code of companies with a financial asset of the state of the Slovenian Sovereign Holding and its Annex (the "SDH Code") and the Recommendations and Expectations of the Slovenian Sovereign Holding (the "SDH Recommendations"), but these remuneration levels are to be determined with a separate resolution of the general meeting.

With the approval of the Remuneration Policy for the Management Board and the Supervisory Board, the previous remuneration policy for the members of the management board and the supervisory board as adopted at the 34th annual general meeting of the Company on 29 June 2021, shall expire.

Boštjan Napast
President of the Management Board

Nevenka Kržan
Member of the Management Board

Mirko Bandelj
President of the Supervisory Board

Priloga:

- Remuneration Policy for Members of the Management Board (Slovenian language only)
- Criteria for determining the complexity of the company's business operations (Slovenian language only)

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

Item 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.

Explanation of the proposed resolution:

The 29th general meeting of shareholders of Luka Koper, d.d., held on 28 December 2017, adopted a resolution on the amount of the attendance fees of the members of the supervisory board and the members of the supervisory board committees, as well as the remuneration for the performance of the functions of the members of the supervisory board and the supervisory board committees. The determination of the amount of the attendance fees of the members of the supervisory board and the members of the supervisory board committees as well as the remuneration for the performance of the functions of the members of the supervisory board was based on the Corporate Governance Code of

companies with a financial asset of the State (SDH) adopted in May 2017. The same remuneration for the members of the supervisory board as determined by resolution at the 29th General Meeting of Shareholders on 28 December 2017, was included in the Remuneration Policy for the members of the Management Board and Supervisory Board of Luka Koper, d.d., which was approved at the Company's 34th general meeting on 28 June 2021.

In May 2023, the Slovenian Sovereign Holding (SHD) adopted new recommendations and expectations of the Slovenian Sovereign Holding (the "Recommendations"), which represent changes with respect to the criteria for determining the remuneration of the supervisory board that were in force compared to the previous documents of SDH. In accordance with the provisions of the Recommendations, Luka Koper, d.d. is a large company with a sound financial position whose shares are listed on a regulated market. In the case of companies such as Luka Koper, d.d., the Recommendations suggest a basic remuneration for the members of the supervisory board of up to EUR 21,000.00 gross per annum for the performance of their duties. Taking into account the criteria defined by the Recommendations for companies such as Luka Koper d.d. and the complexity of the exercise of control therein, the basic remuneration for the performance of the function of a member of the supervisory board is proposed at EUR 21,000.00 gross per annum. For large companies, the recommended attendance fee is EUR 360 gross and this is also proposed for the members of the supervisory board of Luka Koper d.d. In accordance with the Recommendations, the president of the supervisory board is entitled to an additional remuneration of 50% of the basic remuneration for the performance of his/her duties of a member of the supervisory board, and the vice-chairman up to 10%. The remuneration for the members of the supervisory board committees is proposed to be as set out in the Recommendations, i.e. 25% of the basic remuneration of a member of the supervisory board, and 37.5% of the basic remuneration for the president of a committee; however, the total amount of remuneration for each member for his/her work on the supervisory board committee(s) cannot exceed 50% of the basic remuneration for the performance of his/her duties as a member of the supervisory board on an annual basis.

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 income not included in the tax base (provisions applicable to transport and accommodation on 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 a reimbursement of actual travel expenses.

With the approval of the Remuneration Policy for Members of the Management Board and Supervisory Board, the previous resolution no. 3 as adopted by the company's general meeting at its 29th meeting of 28 December 2017, which sets out the remuneration of the members of the supervisory board and its committees, ceases to have effect. The above-stated resolution no. 3, adopted by the general meeting, was incorporated directly and without amendment into the remuneration policy for the members of the management board and supervisory board, which was subsequently approved at the company's 34th general meeting of shareholders.

Mirko Bandelj
President of the Supervisory Board

Attachment:

- Remuneration Policy for Members of the Supervisory Board (Slovenian language only)