

In accordance with the provisions of the Ljubljana Stock Exchange Rules and the applicable legislation, the Company's management board herewith announces the resolutions adopted at the 37<sup>th</sup> General Meeting of Shareholders of LUKA KOPER, d.d. held on 28 June 2023.

## Resolutions of the 37<sup>th</sup> General Meeting of Shareholders

Out of the total of 14,000,000 Company's shares, there were 10.424.726 ordinary no-par value shares present at the General Meeting of Shareholders, corresponding to 74,49 % of shares with voting rights. Each no-par value share corresponds to 1 vote. It was stated that pursuant to third paragraph, Article 11 of the Company's Articles of Association, there was a quorum at the General Meeting of Shareholders which is required to adopt the resolutions.

The proportion of voting rights of the five major shareholders present at the General Meeting of Shareholders expressed in relation to all shares with voting rights was 72,36 %.

	No. of votes	%
Republic of Slovenia	7.140.000	51,02 %
SDH, d.d. (Slovenian Sovereign Holding)	1.557.857	11,13 %
Kapitalska družba, d.d.	696.579	4,98 %
Municipality of Koper	439.159	3,14 %
Citibank N.A. – escrow account	292.144	2,09 %
<b>Total</b>	<b>10.126.011</b>	<b>72,36 %</b>

### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.424.101
<b>AGAINST</b> the proposed resolution	0
<b>ABSTAINED</b>	425

### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.371.380
<b>AGAINST</b> the proposed resolution	52.721
<b>ABSTAINED</b>	625

### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.424.301
<b>AGAINST</b> the proposed resolution	0
<b>ABSTAINED</b>	425

#### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.415.703
<b>AGAINST</b> the proposed resolution	4.984
<b>ABSTAINED</b>	4.039

#### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.415.703
<b>AGAINST</b> the proposed resolution	8.607
<b>ABSTAINED</b>	416

### 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.420.678
<b>AGAINST</b> the proposed resolution	0
<b>ABSTAINED</b>	4.048

## 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.368.639
<b>AGAINST</b> the proposed resolution	6.227
<b>ABSTAINED</b>	49.860

### 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 34<sup>th</sup> general meeting of shareholders held on 29 June 2021, shall cease to be in force.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	10.374.666
<b>AGAINST</b> the proposed resolution	200
<b>ABSTAINED</b>	49.860

## 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:

- 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.
- 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.

<b>IN FAVOUR OF (FOR)</b> the proposed resolution	536.015
<b>AGAINST</b> the proposed resolution	9.842.483
<b>ABSTAINED</b>	46.228

In Koper, on 28 June 2023