

1 Corporate Governance **Statement**

In line with the provision of Article 70 (5) of the Companies Act, Luka Koper, d. d. issues the following Corporate Governance Statement relating to the period from 1 January 2022 to 31 December 2022.

1.1 **Codes and Management Practice**

In the period from 1 January to 31 December 2022, the company observed the Slovenian Corporate Governance Code for Listed Companies of December 2021, which was drawn and adopted jointly by the Ljubljana Stock Exchange (Ljubljanska borza, d. d.), Ljubljana, and the Slovenian Directors' Association, and put into force on 1 January 2022. The code is available on the Slovenian Directors' Association website https://www.zdruzenje-ns.si/knjiznica/1852.

In the period from 1 January to 30 June 2022, the company also observed The Corporate Governance Code for State-Owned Enterprises (adopted in March 2021) which is available on the Slovenian Sovereign Holding (SSH) website SSH - Document Centre. In the period from 1 July to 31 December 2022, the company observed The Corporate Governance Code for State-Owned Enterprises (adopted in June 2022) which is available on the Slovenian Sovereign Holding (SDH) website Key SSH Asset Management Documents.

The Company has adopted the Corporate Governance Policy of Luka Koper, d. d. on 21 January 2022, whereby management is carried out in accordance with the provisions of the Companies Act and the aforementioned codes.

In its corporate governance, the company voluntarily decided to apply the Slovenian corporate integrity guidelines, which are available on the website https://www.luka-kp.si/slo/pomembni-dokumenti-208, and based on which it adopted its own Corporate Integrity Strategy of the Luka Koper Group companies and the Code of Ethics of the Luka Koper Group, which are available on the company's website https://luka-kp.si/eng/corporate-documents. The Code of Ethics of the Luka Koper Group companies was updated on 1 October 2019 and is available on the Company's website at https://luka-kp.si/eng/corporate-documents. The company has adopted the Rules of Procedure for the Corporate Integrity Officer and the Corporate Integrity Violations Committee of the Luka Koper Group, and Rules of Procedure for the Operations Compliance Officer, and on 11 Jully 2022 it also adopted Code of Conduct for business partners of the Luka Koper Group.

1.1.1 Governance of Luka Koper, d. d.

In governance, the Company observes the provisions of applicable codes. Any derogation is stated and/or explained below.

- Representation in management and supervisory bodies is regulated by various criteria of representation in management and supervisory bodies from the point of view of gender and other aspects, such as age and professional profile. In this regard, the company has adopted a Diversity Policy. The company meets the aforementioned criteria, except for the criterion of gender balance in the Supervisory Board. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 11, and from the Corporate Governance Code for State-Owned Enterprises, Item 6.5.)
- The 35th General Meeting of Shareholders was held only with the physical presence of the shareholders, as the conditions allowed it, and in this way the Company maintains direct contact with the shareholders. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Items 10.1 and 10.2.)
- At the 35th General Meeting of Shareholders, the agenda was extended at the request of a shareholder who
 failed to disclose an assessment of a candidate's potential conflict of interest and information on whether the
 candidate is independent in relation to the company and the procedure for the search, nomination and
 evaluation of candidates. (Partial derogation from the Slovenian Corporate Governance Code for Listed
 Companies, Items 10.10 and 10.11, and from the Corporate Governance Code for State-Owned
 Enterprises, Item 6.9.)



- The Supervisory Board did not appoint a nomination committee for the process of selecting candidates for the Supervisory Board. (Partial deviation from the Corporate Governance Code for State-Owned Enterprises, Items 6.9.1 and 6.9.2.)
- The members of the Supervisory Board who are employee representatives have no university degree. Employee representatives of the Supervisory Board are appointed by the Works Council, over which the Company's General Meeting has no influence. Similarly, the Worker Participation in Management Act, which is the basis for appointing members of the Supervisory Board – employee representatives, does not prescribe the level of education for Supervisory Board members who are employee representatives. For this reason, there is no basis to guarantee that all members of the Supervisory Board will have a university degree in the future. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 12.1.)
- Once a year, members of the Supervisory Board complete and sign a declaration of independence which they have not made known to each other at one of the Supervisory Board meetings (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 13.1).
- The Supervisory Board does not consider once a year the report of the Works Council on the status of workers' participation in management, since it does not receive the said report from the Works Council. (Derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 14.4.)
- The Supervisory Board does not have a specific training scheme because the training priorities are set by each member of the Supervisory Board individually. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 15.1.)
- When setting up an individual commission, the Supervisory Board does not directly determine its tasks by decision or in the rules of procedure. The tasks of a committee are evident from the discussion of the Supervisory Board at its establishment. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 18.2.)
- The members of the Supervisory Board are given the bonus for the liability insurance of company bodies and executives, which is the only bonus they are entitled to. Regarding the liability insurance of the members of the Supervisory Board, there is a uniform system for all members of the management and supervisory bodies of the company, which will not be changed in the future. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 6.10.6.)
- The Supervisory Board did not pre-determine the competency model for each member of the Management Board, which is specific to the company and the company's industry. (Derogation from the Corporate Governance Code for State-Owned Enterprises, Item 22.2, and from the Slovenian Corporate Governance Code for Listed Companies, Item 6.1.2.)
- The Company's Code of Ethics does not contain detailed content relating to the example of management, employees, labour rights, attitudes towards officials and control and sanctions. The Code of Ethics discusses various issues, which are constantly updated by the Company. (Partial derogation from the Corporate Governance Code for State-Owned Enterprises, Item 10.1.1.)
- The Company does not publish all the rules of procedure of its bodies, i.e., the management, control and assembly bodies, on its web pages. (Partial derogation from the Slovenian Corporate Governance Code for Listed Companies, Item 32.7.)

1.1.2 **Corporate integrity**

Corporate integrity is reported in detail in Chapter 19: Corporate integrity, human rights, corruption prevention, and operations compliance.

1.1.3 Risk control system

Risk is reported in detail in Chapter 14: Managing risks and opportunities.

1.2 Internal controls and risk management related to financial reporting

The Luka Koper Group manages risk related to financial reporting and the implementation of adopted guidelines and internal control procedures. The purpose of internal controls is to ensure the accuracy, reliability and completeness of acquiring data on transactions and preparation of financial statements that give a true and fair view of the financial position, profit or loss, cash flows and changes in equity in accordance with the applicable laws, International Accounting Standards and other external and internal regulations. Risk management related to the Group's consolidated financial statements has also been provided through a centralised accounting function in a uniform IT system in the controlling company, which includes all the subsidiaries and the majority of associated companies.



Having been designed in accordance with the principle of reality and division of responsibility, the accounting controls focus on the control of accuracy and completeness of data processing, reconciliation of the balance presented in the books of account and the actual balance, separation of records from conducting transactions, professionalism of accountants and independence. Internal controls in accounting are also related to controls in the field of IT that ensure limitations and supervision over the access to the network, data and applications as well as the accuracy and completeness of data acquisition and processing.

Luka Koper, d. d. as a company subject to the application of the act regulating acquisitions, states in its annual report all the required data and explanations in line with the provision of Article 70 (6) of the Companies Act.

1.2.1 **Structure of the Company's share capital**

The Company shares are ordinary no-par value shares that grant to their holders the right to participate in the company management, the right to profit sharing – dividend payments, and the right to a proportionate amount of remaining assets after winding up or bankruptcy of the company. All the shares are registered shares, of one class and issued in book-entry form. The Company shares are freely transferable and listed on the Ljubljana Stock Exchange, first listing. Detailed data about the share and ownership structure is presented in Chapter 15: The LKPG Share.

1.2.2 Share transfer limitations

All Company shares are freely transferable.

1.2.3 **Qualified shares pursuant to the Takeovers Act**

Pursuant to Article 77 (1) of the Takeovers Act, achievement of the qualified share on 31 December 2022 was as follows:

- the Republic of Slovenia held 7,140,000 shares issued by Luka Koper, d. d., which accounted for 51.00% of the initial capital of the issuer of the shares, and
- Slovenian Sovereign Holding (Slovenski državni holding, d. d.) held 1,557,857 shares issued by Luka Koper, d. d., which accounted for 11.13% of the initial capital of the issuer of the shares.

1.2.4 Holders of securities granting special control rights

The company issued no securities that would grant special control rights.

1.2.5 **Employee share scheme**

The company has no employee share scheme.

1.2.6 Limitation of voting rights

There is no limitation of voting rights.

1.2.7 Agreements among shareholders that may result in limitation of share transfer or voting rights

The company has not been informed of any such agreements.

1.2.8 The Company's rules on appointments or replacements of members of management and supervisory bodies

The Management Board of the company has a President and up to three members, of which one is the Worker Director. The President of the Management Board and other Management Board Members are appointed and dismissed by the Supervisory Board. The Worker Director as a Member of the Management Board is appointed and dismissed by the Supervisory Board on a proposal of the Works Council. The term of office of the President of the Management Board Members and the Worker Director is five years with the possibility of re-appointment. The Supervisory Board has the right and competence to dismiss the entire Management Board or an individual Member of the Management Board.

The Supervisory Board can dismiss the President of the Management Board, Members of the Management Board and the Worker Director early for the reasons set out in the law. The quorum of the Supervisory Board when



appointing or dismissing the President of the Management Board, a Member of the Management Board or the Worker Director requires the presence of at least half of the Members of the Supervisory Board and at least half of the present Supervisory Board Members have to be representatives of the capital, of which the Chair of the Supervisory Board and deputy Chair of the Supervisory Board are to be present as well.

The President and Members of the Management Board shall have at least university education, a thorough knowledge of one world language, and at least five years of work experience in decision-making positions in large companies in accordance with the criteria as defined by the law governing companies. More detailed conditions and criteria for the President and Members of the Management Board are determined by the Supervisory Board. The terms of appointment of the Worker Director are jointly determined by the Supervisory Board and the Works Council.

The HR Committee operates under the Supervisory Board, carrying out preliminary procedures relating to the selection of candidates for the Management Board of the company and proposing the most suitable candidates for the Management Board Members to the Supervisory Board. Before submitting the proposal, the Committee verifies whether the candidates suggested meet the legal and statutory criteria for the Members of the Management Board.

The Supervisory Board of the company consists of nine members, of which six are elected by the General Meeting by a simple majority of the shareholders present and three members are elected by the Works Council. One of six Supervisory Board members can be proposed to the General Meeting by the municipality or municipalities in which the onshore part of the port area is located. The General Meeting establishes with a decision the election and discharge of the members of the Supervisory Board elected by the Works Council. The decision on an early discharge of Members of the Supervisory Board has to be taken by a three-quarters majority of the votes submitted in the General Meeting. Members of the Supervisory Board elected out of the employees can be discharged before the expiry of their term of office by the Works Council. The General Meeting only establishes their discharge with a decision. After expiry of their term of office, each elected Member of the Supervisory Board may be proposed and re-appointed as a Member of the Supervisory Board.

In 2020, the Management and the Supervisory Boards formulated and adopted a diversity policy with respect to representation in management and control bodies of the company as defined by the Companies Act and the Slovenian Corporate Governance Cod`e for Public Limited Companies. The Company has thus pursued the objective of diversity with respect to representation in management and control bodies.

1.2.9 **The Company's rules concerning changes in the articles of association**

The General Meeting of Shareholders decides on the changes in the articles of association with a three-quarters majority of the initial capital represented.

1.2.10 **Powers of Members of the Management Board, in particular with regard to own shares**

Powers of Members of the Management Board are defined in Chapter 4.6: Company Management. The Management Board has no special powers relating to the issue or purchase of own shares.

1.2.11 Relevant agreements that are put into effect, changed or terminated on the basis of a change in the company's control as a result of a public takeover offer

The company has not been informed of any such agreements.

1.2.12 Agreements between the Company and the members of its management or control bodies or employees that foresee compensation if they resign, are dismissed without valid grounds or their employment contract expires because of an offer made in compliance with the Takeovers Act.

There have been no agreements in accordance with the Takeovers Act.

1.3 Management system

Luka Koper, d. d. operates under a two-tier management system, under which the Company has three management bodies: the General Meeting of Shareholders, the Supervisory Board, and the Management Board. The competencies of individual bodies and the rules on their operation, appointment, discharge and changes to the



articles of association and Company's internal regulations related to the work of these bodies are laid down in the Companies Act, the Company's articles of association, and the Rules of Procedure on the Work of the Supervisory Board, the Management Board and the General Meeting of Shareholders.

Significant impacts on the Company's business in terms of negative impacts on stakeholders are communicated to the Management Board and the Supervisory Board through the submission and consideration of regular reports: quarterly reports, the annual report, risk management reports, reports of violations of corporate integrity, compliance reports, occupational health and safety reports, environmental reports, fire safety reports, etc.

Conflicts of interest regarding cross-membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. Details of related party transactions are presented in the consolidated financial statements in Note 33. Related party transactions.

Specific provisions on the operation of the Management Board are also stated in other general acts on internal company regulation. The Company's articles of association are available at https://luka-kp.si/eng/corporate-documents.

The Supervisory Board has not predetermined a competency model for each member of the Management Board that is specific to the Company and the Company's industry. The members of the Management Board have to meet the statutory and regulatory requirements for appointment.

1.4 **General Meeting of Shareholders**

The General Meeting of Shareholders is the highest body of the Company, deciding on its status changes, appropriation of the profit, the appointment or discharge of Members of the Supervisory Board and all other issues. It makes decisions in accordance with the Companies Act (ZGD-1) and the Articles of Association of Luka Koper, d. d. The ownership structure of Luka Koper, d. d. is presented in Chapter 15: The LKPG Share.

1.4.1 **Convening the General Meeting of Shareholders**

The Management Board shall convene the General Meeting of Shareholders once a year as a general rule, or several times, if necessary. The convening of the General Meeting of Shareholders is announced at least one month in advance on the AJPES website, in the SEO-net electronic system of the Ljubljana Stock Exchange, and on the Company's website. The Company's website https://luka-kp.si/eng/general-assembly includes all the material with the proposals for decisions, which is also made available to shareholders at the Company's head office. In compliance with the rules of the Ljubljana Stock Exchange, all decisions taken at the General Meeting of Shareholders are also published.

1.4.2 **Participation and voting rights**

Shareholders may take part in the General Meeting and exercise their voting right if their presence is reported to the Management Board by the end of the fourth day prior to the General Meeting and if shares or a share certificate are submitted for inspection.

The company has no limitations relating to the voting rights, as all shares of Luka Koper, d. d. provide voting rights in line with the legislation.

Luka Koper, d. d. has issued no securities that would grant their holders any special control rights.

1.4.3 **Decisions of the General Meeting of Shareholders**

On 6 June 2022, the shareholders of Company Luka Koper, d. d., gathered for the 35st General Meeting. At the meeting, the shareholders:

- Approved the report on the remuneration of the members of the Company's management and supervisory bodies in 2021,
- Adopted a decision on the proposal for the appropriation of the accumulated profit for 2021, which amounted to EUR 29,592,319.96:



- A portion in the amount of EUR 15,960,000.00 is to be used for dividend payout in the gross value of EUR 1.14 per ordinary share,
- the residual amount of accumulated profit in the amount of EUR 13,632,319.96 is to remain unappropriated.
- Granted discharge for the year 2021 to the Management Board and Members of the Supervisory Board,
- Took note of the resignation of Rado Antolovič, member of the Supervisory Board, dated 27 April 2022,
- Elected Tomaž Benčina as a new member of the Supervisory Board of Luka Koper, d.d. for a term of four years commencing on 7 June 2022,
- Took note of the written report on the legal proceedings against the former members of the Management Board and Supervisory Board in the TTI case.

1.5 Supervisory Board of Luka Koper, d. d.¹

The Supervisory Board oversees the running of the Company's business. Other tasks and powers of the Board, in accordance with the law and the Company's articles of association, mainly include: appointing and dismissing the Management Board, determining the amount of Management Board's remuneration, approving the annual report, preparing proposals for the appropriation of the accumulated profit, and convening the General Meeting of Shareholders.

The Company has adopted a competency profile for the members of the Supervisory Board (Competency Profile of the Supervisory Board), which is published on the Company's website Corporate Documents - Luka Koper d.d. (luka-kp.si).

1.5.1 **Composition of the Supervisory Board**

The Supervisory Board of Luka Koper, d. d. consists of nine members. Six are elected by the General Meeting of Shareholders, and three from among employees by the Works Council. The Board members' term of office is four years.

1.5.2 Composition of the Supervisory Board of Luka Koper, d. d. as at 31 December 2022:

1.5.2.1 Representatives of shareholders:

Franci Matoz, Chair of the Supervisory Board Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting) Employed: Odvetniška družba Matoz, o. p., d. o. o. Membership in other supervisory or management bodies: Deputy Chair of the Supervisory Board of Slovenske železnice, d. o. o.

Nevenka Črešnar Pergar, Deputy Chair of the Supervisory Board Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting) Employed: NP Consulting, d. o. o.

Andrej Koprivec, Member of the Supervisory Board Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting) Employed: Koprico, d.o.o.

Božidar Godnjavec, Member of the Supervisory Board Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting) Employed: Ministry of Infrastructure

Tomaž Benčina, Member of the Supervisory Board Beginning of a 4-year term of office: 2 July 2021 (34th General Meeting) Employed: Regional Chamber of Commerce of Celje Membership in other supervisory or management bodies: Zavarovalnica Triglav, d. d., Member of the Supervisory Board

1.5.2.2 Representatives of employees:

Mladen Jovičić, Member of the Supervisory Board Beginning of a 4-year term of office: 8 April 2021 (34th General Meeting – informing the shareholders)



Mehrudin Vuković, Member of the Supervisory Board Beginning of a 4-year term of office: 19 January 2020 (33rd General Meeting – informing the shareholders)

Rok Parovel, Member of the Supervisory Board Beginning of a 4-year term of office: 13 September 2020 (34th General Meeting – informing the shareholders)

1.5.2.3 External members of the Supervisory Board committees:

Simon Kolenc, external member of the Audit Committee of the Supervisory Board Appointed for the period from 12 July 2021 to 23 February 2023.

Diversity of members of the Supervisory Board by gender

31 Dec 2022	Men	Women	TOTAL
Number of members	7	1	8
Share	88%	12%	100%

Diversity of members of the Supervisory Board by age

31 Dec 2022	Under 30	30 to 50	Over 50	TOTAL
Number of members	0	2	6	8
Share	0%	25%	75%	100%

1.5.3 Audit Committee of the Supervisory Board

In 2022, the Audit Committee of the Supervisory Board was composed of Andrej Koprivec as Chair, Božidar Godnjavec as Deputy Chair, Nevenka Črešnar Pergar as a member, Rok Parovel as a member, and Simon Kolenc as an external member.

1.5.4 **Changes in the composition of the Supervisory Board HR Committee**

In 2022, the HR Committee of the Supervisory Board was composed of Franci Matoz as Chair, Nevenka Črešnar Pergar as a member, Božidar Godnjavec as an member, Mehrudin Vuković as a member, and Tamara Kozlovič as a member until 13 August 2022 as she submitted her resignation as a member of the Supervisory Board on 13 May 2022.

1.5.5 Changes in the composition of the Supervisory Board Business Operations Committee

In 2022, the Business Operations Committee of the Supervisory Board was composed of Božidar Godnjavec as Chair, Nevenka Črešnar Pergar as Deputy Chair, and Mladen Jovičić as a member. Rado Antolovič was a member of the Committee until 27 April 2022 when he submitted his resignation as a member of the Supervisory Board, and Tamara Kozlovič was a member until 13 August 2022, since she submitted her resignation from the Supervisory Board on 13 May 2022. Tomaž Benčina, a newly elected member of the Supervisory Board who took up a four-year term of office as of 7 June 2022, was appointed a member of the Business Operations Committee at the General Meeting as of 23 August 2022.

1.5.6 Strategic Development Committee

In 2022, the Strategic Development Committee was composed of Nevenka Črešnar Pergar as Chair, Andrej Koprivec as Deputy Chair, Rok Parovel as a member, Mladen Jovičić as a member, Rado Antolovič as a member until 27 April 2022, Tamara Kozlovič as a member until 13 August 2022, and as of 23 August 2022, Tomaž Benčina, the newly elected member of the Supervisory Board.



1.5.7 Appointment of the Nomination Committee

As the Supervisory Board did not appoint a Nomination Committee, this task was performed by the HR Committee of the Supervisory Board.

1.5.8 **Details of the composition of the Supervisory Board**

All details pertaining to members of the Supervisory Board and its composition and the composition of the committees of the Supervisory Board are listed in the tables prepared in accordance with Annexes C.2 of the Slovene Corporate Governance Code for Listed Companies and 3.2 of the Corporate Governance Code for State-Owned Enterprises, entitled Composition of the Supervisory Board and Committees in the financial year 2022, which are an integral part of this Corporate Governance Statement.

1.5.9 Supervisory Board's work²

The work of the Supervisory Board is governed by statutory regulations, Company's articles of association and the Rules of Procedure on the Work of the Supervisory Board, the Slovenian Corporate Governance Code for Listed Companies, Corporate Governance Code for State-Owned Enterprises, Recommendations and expectation of the Slovenian Sovereign Holding and Recommendations of the Slovenian Directors' Association.

In 2022, the Supervisory Board was composed as described above, with Rado Antolovič having been a member of the Supervisory Board until 27 April 2022 whe he submitted his resignation, and Tamara Kozlovič until 13 August 2022 as she submitted her resignation on 13 May 2022. Tomaž Benčina was appointed as a member of the Supervisory Board with effect from 7 June 2022 for a four-year term of office. Work, decisions, and viewpoints of the Supervisory Board and the Committees of the Supervisory Board are reported in detail in Chapter 3: Report of the Supervisory Board for 2022.

Each Member of the Supervisory Board, taking into account the provisions of the Slovenian Corporate Governance Code for Listed Companies and Corporate Governance Code for State-Owned Enterprises, signed a declaration in 2022 stating that in the year 2022 there was no conflict of interest that would imply that an individual member:

- Was executive director or member of the management board of the Company or an associated company or had occupied such a position in the previous five years,
- Worked for the Company or an associated company and had occupied such a position in the previous three years,
- Received significant additional remuneration from the Company or an associated company except for the fee received as a Member of the Supervisory Board or its committees,
- Was the majority shareholder and represented the majority shareholder/majority shareholders,
- Had important business contacts with the Company or an associated company in the last year, either directly as a partner, shareholder, managing director or manager in a body,
- Is or has been within the last three years, a partner or employee of the present or former external auditor of the Company or an associated company;
- Was executive director or member of the management board of another company, of which a Member of the Supervisory Board was the executive director or member of the management board, or was in any way related to the executive director or members of the management board through cooperation in other companies or bodies,
- Was a member of the Supervisory Board for more than three terms (or more than 12 years), with the exception of Mladen Jovičić as employee representative,
- Was a close family member of a member of the Management Board or of persons occupying positions referred to in items above,
- Was a member of the wider management board of an associated company,
- Participated in drawing up the proposed content of the Company's annual report.

These declarations are also available at https://luka-kp.si/slo/pomembni-dokumenti-208 .

Conflicts of interest between Supervisory Board members are regulated in the Rules of Procedure of the Supervisory Board and in relevant codes. In addition, members of the Supervisory Board are required to complete a declaration of independence and IAS 24, indicating related parties and other functions. According to the Rules of Procedure, in the event of a conflict of interest, they are obliged to immediately inform the Chair and members of the Supervisory Board in writing and to take appropriate measures. Conflicts of interest regarding cross-



membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. Details of related party transactions are presented in the consolidated financial statements in Note 33. Related party transactions.

1.5.10 **Supervisory Board committees**

Four committees operate on a regular basis under the Supervisory Board:

- HR Committee,
- Audit Committee,
- Business Operations Committee,
- Strategic Development Committee.

The committees carry out professional tasks in aid to the Supervisory Board.

In 2022, the HR Committee was composed of Franci Matoz as Chair, Nevenka Črešnar Pergar as a member, Božidar Godnjavec as an member, Mehrudin Vuković as a member, and Tamara Kozlovič as a member until 13 August 2022 as she submitted her resignation on 13 May 2022.

In 2022, the Audit Committee was composed of Andrej Koprivec as Chair, Božidar Godnjavec as Deputy Chair, Nevenka Črešnar Pergar as a member, Rok Parovel as a member, and Simon Kolenc as an external member.

In 2022, the Business Operations Committee was composed of Božidar Godnjavec as Chair, Nevenka Črešnar Pergar as Deputy Chair, Mladen Jovičić as a member, Rado Antolovič as a member until 27 April 2022, and Tamara Kozlovič as a member until 13 August 2022. Tomaž Benčina, a newly elected member of the Supervisory Board who took up a four-year term of office as of 7 June 2022, was a member of the committee as of 23 August 2022.

In 2022, the Strategic Development Committee was composed of Nevenka Črešnar Pergar as Chair, Andrej Koprivec as Deputy Chair, Rok Parovel as a member, Mladen Jovičić as a member, Rado Antolovič as a member until 27 April 2022,Tomaž Benčina, the newly elected member of the Supervisory Board, as of 23 August 2022, and Tamara Kozlovič as a member until 13 August 2022.

1.5.11 Remuneration of the Supervisory Board³

Members of the Supervisory Board and of Committees of the Supervisory Board are entitled to attendance fees and payments for performing the functions. The amount of attendance fees and payments shall be determined by the General Meeting of Shareholders. Members of the Supervisory Board and of Committees of the Supervisory Board are also entitled to a refund of travel expenses and other arrival- and attendance-related expenses. Additional information on remuneration of the Supervisory Board and on related levels is given in the Accounting Report of Luka Koper d. d., Note 33 Related party transactions, and in the table taken from the Appendix 4.2 of the Corporate Governance Code for State-Owned Enterprises, entitled Composition and the amount of remuneration of the Supervisory Board and Committee members in the financial year 2022, in Appendix to the Corporate Governance Statement, which is an integral part of the Corporate Governance Statement. The Data on the ownership of shares of Members of the Supervisory Board and its committees is given in Chapter 15: The LKPG Share.

1.6 **The Management Board of Luka Koper d. d.**⁴

The work of the Management Board is governed by statutory regulations, the Company's articles of association and the Rules of Procedure on the Work of the Management Board, the Slovenian Corporate Governance Code for Listed Companies, the Corporate Governance Code for State-Owned Enterprises, and Recommendations and Expectations of the Slovenian Sovereign Holding. Pursuant to the Companies Act and the Company's articles of association, the Management Board manages and represents the company.

1.6.1 **Composition of the Management Board**

As at 31 December 2022, the Management Board of Luka Koper, d. d. consisted of:



- Boštjan Napast, President of the Management Board, appointed for a five-year term on 3 December 2021, took office on the day of his appointment,
- Nevenka Kržan, Member of the Management Board, appointed for a five-year term on 22 April 2022, took office on 1 July 2022,
- Vojko Rotar, Worker Director, appointed for a five-year term on 16 February 2018, took office on the day of his appointment.

1.6.2 Presentation of members of the Management Board of Luka Koper, d. d. as at 31 December 2022⁵ :

Boštjan Napast

President of the Management Board

Boštjan Napast has a university degree in mechanical engineering. He began his career in 1995 in the company Projekta inženiring, d. o. o., in Ptuj as a designer of machine installations. As a leading designer, he continued his career in the Maribor-based company Menerga Energie-Technologie, d. o. o. In 1998, he joined Petrol, d. d., where he held various management positions. He was the director of Petrol's Maribor regional wholesale unit; in 2004, he took over the management of the petroleum products sales department; and from 2005 to 2009, he was in charge of energy, investment, technical development and quality as a member of Petrol's Management Board. After the expiration of his term of office, he worked for Petrol as a management consultant for two more years. In 2011, he took over the management of Geoplin, d. o. o., which he successfully transformed from a local to a regional company over a ten-year period.

He commenced his five-year term of office as President of the Management Board of Luka Koper, d. d. following the decision of the company's Supervisory Board of 3 December 2021.

Nevenka Kržan

Member of the Management Board

Nevenka Kržan is a university graduate in economics. She started her career in banking, where she held various management positions. During this period, she was involved in both banking and privatisation processes, participating in the establishment of a new commercial bank and a company for the management of investment funds and companies. In 1998, she joined KPMG Slovenia and in 2001, she became a partner at the regional level in charge of financial advisory services. As an expert in finance and the financial sector, she has been involved in projects for a number of private and public sector companies in a wide range of industries. During her extensive career, she has been responsible for due diligence, M&A, valuation, restructuring, refinancing, strategy and business plan formulation projects. She took on the role of KPMG Senior Partner in Slovenia in 2010, and holds a license



as a Certified Business Valuer and Certified Auditor from the Slovenian Institute of Auditors.

Nevenka Kržan was appointed by the Company's Supervisory Board as a member of the Management Board for a five-year term of office starting on 1 July 2022.

Vojko Rotar graduated in economics. He began his career in 1995 in Avico, a freight forwarding company from Ljubljana, and continued to work in logistics, later also international trade until 2003. He gained a wealth of experience with respect to the port as a transit point where international trade flows are being transferred. His insight into the general economic environment and the subjects operating within it paved him the way to various positions in the field of media and communications, where he worked as editor, journalist, correspondent, photo-reporter and web reporter for several Slovenian media. In the last four years, he was in charge of public relations and marketing in the Marjetica Koper public corporation, while also nearing a number of areas related to the promotion of good environmental practices and cooperation with the local community.

He commenced his five-year term of office in Luka Koper, d. d. as Member of the Management Board -Worker Director on 16 February 2018, following the decision of the company's Supervisory Board.

Members of management and persons in managerial positions are required to take all measures to manage conflicts of interest at the time of taking office and at all times during their term of office, and to inform their superior authority in accordance with the adopted Conflicts of Interest Management Policy. They shall also complete a declaration on the management of conflicts of interest to the effect that there are no circumstances in which the impartial or objective performance of their duties or other functions could be compromised, or if so, what they are and what measures are in place. Conflicts of interest regarding cross-membership, cross-ownership and the existence of controlling shareholders are disclosed to stakeholders. Details of related party transactions are presented in the consolidated financial statements in Note 33. Related party transactions.

Diversity of members of the Management Board by gender

31 Dec 2022	Men	Women	TOTAL
Number of members	2	1	3
Share	67%	33%	100%

Diversity of members of the Management Board by age

31 Dec 2022	Under 30	30 to 50	Over 50	TOTAL
Number of members	0	1	2	3

Vojko Rotar

Worker Director



		•		
Share	0%	33%	67%	100%

Presentation of Members of the Management Board is also available at https://luka-kp.si/eng/management.

1.6.3 **Details of the composition of the Management Board**

All details pertaining to members of the Management Board are listed in the table entitled Composition of the Management Board in the financial year 2022, which is an integral part of this Corporate Governance Statement and was prepared in accordance with Annexes C.1 of the Slovenian Corporate Governance Code for Listed Companies and 3.1 of the Corporate Governance Code for State-Owned Enterprises.

1.7 Management Board's work

The Management Board autonomously directs the operations of the Company in its best interests, and assumes sole responsibility for its actions. It works in accordance with regulations, the articles of association and the binding decisions of Company bodies.

1.7.1 Remuneration of the Management Board⁶

Remuneration paid to Members of the Management Board consists of the fixed and variable components. They are determined in fixed-term management operation employment contracts for Members of the Management Board, in annexes to employment contracts and in decisions of the Supervisory Board. Concluded between individual Members of the Management Board and the Supervisory Board, employment contracts and annexes also specify refunds and benefits. When concluding contracts and annexes for Members of the Management Board, the Supervisory Board is represented by its Chair. The remuneration of the Management Board is reported in the Accounting Report of Luka Koper d. d., Note 33 Related party transactions, and in the table entitled Composition of the management board in the financial year 2022, which is an integral part of the Company's Corporate Governance Statement and is taken from the Appendix 4.1 of the Corporate Governance Code for State-Owned Enterprises. The ownership of shares is reported in Chapter 15: The LKPG Share.

1.7.2 Management performance assessment⁷

According to the remuneration policy for members of the Management Board and the applicable legislation, the variable component of the remuneration of members of the Management Board is capped at 30% or 3.6 times the annual base salary for the financial year. The Supervisory Board sets quantitative and qualitative criteria, with quantitative criteria having a weighting of 70% in relation to business performance and qualitative criteria having a weighting of 30%, i.e.:

- the achievement of corporate social responsibility objectives, the implementation of internal audit recommendations and risk management measures,
- the implementation of projects,
- injuries (accidents at work).

The assessments are independent and are carried out annually.

1.8 Management and governance of companies in the Luka Koper Group

Luka Koper, d. d. has an established corporate governance system which includes the controlling company of the Luka Koper Group and 5 other companies. Luka Koper has business shares, i.e., is a shareholder in the subsidiaries of the Luka Koper Group, as well as in 12 other companies. Objectives in the field of financial investment management are defined in the Strategic Business Plan of the Company and the Group for the period 2020-2025. The Investment Management Strategy was adopted in 2018, under which financial investments are divided into two categories with respect to four key areas (integration in operations, maximisation of flexibility and minimisation of risk, financial aspect and other externalities):



- Strategic investments are investments in shares and stakes of the companies engaged in activities that are of importance for the future development and operation of the parent company, and contributing to risk control and increased added value. They are managed in accordance with the principle of the group operation.
- Non-strategic investments are investments in shares and stakes of the companies not engaged in
 activities that are of importance for the future development and operation of the parent company, and
 not contributing to risk control and increased added value. The aim is to maximise profit payment or
 bring about other positive impacts for the owner. They are managed in accordance with the principle of
 investment trust.

As the Investment Management Strategy has been adopted, guidelines for the decision-making and managing aspects of management of strategic investments were also set. The dividend policy follows the classification of an individual investment: when acting as a shareholder in non-strategic investments, we strive to achieve the objective of maximised profit payment, and when acting as a shareholder in strategic investments, we pursue the objective of a balanced profit payment under consideration of the investment-development company cycles.

Company	Managing Director	Share of the controlling company in ownership (in %)
Luka Koper INPO, d. o. o.	Roberto Levanič	100.00
Adria Terminali, d. o. o.	Bojan Babič	100.00
Adria Investicije, d. o. o.	Boris Jerman	100.00
Logis-Nova, d. o. o.	Larisa Škandra	100.00
TOC, d. o. o.	Ankica Budan Hadžalič	68.13

Management and governance of subsidiaries in the Luka Koper Group as at 31 December 2022

1.9 Internal audit

The purpose of the internal audit is to carry out the function of internal auditing for the Luka Koper Group. Internal audit helps to achieve the Group's objectives by systematically and methodically assessing and improving the performance of the Group's corporate governance, risk management and internal control systems, and by proposing recommendations for improvement.

The Internal Audit function operates as an independent unit of Luka Koper, d. d., subordinated in function to the Supervisory Board, and in organisation to the Management Board of the company. It operates independently and in accordance with the adopted fundamental charter, i.e., the Internal Audit Charter which is based on International Standards for the Professional Practice of Internal Auditing, the Code of Internal Audit Principles, and Code of Ethics for Internal Auditors.

In 2022, the internal audit carried out internal audit engagements and other activities based on the adopted annual plan of work. Thirteen internal audit engagements were planned and sixteen were carried out. In implementing the planned transactions, the risks identified in the preparation of the annual plan served as guidance, and were also supplemented in the phase of detailed observation of each audit area and initial risk assessment. A major part of the assurance service involved verifying the adequacy of the design of internal controls and their operation in accordance with predefined objectives and standards.

In addition to the internal audit engagements, post-audit activities were carried out on a monthly basis in 2022 to report on an ongoing basis on the activities carried out to better manage risks.

The internal audit reported on each individual engagement to the management of the audited unit, the Company's Management Board and the Audit Committee of the Supervisory Board; and to the latter two, it also reported on the implementation of internal audit recommendations. The internal audit reports to the Supervisory Board on an annual basis.

The development of internal audit is achieved through a programme of quality assurance and quality improvement, implemented through external and internal audits, self-assessment, training, and monitoring and performance



measurement of internal audit work. The last external audit, which confirmed that the internal audit function complies with the International Standards for the Professional Practice of Internal Auditing, the Code of Ethics for Internal Auditors and the Code of Ethics for Internal Auditors, was carried out in 2020.

In 2022, all values of ratios for measuring the performance of internal audit were achieved as planned.

1.10 External audit

At the 33rd meeting of 26 August 2020, the General Meeting of Shareholders appointed the audit firm BDO Revizija, d. o. o., družba za revidiranje, Cesta v Mestni log 1, Ljubljana for the audit of the financial statements of Luka Koper, d. d. and the Luka Koper Group for the business years 2020, 2021 and 2022.

The costs of audit services performed for Luka Koper, d. d. and its subsidiaries are presented in the consolidated accounting report, Note 35: Transactions with the audit firm.

Boštjan Napast President of the Management Board of Luka Koper, d. d.

Nevenka Kržan Member of the Luka Koper, d. d. Management Board

Vojko Rotar Member of the Luka Koper, d. d. Management Board - Worker Director



1.11 Statement on external assessment of the corporate governance statement



STATEMENT ON EXTERNAL ASSESSMENT OF THE CORPORATE GOVERNANCE STATEMENT

Slovenian Directors' Association declares to have carried out external assessment of the Corporate Governance Statement of Luka Koper, d. d., for the year 2022 in accordance with Article 5.6. of the Slovenian Corporate Governance Code for Listed Companies in the period from 9 March to 28 March 2023. An external audit is not considered to be an assurance service performed by accounting professionals with public authority (auditors) or accounting professionals without public authority (e.g., internal auditors). As an external independent reference institution that is not a provider of audit services to the Company and is not affiliated with it, we have reviewed all the components of the Corporate Governance Statement, their adequacy in relation to Article 70 (5) of the Companies Act and assessed whether they adequately described the management of the company as reflected in the relevant company documents. This review also included a review of the selection of reference codes and declarations of compliance with the reference codes that the Company pursues. An external audit report was drawn up with regard to the external assessment of the Corporate Governance Statement, which was forwarded to the Company's Management Board and the Supervisory Board for information.

Slovenian Directors' Association declares that the Corporate Governance Statement in the Annual Report of Luka Koper d. d., for 2022 contains all the required legal components and that its content adequately describes the management of the Company as evidenced by the obtained Company documents.

28 March 2023

Gorazd Podbevšek Chairman Slovenian Directors' Association

J- lu



1.12 Appendix to the Corporate Governance Statement

3.1 Composition of the Management Board for the Financial Year 2022

Name and surname	Function (Chair, Member)	First appointmen t to office	End of office / term of office	Gender	Citizenship	Year of birth	Education	Professional profile	Membership in management or supervisory bodies of unrelated companies
									Member of the Supervisory Board in
							Level of	University Graduate in	Plinovod d. o. o. and
Boštjan Napast	Chair	03.12.2021	ongoing	Man	Slovenian	1971	education 7	Mechanical Engineering	Unior, d. d. until 8 Dec
							Level of	Master's Degree in	
Nevenka Kržan	Member	29.12.2017	ongoing	Woman	Slovenian	1962	education 8	Economics	none
							Level of	University Graduate in	
Robert Rožac	Member	16.11.2021	11.12.2022	Man	Slovenian	1965	education 7	Architecture	none
								University Graduate in	
Vojko Rotar	Member - Worker Director	16.02.2018	ongoing	Man	Slovenian	1976	Level of education	Economics	none

3.2: Composition of the Supervisory Board and Committees in the Financial Year 2022

Name and sumame	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education		Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Chair	02.07.2021	06.02.2023	resentative of sharehol	12/12	Man	Slovenian	1963	Level of education 7	University Graduate in Law	Yes		Deputy Chair of the Supervisory Board of Slovenske železnice, d. o. o.
Franci Matoz	Committee member (Audit, HR, Business Operations Committee, Strategic Development Committee)			Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE			CHAIR	7/7								

Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Deputy Chair	02.07.2021	06.02.2023	resentative of sharehol	12/12	Woman	Slovenian	1962	Level of education 7	University Graduate in Law	Yes	No	no
Nevenka Črešnar Pergar	Committee member (Audit, HR, Business Operatio Development Committee)		, Strategic	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE, AUDIT COMMITTEE, BUSINESS OP STRATEGIC DEVELOPMENT COMM			MEMBER / MEMBER / DEPUTY CHAIR / CHAIR									



Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	02.07.2021	06.02.2023	resentative of sharehol	12/12 Attendance at	Man	Slovenian	1980	Level of education 7	University Graduate in Economics	Yes	No	no
Andrej Koprivec	Committee member (Audit, HR, Business Operatio Development Committee)		, Strategic	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE, STRATEGIC DEVELOPM	ENT COMMIT	TEE	CHAIR / DEPUTY CHAIR	12/12,0/0								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies or other companies
	Member	02.07.2021	06.02.2023	resentative of sharehol	12/12	Man	Slovenian	1972	Level of education 8	Master's Degree in Economics	Yes	No	Chair of the Supervisory Board of Elektro Ljubljana d. d. until 16 Dec 2022
Božidar Godnjavec	Committee member (Audit, HR, Business Operatio Development Committee)		, Strategic	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE, AUDIT COMMITTEE, BUSINESS OP	ERATIONS COI	MMITTEE/	MEMBER / DEPUTY CHAIR / CHAIR	7/7, 12/12, 8/8,								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
										Master's Degree in Business Policy and			
Tamara Kozlovič	Member Committee member (Audit, HR, Business Operatio Development Committee)			resentative of sharehol Chair / Member	5/5 Attendance at committee meetings proportional to the total number of committee meetings	Woman	Slovenian	1978	Level of education 8	Organisation	Yes	No	no
	HR COMMITTEE / BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE			DEPUTY CHAIR / MEMBER / MEMBER	5/5,4/4,0/0								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	07.10.2013	27.04.2022	resentative of sharehol		Man	Slovenian	1959	Level of education 9	Doctor of Economic Sciences	Yes	No	no
					Attendance at								

mineetings neetings nal to t

	committee meetings
BUSINESS OPERATIONS COMMITTEE / STRATEGIC DEVELOPMENT COMMITTEE MEMBER / MEMBER 3/3, 0/0	0/0

ee, etc.)

Chair / Me

Rado Antolovič



											1 010 0		
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	rofessional profil	Independence under Article 23 of the Code (YES /NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	07.06.2022	ongoing	resentative of sharehol	7/7	Man	Slovenian	1965	Level of education 7	B. Eng. in Metallurgical Technologies; University Graduate in Economics	Yes	No	Member of the Supervisory Board of Zavarovalnica Triglav d. d.
Tomaž Benčina	Committee member (Audit, HR, Remuneratio	n Committee,	etc.)	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DE	VELOPMENT	OMMITTEE	MEMBER / MEMBER	4/4, 0/0								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	8.4.2009	ongoing	presentative of employ	12/12	Man	Slovenian	1969	Level of education 5	Electrical tech	Yes	No	no
Mladen Jovičič	Committee member (Audit, HR, Business Operatio Development Committee)	ns Committee	, Strategic	Chair / Member	Attendance at committee meetings proportional to the total number of			150					<u></u>
	BUSINESS OPERATIONS COMMITTEE / STRATEGIC DE	VELOPMENT	OMMITTEE	MEMBER / MEMBER	8/8, 0/0								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of Supervisory Board meetings	Gender	Citizenship	Year of birth	Education	Professional profil	Independence under Article 23 of the Code (YES /NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	12.9.2016	ongoing	presentative of employ	12/12	Man	Slovenian	1987	Level of education 6	Graduate in Economics	Yes	No	Municipality of Koper / Member of the Supervisory
Rok Parovel	Committee member (Audit, HR, Business Operatio Development Committee)		, Strategic	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	AUDIT COMMITTEE / STRATEGIC DEVELOPM	IENT COMMIT	TEE	MEMBER / MEMBER	12/12, 0/0								
Name and surname	Function (Chair, Deputy, SB Member)	First appointmen t to office	End of office / term of office	Representative of shareholders / employees	Attendance at Supervisory Board meetings proportional to the total number of	Gender	Citizenship	Year of birth	Education	Professional profil	Independence under Article 23 of the Code (YES / NO)	Existence of conflicts of interest in the financial year (YES / NO)	Membership in management or supervisory bodies of other companies
	Member	19.1.2020	ongoing	presentative of employ	11/12	Man	Slovenian	1972	Level 6/1	Logistics Engineer	Yes	No	No
Mehrudin Vuković	Committee member (Audit, HR, Remuneratio	n Committee,	etc.)	Chair / Member	Attendance at committee meetings proportional to the total number of committee meetings								
	HR COMMITTEE			MEMBER	4/5								
External committee memb	er (audit, HR, remuneration committee, etc.)												
	Name and surname	COMN	NITTEE	Attendance at committee meetings proportional to the total number of committee meetings	Gender	Citizenship	Education	Year of birth	Professional profile	Membership in management or supervisory bodies of unrelated companies			
		1			1					1			

11/12

Man

Slo

Level of

1977

Audit Committee

Simon Kolenc



4.1 Composition and Amount of Remuneration* of Management Board Members in the Financial Year 2022 (In EUR)

	Function (Chair, Member)	Fixed income - gross (1)	Variable in							
Name and surname			based on quantitative criteria	based on qualitative criteria	Total (2)	Deferred income (3) **	Severance pay (4)	Bonuses (5)***	Bonus clawback (6)	Total Gross (1+2+3+4+5-6)
Dimitrij Zadel	President of the Management Board from 29 Dec 2017	0.00	25,017.63	5,837.45	30,855.08	0.00	0.00	0.00	0.00	30,855.08
Metod Podkrižnik	Member of the Management Board from 29 Dec 2017	0.00	22,506.46	5,251.51	27,757.97	0.00	0.00	0.00	0.00	27,757.97
Irma Gubanec	Member of the Management Board from 29 Dec 2017	0.00	22,081.63	5,152.38	27,234.01	0.00	0.00	0.00	0.00	27,234.01
Vojko Rotar	Member of the Management Board - Worker Director	165,139.68	17,855.65	9,759.80	27,615.45	29,654.17	0.00	2,652.68	0.00	225,061.98
Robert Rožac	Member of the Management Board from 16 Nov 2021	163,293.62	1,611.76	376.08	1,987.84	0.00	0.00	5,053.14	0.00	170,334.60
Boštjan Napast	President of the Management Board since 3 Dec 2021	182,957.95	0.00	0.00	0.00	0.00	0.00	314.98	0.00	183,272.93
Nevenka Kržan	Member of the Management Board since 1 Jul 2022	69,991.84	0.00	0.00	0.00	0.00	0.00	131.14	0.00	70,122.98

The control of the management to the management

4.2 Composition and Amount of Remuneration* of Members of the Supervisory Board and its Committees in the Financial Year 2022

Name and surname	Function (Chair, Deputy, Member, External Member of the Committee)		Performance fee and allowance	s - gross annual (1)	Supervisory			
		Basic pay for holding the office		Additional payment for special tasks	Total (1)	Board and Committee attendance	Gross Total (1 + 2)	Travel expenses*
Franci Matoz	Chair since 2 Jul 2021	15,000.00	12,656.28	0.00	27,656.28	5,225.00	32,881.28	51.36
Nevenka Črešnar Pergar	Deputy Chair since 2 July 2021	15,000.00	9,000.00	0.00	24,000.00	9,757.00	33,757.00	1,058.13
Andrej Koprivec	Member since 2 Jul 2021	15,000.00	7,500.00	0.00	22,500.00	6,017.00	28,517.00	883.23
Božidar Godnjavec	Member since 2 Jul 2021	15,000.00	7,500.00	0.00	22,500.00	9,757.00	32,257.00	1,217.89
Rado Antolovič	Member from 10 Oct 2013 to 27 Apr 2022	6,083.33	3,041.67	0.00	9,125.00	2,695.00	11,820.00	0.00
Tamara Kozlovič	Member from 22 Aug 2019 to 12 Aug 2022	10,483.87	5,241.94	0.00	15,725.81	4,730.00	20,455.81	0.00
Tomaž Benčina	Member since 7 Jun 2022	7,000.00	2,036.29	0.00	9,036.29	2,475.00	11,511.29	637.53
Mladen Jovičič	Member since 8 Apr 2009	15,000.00	7,500.00	0.00	22,500.00	5,445.00	27,945.00	0.00
Mehrudin Vuković	Member since 19 Jan 2020	15,000.00	3,750.00	0.00	18,750.00	4,730.00	23,480.00	0.00
Rok Parovel	Member since 12 Sep 2016	15,000.00	7,500.00	0.00	22,500.00	6,017.00	28,517.00	0.00
Simon Kolenc	External Member since 12 Jul 2021		6,600.00	0.00	6,600.00	2,332.00	8,932.00	151.79

*gross amount