

Pursuant to the provision of the First Paragraph, Article 10 of Luka Koper d.d. Statute and compliant with the Fourth Paragraph, Article 298 of the Companies Act RS, based on the request to supplement the Agenda of the General Assembly meeting in due time, the convener herein publishes the clean copy of the Agenda for

27th General Assembly of LUKA KOPER d.d. shareholders

**that will be held at 1 p.m. on 1st July 2016
in the Plenary Hall of the Primorska Chamber of Commerce and Industry,
Ferrarska Ulica 2, Koper, Slovenia**

Agenda:

1. Opening of the General Assembly and constitution of a quorum

Proposal of a resolution:

It shall be established that the Assembly is a quorum.

2. The election of the General Assembly's working bodies

Proposal of a Resolution:

Mr. Stojan Zdolšek of Ljubljana is elected President of the General Assembly; appointment of *IXTLAN Forum d.o.o.*, Ljubljana, as vote counters.

The General Assembly meeting shall also attended by the notary public Ms Nana Povšič Ružič.

3. Presentation of the 2015 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion and the Supervisory Board's report on the review of the 2015 Annual Report of Luka Koper d.d. and the Luka Koper Group

Proposal of a resolution:

The General Assembly shall be presented with the 2015 Annual Report of Luka Koper d.d. and the Luka Koper Group, together with the auditor's opinion and the Supervisory Board's report on its review of the 2015 Annual Report of Luka Koper d.d. and the Luka Koper Group.

The General Assembly shall be introduced to the remunerations of Management and Supervisory Board members, which are listed on pages 192 to 194 of the Annual Report.

4. Proposal as to the allocation of distributable profit for 2015, as well as endorsement of the Management and Supervisory Boards for their work in 2015

Proposals of resolutions:

4.1

The General Assembly is informed that distributable profit for 2015 amounts to € 15,880,814.24.

The General Assembly shall endorse the following proposal regarding the allocation of distributable profit which, as of 31st December 2015, amounted to € 15,880,814.24:

- a portion of distributable profit in the amount of € 9,520,000.00 shall be disbursed as dividends to shareholders in the gross value of € 0.68 per ordinary share;
- the remaining portion of distributable profit amounting to € 6,360,814.24 shall remain undistributed.

The dividend shall be remunerated to shareholders registered in the Luka Koper d.d. share register on the second day following the General Assembly meeting which decides upon the allocation of distributable profit. Dividends will be disbursed to shareholders within 60 days of the General Assembly meeting.

4.2

As to their work in 2015, the General Assembly shall endorse the following members of the Management Board:

- Dragomir Matić, Management Board President,
- Andraž Novak, Management Board Member,
- Jože Jaklin, who performed the function of the Management Board Member responsible for finance and accounting until 2nd January 2015,
- Tine Svoljšak, who performed the function of the Management Board Member responsible for finance and accounting from 1st February 2015 to 30th June 2015,
- Irena Vincek, who has performed the function of the Management Board Member responsible for finance and accounting since 21st August 2015,
- Matjaž Stare, who performed the function of the Management Board Member - Workers Director until 17th October 2015,
- Stojan Čepar, who performed the function of the Management Board Member - Workers Director since 30th November 2015.

4.3.

As to their work in 2015, the General Assembly shall endorse the following members of the Supervisory Board:

- Dr Alenka Žnidaršič Kranjc; Dr Elen Twrdy; Capt. Rado Antolovič, MBA; Andrej Šercer, MSc; Žiga Škerjanc; Mladen Jovičič; Nebojša Topič, MSc.
- Sabina Mozetič from 1st January 2015 to 12th July 2015, and from 21st August 2015 to 31st December 2015,
- Stojan Čepar from 1st January 2015 to 31st November 2015.

5. Appointment of external auditor for financial 2016

Proposal of a resolution:

The auditors *KPMG Slovenija, podjetje za revidiranje d.o.o.*, shall be appointed as external auditor for financial 2016.

6. Amendment of the Company's Statute

Proposal of a resolution:

The provision of Item 14, first paragraph, Article 20 of the company's Statute shall be amended so that it reads as follow:

"14. (fourteen) grant prior consent to the Management Board to purchases and disposals of fixed assets, purchases and disposals of financial investments, and raising and granting loans:

- purchase or disposal of fixed assets in excess of € 400,000 (four hundred thousand EUR) unless such transactions are comprised in the Company's business plan,
- purchase and disposal of financial investments and granting loans in the excess of 5 (five) % of the Company's share capital,
- raising loans when the principal exceeds 20 (twenty) % of the Company's share capital.

If a particular event, project or investment is comprised in the Company's business plan, a transaction or transactions for its realisation shall be deemed authorised. The Supervisory Board's consent shall not be required to intra-group transactions within the Luka Koper Group companies. "

Taking into consideration these amendments to the company Statute, its revised consolidated text shall be republished.

7. Information on the Workers Council appointment of the employee representative to the Supervisory Board

Proposal of a resolution:

The General Assembly shall be informed on the decision of Luka Koper's Workers Council as of 18th January 2016 that the Workers Council appointed Marko Grabljevec the employee representative in the Supervisory Board for a four-year term commencing on 18th January 2016.

8. Dismissal of the company's Supervisory Board members

Proposal of a resolution:

Dr. Alenka Žnidaršič Kranjc, Dr. Elen Twrdy and Andrej Šercer, MA, shall be dismissed from the function of the Supervisory Board member.

9. Appointment of the Supervisory Board members

Proposal of resolutions:

9.1. The General Assembly shall appoint Dr. Jürgen Sorgenfrei, Seevetal (Germany) the member of Luka Koper d.d. Supervisory Board for a four-year term.

9.2. The General Assembly shall appoint Mr Klemen Boštjančič, Ljubljana (Slovenia) the member of Luka Koper d.d. Supervisory Board for a four-year term.

9.3. The General Assembly shall appoint Andraž Lipolt, MA, Ljubljana (Slovenia) the member of Luka Koper d.d. Supervisory Board for a four-year term.

Materials for the General Assembly

Materials for the General Assembly including Annual Report for 2015, a proposal of consolidated text of the company's Statute, Workers Council decision as well as proposed resolutions together with explanations, shall be available to shareholders daily between 9 am and 12 midday at the company's headquarters at Vojkovo Nabrežje 38, Koper, Slovenia, from the calling of the General Assembly to the actual day of the Assembly meeting; they are also available online via the company's website www.luka-kp.si, electronic information system of the Ljubljana Stock Exchange <http://seonet.ljse.si> and AJPES website www.ajpes.si.

Additional Agenda Items

Those shareholders whose joint holdings amount to one-twentieth of the company's share capital may, not later than within seven days of the call for the General Assembly, request in writing that additional items are put on the Agenda, together with proposals for Assembly resolutions, as well as provide explanation or commentary in relation to an Agenda item. Any such requests should be sent to *Luka Koper d.d.*, Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

Proposals by Shareholders

Pursuant to first paragraph of Article 300 and Article 301 of the Companies Act RS, shareholders may in writing submit counter-proposals to the resolutions itemised on the agenda. The Management Board will in the same manner as this call publish shareholders' counter-proposals that will fulfil the following criteria:

- they will be submitted to the company within seven days of the call for the General Assembly,
- they will be reasoned and well-grounded,
- the shareholder will thereby inform to object the Management or Supervisory Boards' proposal and make other shareholders vote for their counter-proposal.

Compliant with the provisions of Article 301 of the Companies Act RS, voting proposals need not be substantiated.

Shareholders should sent any counter-proposals to the resolutions and voting proposals to *Luka Koper d.d.*, Vojkovo Nabrežje 38, 6501 Koper, or to the email address uprava@luka-kp.si.

Right to Be Informed

In accordance with Article 305 of the Companies Act RS, any shareholder may exercise their right to be informed at the General Assembly meeting. Detailed information on shareholder rights pursuant to first paragraph of Article 298 of the Companies Act RS is available online at www.luka-kp.si.

Participation at the General Assembly and Voting Right

The right to participate and vote at the General Assembly meeting can be exercised by the shareholders entered in the company's register of shareholders, administered by the *Central Securities Clearing Corporation Inc. (Klirinško Depotna Družba d.d. - KDD)*, Ljubljana, by the

end of the fourth day prior to the General Assembly meeting and who announce their attendance at the Assembly, in writing, not later than by the end of the fourth day prior to the meeting (the cut-off day), i.e. 27th June 2016, to the company's Management Board.

In their announcement, private shareholders (natural persons) must state their date of birth and address or other personal information by way of which that shareholder may unambiguously be identified, whereas legal entities should provide their registration number and address. Written announcements should be sent to Luka Koper d.d. at Vojkovo Nabrežje 38, 6501 Koper, Slovenia, or to the email address uprava@luka-kp.si.

Any representative of a shareholder can exercise their right to participate and vote on the basis of a written authorization as to their mandate (or proxy) which should be produced at the latest at the Assembly meeting but before the meeting actually commences. The authorisations shall be kept by the company.

The form of participation at the General Assembly meeting and the form for written authorization are available online via the company's website www.luka-kp.si.

General Assembly Quorum

If the General Assembly fails to form a quorum at the time convened because less than 30% shareholders holding voting right participate at the meeting, it shall be reconvened at a later hour of that same day, i.e. 1st July 2016 at 2 pm in the same hall. The General Assembly shall then be able to pass valid resolutions regardless of the level of share capital represented (third paragraph, Article 11 of Luka Koper Statute).

Additional Note

Shareholders and their representatives are kindly asked to come to the hall where the General Assembly will take place at least 30 minutes before the commencement of the meeting in order to take voting machines. The plenary hall shall be open one hour prior to the commencement of the meeting.

Dr Alenka Žnidaršič Kranjc
Supervisory Board President

Dragomir Matić
Management Board President

Andraž Novak
Management Board Member