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

Pursuant to the provisions of Article 11, paragraph 1 of the Articles of Association of the company Luka Koper, d.d. and based on the provisions of Articles 296, 298 and 300 of the Companies Act, the management board hereby publishes the **consolidated text** of the agenda of the notice convening the 34th general meeting of shareholders of the company Luka Koper, d.d. as published on 13 May 2021 on the webpage of the Slovenian Business Register (AJPES) under publication number 79774.

### **34<sup>th</sup> General Meeting of Shareholders of LUKA KOPER, d.d.,**

which will be held on Tuesday, 29 June 2021, at 10 a.m. (10:00 CET) in Koper (Slovenia), in the St. Francis of Assisi Ceremonial and Entertainment Hall, Martinčev trg, where the participants can either participate in person, with the registration process starting at 9:30 a.m., or can take part in the general meeting remotely, with the support of electronic means, via the web portal <https://skupscine.ixtlan.si/lukakoper>, which will be open for registration and will enable access to the digital environment at 9 a.m., with the following

#### **Agenda:**

#### **1. Opening of the general meeting of shareholders and election of the working bodies;**

##### The proposed resolution:

Mr. Matjaž Dodič, supervisory board secretary, is appointed chairman of the general meeting of shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed vote counter. The general meeting of shareholders is attended by the notary public Ms. Nina Ferligoj from Koper.

#### **2. Presentation of the annual report for 2020 with auditor's opinion and the report of the supervisory board on the results of the 2020 annual report examination, information on the remuneration of the members of the company's management board, supervisory board and the directors of subsidiary companies in 2020;**

The general meeting of shareholders is notified of the company's annual report for the business year 2020 and with the written report of the supervisory board concerning the approval of the 2020 annual report.

The general meeting of shareholders is notified of the remuneration received by the members of the company's management board, supervisory boards and the directors of three largest subsidiary companies in 2020 to the extent presented, which is to be included in the minutes of the general meeting of shareholders.

#### **3. Appropriation of accumulated profit of the financial year 2020 and granting of discharge to the management and supervisory bodies;**

##### 3.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2020 to 30,637,829.48 euros is allocated as follows: the amount of 14,000,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.00 euro per ordinary share; the remaining portion of accumulated profit totalling 16,637,829.48 euros remains undistributed.

The dividend shall be paid out on 27.08.2021 to the shareholders who will be registered in the Central Register of Dematerialized Securities with the KDD as at 26.08.2021.

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**To item 3.1 of the agenda the proposal of the resolution of the shareholder VZMD – Vseslovensko združenje malih delničarjev (PanSlovenian Shareholders' Association) in accordance with the article 300 of ZGD-1:**

3.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2020 to 30,637,829.48 euros is allocated as follows: the amount of 14,000,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.40 euro per ordinary share; the remaining portion of accumulated profit totalling 11,037,829.48 EUR euros remains undistributed.

The dividend shall be paid out on 27.08.2021 to the shareholders who will be registered in the Central Register of Dematerialized Securities with the KDD as at 26.08.2021.

**To item 3.1 of the agenda the proposal of the resolution of the shareholder Slovenski državni holding, d.d. (Slovenian Sovereign Holding, d.d.) in accordance with the article 300 of ZGD-1:**

3.1 The proposed resolution on appropriation of accumulated profit:

Accumulated profit amounting as at 31 December 2020 to 30,637,829.48 euros is allocated as follows:

- a) A portion of the accumulated profit in the amount of 15,960,000.00 euros is allocated for the paying out of dividends in the gross amount of 1.14 euro per ordinary share
- b) the remaining portion of accumulated profit totalling 14,677,829.48 EUR euros remains undistributed.

The dividend shall be paid out on 27.08.2021 to the shareholders who will be registered in the Central Register of Dematerialized Securities with the KDD as at 26.08.2021.

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 2020.

**To item 3.2 of the agenda the proposal of the resolution of the shareholder Slovenski državni holding, d.d. (Slovenian Sovereign Holding, d.d.) in accordance with the article 300 of ZGD-1:**

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 2020.

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 2020.

**To item 3.3 of the agenda the proposal of the resolution of the shareholder Slovenski državni holding, d.d. (Slovenian Sovereign Holding, d.d.) in accordance with the article 300 of ZGD-1:**

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 2020.

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#### **4. Changes and amendments to the company's articles of association;**

The proposed resolution:

The general meeting of shareholders adopts the following changes and amendments to the company's articles of association:

A new indent shall be added to the second paragraph of Article 9 of the company's articles of association, which shall become indent 10 and shall read as follows:

"10. (tenth) Remuneration policy for members of the management board and supervisory board at consultative level,".

The current 10<sup>th</sup> indent shall become the 11<sup>th</sup> indent of the second paragraph of Article 9 of the company's articles of association."

A consolidated version of the articles of association shall be prepared by taking into account these changes and amendments.

#### **5. Adoption of a remuneration policy for the members of the management board and supervisory board;**

The proposed resolution:

The general meeting of shareholders approves the remuneration policy for the members of the management board and supervisory board of the company Luka Koper, d.d.

#### **6. Reaching of a settlement in the TTI case;**

The proposed resolution:

The general meeting of shareholders agrees to a settlement with the former members of the supervisory board in the TTI case whereby the former members of the supervisory board Marjan Bezjak, Orjano Ban, Boris Bradač, Olga Franca, Metod Mezek, Nebojša Topić, Marko Valentinčič and Bojan Zadel shall pay a total amount of 248,210.52 euros to the company.

#### **7. Reaching of a settlement in the Gašpar Gašpar Mišič Case;**

The proposed resolution:

The general meeting of shareholders agrees to a settlement with the former members of the supervisory board Alenka Žnidaršič Kranjc, Elen Twrdy, Andrej Šercer and Žiga Škerjanc and the insurance company WIENER STÄDTISCHE VERSICHERUNG AG Vienna Insurance Group, Vienna, WIENER STÄDTISCHE ZAVAROVALNICA, Branch Office Ljubljana, whereby the insurance company shall pay a total amount of 55,000.00 euros to the company.

#### **8. Information about the resolutions of the company's Works Council on the election of employee representatives to the supervisory board;**

The general meeting of shareholders takes note of the resolutions of the Works Council of Luka Koper, d.d. of 30 July 2020 and 8 March 2021 which indicate that the Works Council elected Rok Parovel as employee representative on the supervisory board for a period of four (4) years as of 13 September 2020 and Mladen Jovičić as of 8 April 2021.

The resolutions set out in this convocation of the general meeting of shareholders are proposed by the management board and supervisory board of the company.

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**The shareholder Slovenski državni holding, d.d. (Slovenian Sovereign Holding, d.d.) requested to amend the agenda with an additional item:**

**9. Election of the members of the supervisory board of Luka Koper, d.d.**

9.1 The General Meeting is informed that the term of office of the following five (5) members of the Supervisory Board expires on 1 July 2021: Antolović Rado, Ilić Uroš, Jelenc Milan, Lipolt Andraž and Nose Barbara.

9.2 The general meeting of shareholders appoints Andrej Koprivec as a member of the supervisory board, representative of the capital, for a term of office of four years, with effect from 2 July 2021.

9.3 The general meeting of shareholders appoints Božidar Godnjavec as a member of the supervisory board, representative of the capital, for a term of office of four years, with effect from 2 July 2021.

9.4 The general meeting of shareholders appoints Franci Matoz as a member of the supervisory board, representative of the capital, for a term of office of four years, with effect from 2 July 2021.

9.5 The general meeting of shareholders appoints Nevenka Črešnar Pergar as a member of the supervisory board, representative of the capital, for a term of office of four years, with effect from 2 July 2021.

9.6 The general meeting of shareholders appoints Rado Antolović as a member of the supervisory board, representative of the capital, for a term of office of four years, with effect from 2 July 2021.

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**Materials for the general meeting of shareholders**

The resolution proposals with explanations, as well as the request to amend the agenda, the counter-proposal of the shareholder SDH d.d. and counter-proposal of the shareholder VZMD and other materials for the general meeting are available for inspection by the shareholders at the company's secretariat, Vojkovo nabrežje 38, Koper, every working day from 9 a.m. to 12 a.m. from the date of publication of the general meeting notice until the date of the general meeting, and on the company's webpage [www.luka-kp.si](http://www.luka-kp.si), as well as on the stock exchange's electronic information system <http://seonet.ljse.si>, and on the webpage of AJ PES [www.ajpes.si](http://www.ajpes.si). Shareholders will receive additional information on the actual state of the proceedings and the content of the proposed settlements directly at the general meeting from the legal representative and the representatives of the company; a more detailed statement of grounds of the eligibility of the settlement, including the text of the settlement, will be made available to the shareholders at the company's headquarters 30 days prior to the general meeting, subject to the obligation of confidentiality of business secrets. Shareholders wishing to inspect the materials for the general meeting at the company's headquarters must, as a precautionary measure to prevent SARS-CoV-2 ("COVID-19"), make an appointment before visiting the company by calling + 386 (0)5 6656 739 (between 9 a.m. and 12 a.m. on any working day) or by sending an email to the e-mail address: [Skupscina@luka-kp.si](mailto:Skupscina@luka-kp.si)

In view of the request received from a qualified shareholder to amend the agenda of the 34th general meeting of shareholders with an additional agenda item concerning the election of members of the supervisory board, the need to convene an elective general meeting as defined in the notice convening the 34th general meeting of shareholders dated 13 May 2021, no longer exists.

## **Placing of additional items on the agenda**

Shareholders whose total interest accounts for one-twentieth of the subscribed capital may request in writing that an additional item be placed on the agenda. The request must be accompanied in writing by a proposed resolution to be decided upon by the general meeting of shareholders or, if the general meeting of shareholders will not adopt a resolution on an individual agenda item, an explanation of that item. Shareholders should send their request to amend the agenda to the company no later than 7 (seven) days after the date of publication of the general meeting convocation. The shareholders may send their request to place additional items on the agenda by post to the address: Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper, Slovenia or submit it via e-mail to [Skupscina@luka-kp.si](mailto:Skupscina@luka-kp.si)

## **Shareholders' proposals**

Pursuant to Article 300, paragraph 1, and Article 301 of the Companies Act (ZGD-1), the shareholders may submit in writing the resolution proposals to each item of the agenda. The management board will publish the shareholders' proposals in the same manner the notice of convening the general meeting of shareholders is published, providing that the proposals will meet the following conditions:

- they will be submitted to the company within seven days following the publication of the notice of convening the general meeting of shareholders,
- they will be reasonably justified,
- the shareholder submitting them will inform the company of its intention to object to the proposal of the management board or supervisory board at the general meeting of shareholders and that it will call on other shareholders to vote in favour of its proposal.

The shareholders may submit their resolution proposals and electoral proposals to the Company to the address Luka Koper d.d., Vojkovo nabrežje 38, 6000 Koper or via e-mail to [Skupscina@luka-kp.si](mailto:Skupscina@luka-kp.si)

## **Right to be informed**

At the general meeting of shareholders, the shareholders can exercise their right to be informed as ensues from first paragraph of Article 305 of the Companies Act (ZGD-1). Comprehensive information on shareholder's right to be informed as ensues from first paragraph of Article 298 of the Companies Act (ZGD-1) and from first paragraph of Article 300, Article 301 and Article 305 of the Companies Act (ZGD-1) is available online at [www.luka-kp.si](http://www.luka-kp.si) .

## **Participation at the general meeting of shareholders and voting right**

The right to attend and vote at the general meeting of shareholders may be exercised only by those shareholders who are registered as holders of shares in the Central Register of Book-entry Securities with the KDD – Central Clearing and Depository Company, d.d. at the end of the seventh day prior to the general meeting (the cut-off date) and who register their attendance at the general meeting with the company's management board by no later than the end of the fourth day prior to the general meeting by means of a written application. Applications shall be deemed to be in time if they reach the company's headquarters not later than the fourth day before the general meeting.

In their registration form, private shareholders (natural persons) must state their date of birth and address or other personal information by way of each that shareholder may unambiguously be identified, whereas legal entities must provide their registration number and address. Filled-in registration forms have to be sent by the shareholders to the address: Luka Koper, d.d., Vojkovo nabrežje 38, 6000 Koper, Slovenia, or to the e-mail address: [Skupscina@luka-kp.si](mailto:Skupscina@luka-kp.si)

Any shareholder's representative (i.e. proxy) can participate and vote at the general meeting of shareholders on the basis of a written authorization which has to be granted to him/her by the

shareholder. The authorization has to be produced not later than on the day of the general meeting of shareholders, prior to its commencement. The authorization shall be kept by the company. The registration form and the authorization form are available online at the company's webpage [www.luka-kp.si](http://www.luka-kp.si)

### **Electronic general meeting of shareholders**

Shareholders may attend the general meeting either physically at the place of the general meeting, or without physical presence, by electronic means. The electronic general meeting will be conducted by transmitting the image and audio of the entire general meeting in real time via the web portal or digital environment for the conducting of the electronic general meeting, and shareholders will be able to exercise their right to attend and vote and other rights at the electronic general meeting in accordance with the Rules of Procedure for Attendance and Voting at the Electronic General Meeting of Luka Koper, d.d., which are published on the webpage <http://luka-kp.si/slo/pravilnik-za-e-skupscino> and are attached to this convocation. In the event of technical problems on the web portal where the electronic general meeting is being held, suspected misuse of data, or loss of PIN number, the shareholders may call the following numbers for assistance: + 386 (0)1 300 38 80, + 386 (0)40 665 600, + 386 (0)41 747 182.

### **Recording of the general meeting of shareholders**

In order to carry out the electronic general meeting of shareholders, the general meeting will be recorded for the purpose of real-time audio and video transmission. The audio and video material of the general meeting will serve for real-time transmission only and will not be stored. There is a possibility that the recording may involve a shareholder, his/her proxy or representative.

### **Quorum at the general meeting of shareholders**

Should a quorum not be present at the proposed time of the general meeting of shareholders because less than 30 percent of shareholders with voting right are present at the meeting, the general meeting of shareholders shall be adjourned and resumed one hour later on the same day, i.e. on 29 June 2021 at 11.00 a.m. (11:00 CET) in the same conference room. In such a case, the general meeting of shareholders shall be deemed to have a quorum and shall be able to pass valid resolutions regardless of the share capital represented (third paragraph, Article 11 of the Articles of Association of the company Luka Koper, d.d.).

### **Additional Notification**

Shareholders and their proxies are kindly requested to come to the conference room where the general meeting of shareholders will take place at least 30 minutes before the commencement of the meeting in order to collect the voting devices. The conference room shall be open one hour prior to the commencement of the meeting.

Dimitrij Zadel  
President of the Management Board

Irma Gubanec, MSc.  
Member of the Management Board

Uroš Ilić, MSc.  
President of the Supervisory Board