

In accordance with the provisions of the Ljubljana Stock Exchange Rules and the applicable legislation, the Company's management board herewith announces the resolutions adopted at the 38th General Meeting of Shareholders of LUKA KOPER, d.d. held on 27 June 2024.

Resolutions of the 38th General Meeting of Shareholders

Out of the total of 14,000,000 Company's shares, there were 10,656,311 ordinary no-par value shares present at the General Meeting of Shareholders, corresponding to 76.15 % of shares with voting rights. Each no-par value share corresponds to 1 vote. It was stated that pursuant to third paragraph, Article 11 of the Company's Articles of Association, there was a quorum at the General Meeting of Shareholders which is required to adopt the resolutions.

The proportion of voting rights of the five major shareholders present at the General Meeting of Shareholders expressed in relation to all shares with voting rights was 72.49 %.

	No. of votes	%
Republic of Slovenia	7.140.000	51,02 %
SDH, d. d. (Slovenian Sovereign Holding)	1.557.857	11,13 %
Kapitalska družba, d. d.	696.579	4,98 %
Municipality of Koper	439.159	3,14 %
OTP Banka d. d. - client account	309.799	2,21 %
Total	10.143.666	72,49 %

1. Opening of the General Meeting of Shareholders and election of the working bodies;

The proposed resolution:

Mr. Stojan Zdolšek, attorney-at-law from Ljubljana, is appointed Chairman of the General Meeting of Shareholders and IXTLAN Forum, d.o.o., Ljubljana is appointed Vote Counter. The General Meeting of Shareholders is attended by the Notary Public Ms. Nina Ferligoj from Koper.

IN FAVOUR OF (FOR) the proposed resolution	10.411.789
AGAINST the proposed resolution	0
ABSTAINED	200

2. Presentation of the Annual Report for 2023 with auditor's opinion and the report of the supervisory board on the results of the 2023 Annual Report examination; report on the remuneration of the members of the company's management and supervisory bodies in 2023;

The general meeting of shareholders is notified of the Company's annual report for the business year 2023 and with the written report of the supervisory board concerning the approval of the 2023 annual report.

The proposed resolution:

The General Meeting of Shareholders approves the Report on the remuneration of the members of the company's management and supervisory bodies in 2023.

IN FAVOUR OF (FOR) the proposed resolution	10.651.572
AGAINST the proposed resolution	4.539
ABSTAINED	200

3. Appropriation of distributable profit of the financial year 2023 and granting of discharge to the management and supervisory bodies;

3.1. The proposed resolution on appropriation of distributable profit:

A part of distributable profit amounting as at 31 December 2023 to EUR 43,878,553.17 is allocated as follows: the amount of EUR 28,000,000.00 is allocated for the paying out of dividends in the gross amount of EUR 2.00 (two euros) per ordinary share; the remaining portion of distributable profit totalling EUR 15,878,553.17 remains undistributed.

The Company shall pay out dividends on 30 August 2024 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as of the end of 29 August 2024.

IN FAVOUR OF (FOR) the proposed resolution	10.656.311
AGAINST the proposed resolution	0
ABSTAINED	0

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 2023.

IN FAVOUR OF (FOR) the proposed resolution	10.655.157
AGAINST the proposed resolution	272
ABSTAINED	882

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 2023.

IN FAVOUR OF (FOR) the proposed resolution	10.651.327
AGAINST the proposed resolution	4.984
ABSTAINED	0

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:

The provision of Article 10, paragraph 1 of the existing Articles of Association shall be amended and shall read as follows:

The General Meeting shall be convened by the Management Board in cases stipulated by the law and these Articles of Association, and when that is beneficial or convenient for the Company, however, no less than once per year. The notice of convening shall be published no later than 30 (thirty) days before the General Meeting is to be held on the website of AJPES (Agency of the Republic of Slovenia for Public Legal Records and Related Services), on the Company's website and by other means if required by the regulations binding the Company.

The provision of Article 10 a of the existing Articles of Association shall become the provision of Article 11 of the amended Articles of Association.

The provision of Article 11 of the existing Articles of Association shall become the provision of Article 12 of the amended Articles of association.

The provision of the Article 12 of the existing Articles of Association, which shall become the provision of Article 13, shall be amended and shall read:

Holders of shares or their proxy holders and the members of the Supervisory Board and Management Board are entitled to take part in the General Meeting.

Only holders of shares or their proxies are vested with the voting right.

The provision of Article 13 of the existing Articles of Association shall become the provision of Article 14 of the amended Articles of association.

The provision of Article 13, paragraph 1 of the existing Articles of Association shall become the provision of Article 14, paragraph 1 and shall read:

Shareholders who are registered as holders of shares in the share register kept with the KDD at the end of the seventh day preceding the General Meeting are entitled to attend the General Meeting. If an intermediary other than the ultimate shareholder is entered in the share register as a holder of shares, the shareholder may exercise the right to vote at the general meeting on the basis of proof of who the ultimate shareholder is on the cut-off date. The right to attend the General Meeting and to exercise the right to vote may be exercised only by shareholders who register their attendance at the General Meeting of the Company with the Company's Management Board not later than the end of the fourth day preceding the General Meeting.

The provision of Article 13, paragraph 2 of the existing Articles of Association shall become the provision of Article 14, paragraph 2 and shall read:

Shareholders' proxies may exercise their participation and voting rights by written proxy, which must be deposited by the shareholders with the Company's Management Board at least on the day of the General Meeting but before the beginning of the General Meeting and shall be kept with the Company. Any proxy subsequently issued by a shareholder shall invalidate the previous proxy. The Company will treat as valid the last signed and dated proxy of the same shareholder.

The provision of Article 13, paragraph 3 of the existing Articles of Association shall be deleted.

The provision of Article 13 of the existing Articles of Association which shall now become the provision of Article 14, shall be amended to include a new paragraph 3 which shall read:

Notwithstanding the preceding paragraph, shareholders may also appoint a proxy to represent them at the General Meeting by electronic means. The form of proxy for the exercise of voting rights by proxy is available on the Company's website. The proxy may be sent to the Company by e-mail to the address to be specified by the Company in each notice of the General Meeting, in scanned form as an attachment, and must contain the handwritten signature of the natural person and, in the case of

legal persons, the handwritten signature of the proxy and the stamp or seal of the legal person, if applied. The Company shall have the right to verify the identity of the shareholder or proxy who transmits the proxy by e-mail and the authenticity of his/her signature.

The provision of Article 14 of the existing Articles of Association shall become the provision of Article 15 of the amended Articles of Association.

The provision of Article 15 of the existing Articles of Association shall become the provision of Article 16 of the amended Articles of Association.

The provision of Article 16 of the existing Articles of Association shall become the provision of Article 17 of the amended Articles of Association.

The provision of Article 17 of the existing Articles of Association shall become the provision of Article 18 of the amended Articles of Association.

The provision of Article 18 of the existing Articles of Association shall become the provision of Article 19 of the amended Articles of Association.

The provision of Article 19 of the existing Articles of Association shall become the provision of Article 20 of the amended Articles of Association.

The provision of Article 19, paragraph 4 which shall now become Article 20, paragraph 4, shall be amended and shall read:

A member of the Supervisory Board shall not participate in the decision-making on matters concerning him/her and a member of his/her immediate family and shall not be taken into account in determining the majority required for a quorum.

The provision of Article 20 of the existing Articles of Association which shall now become the provision of Article 21 of the Articles of Association, shall be amended and shall read:

The Supervisory Board is competent to:

1. (first) supervise the Company operations,
2. (second) examine and inspect the Company's books and documentation, cash in hand, securities deposited, inventories of goods and other things relevant for the Company's operation,
3. (third) convene the General Meeting,
4. (fourth) examine and approve the annual report and the proposal for the appropriation of the distributable profit, draw up a written report to the General Meeting on the results of the examination and take a position on the auditor's report,
5. (fifth) deal with, and adopt the reports of the Management Board, decide on the requirements for the submission of reports,
6. (sixth) appoint and discharge the Company's Management Board,
7. (seventh) decide on the receipts (remuneration) by the Management Board,
8. (eighth) examine the implementation of resolutions taken by the General Meeting and other corporate bodies,
9. (ninth) inform the corporate bodies and shareholders on the Supervisory Board's positions and proposals,
10. (tenth) approve the contracts between a Supervisory Board member and the Company,
11. (eleventh) appoint the corporate bodies in accordance with the law,
12. (twelfth) propose to the General Meeting to adopt a resolution on participation of Management Board in a part of the profit for appropriation,
13. (thirteenth) grant approval to the strategy or strategic plan and to the business plan of the Company,

14. (fourteenth) grant consent to appointment, recall and remuneration of the Head of Internal Auditing Department and to annual work programme of said Department, and of the Corporate Integrity and Compliance Officer,
15. (fifteenth) give consent to the Management Board for granting the power of procuration (i.e. the general commercial power of attorney),
16. (sixteenth) submit proposal to the General Meeting for the appointment of Company auditor,
17. (seventeenth) grant consent to the Management Board to conclude the following types of business:
 - acquisition, disposal of enterprises or parts of enterprises when the value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - formation or closing down of companies, acquisition, disposal and encumbrance of business interests in the companies, formation or closing down of branches when the value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - acquisition, disposal, encumbrance or other operations with fixed assets when the value of such legal transactions exceeds EUR 1,000,000.00 (one million 00/100 euros). The Supervisory Board's consent is not required if the specific transaction was planned in the annual business plan approved by the company's Supervisory Board and if the actual value of the transaction does not exceed the value planned in the business plan by more than 20%,
 - acquisition of long-term operating liabilities in the amount exceeding EUR 1,000,000.00 (one million 00/100 euros),
 - long-term rental or letting of assets with a value exceeding EUR 1,000,000.00 (one million 00/100 euro), where the value of the transaction shall be deemed to be the sum of all rental payments under the rental agreement,
 - granting loans and credits the principal amount of which exceeds EUR 1,000,000.00 (one million 00/100 euros),
 - raising loans and credits in the amount exceeding EUR 5,000,000.00 (five million 00/100 euros),
 - granting collaterals, warranties and guarantees in the amount exceeding EUR 1,000,000.00 (one million 00/100 euros),
 - acquisition, disposal and encumbrance of securities where the amount of transaction exceeds EUR 1,000,000.00 (one million 00/100 euros) or where the aggregate amount of transactions in an individual type of securities exceeds EUR 1,000,000.00 (one million 00/100 euros) in an individual financial year, whereby consent is not required for the acquisition and disposal of government securities of EU countries with the highest credit rating and of European international financial institutions in accordance with Article 10 of the Market in Financial Instruments Act (ZTFI-1), and of money market funds,
 - out-of court and in-court settlements, waivers of claims in court proceedings and withdrawals of actions for amounts exceeding EUR 1,000,000.00 (one million 00/100 euros).
18. (eighteenth) decide on an interim dividend pay-out proposed by the Management Board,
19. (nineteenth) grant approval to any amendments to business transactions for which the law, Articles of Association or any resolution of the Supervisory Board requires the approval from the Supervisory Board,
20. (twentieth) decide on all other issues under these Articles of Association and the law, as well as on the issues not falling into competence of other corporate bodies.

If the Supervisory Board finds that any of the transactions referred to in this Article are regularly recurring in the ordinary course of the Company's business, it may authorise such transactions by a systemic resolution limited in time.

The Management Board and professional service departments of the Company shall submit to Supervisory Board all the required documents and allow inspecting the operations at any time.

At any time, an individual Supervisory Board member may request the Management Board to arrange with the professional service departments or individual officers of the Company to furnish the Supervisory Board with all the data and information underlying for an effective implementation of supervisory function.

The provision of Article 21 of the existing Articles of Association shall be deleted.

The provision of Article 22, paragraph 4 of the existing Articles of Association shall be amended and shall from now on read:

If the meeting is requested by a Supervisory Board member or by the Management Board, the mover shall indicate the purpose and reasons for the meeting, and the Supervisory Board Chairman shall call the meeting immediately, in 24 hours after receiving a complete request. The meeting shall be held in two weeks' time after the request to call a meeting has been received.

The provision of Article 23 of the existing Articles of Association shall be amended and shall from now on read:

Minutes shall be taken in the meetings of the Supervisory Board, and shall be signed by the Chairman. The minutes shall be delivered to the members of the Supervisory Board, who may comment on them within 8 (eight) days of receipt. The minutes shall be approved by the Supervisory Board in its next meeting.

The provision of Article 24 of the existing Articles of Association shall be amended and shall from now on read:

The Chairman of the Supervisory Board represents the Company *vis a vis* the Management Board, and he represents the Supervisory Board *vis a vis* the bodies of the Company and the third parties, unless otherwise stipulated by the Supervisory Board. The Chairman of the Supervisory Board shall represent the Company also in other cases provided by the law.

The provision of Article 29 a of the existing Articles of Association shall become the provision of Article 30 of the amended Articles of Association.

The provision of Article 30 of the existing Articles of Association shall become the provision of Article 31 of the amended Articles of Association.

The provision of Article 31 of the existing Articles of Association shall become the provision of Article 32 of the amended Articles of Association.

The provision of Article 31 of the existing Articles of Association which shall now become Article 32 of the amended Articles of Association, shall include the following new paragraph 2 with the following wording:

In the event of absence or non-attendance due to other engagements of the President of the Management Board, he/she shall be replaced by a member of the Management Board designated by the President of the Management Board, failing which, the Management Board shall adopt a resolution designating the member of the Management Board who shall replace the President of the Management Board.

The provision of Article 32 of the existing Articles of Association shall become the provision of Article 33 of the amended Articles of Association.

The provision of Article 33 of the existing Articles of Association shall become the provision of Article 34 of the amended Articles of Association.

The provision of Article 34 of the existing Articles of Association shall become the provision of Article 35 of the amended Articles of Association.

The provision of Article 34 of the existing Articles of Association which shall now become Article 35, shall be amended and shall read:

The Company's Management Board and members of the Supervisory Board shall not, during their term of office with the Company, participate as members of a management or supervisory body, or as partners or procuration holders of the company, or as employees or founders of any other company, or as an individual entrepreneur engaged in an activity which is or may be in competition with the Company's principal activity, except within the Company's group.

The prohibition referred to in the preceding paragraph shall continue to apply to members of the Management Board for two years after the termination of their term of office in the cases provided for in the Companies Act, which shall also be regulated in the contracts concluded with the members of the Management Board on commencing their term of office. The Supervisory Board may unilaterally waive the enforcement of the non-competition obligation upon the termination of the term of office of a member of the Management Board.

In the event of a breach of the non-competition obligation under this Article, the Company shall be entitled to enforce sanctions against the offenders in accordance with the provisions of law.

The provision of Article 35 of the existing Articles of Association shall become the provision of Article 36 of the amended Articles of Association.

The provision of Article 36 of the existing Articles of Association shall become the provision of Article 37 of the amended Articles of Association.

The provision of Article 37 of the existing Articles of Association shall become the provision of Article 38 of the amended Articles of Association.

The provision of Article 38 of the existing Articles of Association shall become the provision of Article 39 of the amended Articles of Association.

The provision of Article 39 of the existing Articles of Association shall become the provision of Article 40 of the amended Articles of Association.

The provision of Article 40 of the existing Articles of Association shall become the provision of Article 41 of the amended Articles of Association.

The provision of Article 41 of the existing Articles of Association shall become the provision of Article 42 of the amended Articles of Association.

The provision of Article 42 of the existing Articles of Association shall become the provision of Article 43 of the amended Articles of Association.

The provision of Article 43 of the existing Articles of Association shall become the provision of Article 44 of the amended Articles of Association.

The provision of Article 44 of the existing Articles of Association shall become the provision of Article 45 of the amended Articles of Association.

The provision of Article 44, paragraph 1, which shall become Article 45, paragraph 1 of the Articles of Association, shall be amended and shall read:

After the end of the financial year, the Management Board may pay an interim dividend in respect of the projected distributable profit in accordance with the law.

The provision of Article 45 of the existing Articles of Association shall become the provision of Article 46 of the amended Articles of Association.

A new section IX. entitled »Trade secrets« shall be included.

A new Article 47 of the Articles of Association shall be included, with the following wording:

The Company determines that all documents and information which it is evident that the Company would suffer significant damage if they were to come to the knowledge of an unauthorised person, and in particular those which are designated as such in a special act of the Company, or which are identified or designated as such by a resolution of the bodies of the Company, shall be deemed to be trade secrets.

The existing section IX. entitled »General, transitional and final provisions« shall become section X.

The provision of Article 46 of the existing Articles of Association shall become the provision of Article 48 of the amended Articles of Association.

The existing section X. entitled »Amendments to the Articles of Association« shall become section XI.

The provision of Article 47 of the existing Articles of Association shall become the provision of Article 49 of the amended Articles of Association.

The provision of Article 48 of the existing Articles of Association shall become the provision of Article 50 of the amended Articles of Association.

The existing section XI. entitled »The term of the Company, and termination« shall become section XII.

The provision of Article 49 of the existing Articles of Association shall become the provision of Article 51 of the amended Articles of Association.

The provision of Article 50 of the existing Articles of Association shall become the provision of Article 52 of the amended Articles of Association.

The provision of section XII. entitled »Term of these Articles of Association« shall become section XIII.

The provision of Article 51 of the existing Articles of Association shall become the provision of Article 53 of the amended Articles of Association.

The provision of Article 51, paragraph 3 of the existing Articles of Association shall be deleted.

Taking into account the changes and amendments to the Company's Articles of Association, a consolidated text of the Articles of Association shall be drawn up.

IN FAVOUR OF (FOR) the proposed resolution	10.211.696
AGAINST the proposed resolution	200
ABSTAINED	444.415

5. Determination of the remuneration and attendance fees of the members of Supervisory Board and Supervisory Board Committees

The proposed resolution for the determination of the remuneration and sitting fees of the members of the Supervisory Board and members of the Supervisory Board Committees:

1. Members of the Supervisory Board shall receive an attendance fee for attending a Supervisory Board meeting which shall amount to EUR 360 gross per Supervisory Board member. Each member of the Supervisory Board Committee shall receive an attendance fee for attending the Committee meeting in the amount of 80% of the Supervisory Board attendance fee. The attendance fee for a correspondence meeting shall be 80% of the attendance fee otherwise payable. Notwithstanding the foregoing, and therefore irrespective of the number of meetings attended, each member of the Supervisory Board shall be entitled to the payment of attendance fees in each financial year until the total amount of attendance fees reaches 50% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis. Notwithstanding the foregoing, and therefore irrespective of the number of Supervisory Board meetings and Supervisory Board Committees attended, an individual member of the Supervisory Board who is a member of a Supervisory Board Committee(s) shall be entitled to the payment of an attendance fee in each financial year until the total amount of the attendance fees arising from attendance at Supervisory Board meetings and Supervisory Board Committees reaches 75% of the basic remuneration for the performance of the duties of a member of the Supervisory Board on an annual basis.
2. In addition to the attendance fees, the members of the Supervisory Board shall receive a basic remuneration for the performance of their duties of EUR 21,000 gross per member per year. The Chairman of the Supervisory Board shall also be entitled to a supplement of 50% of the basic remuneration for the performance of his/her duties as a member of the Supervisory Board and the Vice-Chairman/Deputy Chairman of the Supervisory Board to a supplement of 10% of the basic remuneration for the performance of his/her duties as a member of the Supervisory Board.

Members of Supervisory Board Committee(s) shall receive an additional payment for the performance of their duties, which, for each committee member, shall amount to 25% of the basic remuneration for the performance of duties as a Supervisory Board member. The Chairman of the Supervisory Board Committee shall be entitled to an additional payment for the performance of his/her duties equal to 37.5% of the basic remuneration for the office of a Supervisory Board member. Notwithstanding the above, and therefore irrespective of the number of committees of which he/she is a member or chairs, each member of a Supervisory Board Committee shall be entitled to receive an additional payment in each financial year until the total amount of such additional payments reaches 50% of the basic remuneration for the performance of Supervisory Board member duties on an annual basis. If the term of office of a member of the Supervisory Board is less than one financial year and he/she is also a member of a Supervisory Board committee, he/she shall, notwithstanding the foregoing and therefore irrespective of the number of committees of which he/she is a member or chairs, be entitled to an additional payment for the performance of his/her duties during the financial year, until the aggregate amount of such additional payments reaches 50% of the basic remuneration for the office of the Supervisory Board member in question in respect of the period of time during which his/her term of office was completed and in respect of the financial year in question.

3. In addition to the above, members of the Supervisory Board shall also be entitled to an additional payment for special tasks. Special tasks of a member of the Supervisory Board are those which involve the actual performance of unusual tasks of above-average complexity over a prolonged period of time, normally lasting at least one month. The Supervisory Board is hereby authorised to decide, with the consent of each member of the Supervisory Board, on the assignment of special tasks to each member of the Supervisory Board, the duration of the special tasks and the additional payment for special tasks in accordance with this resolution of the General Meeting. The Supervisory Board is hereby authorised to decide on additional payments for special tasks of Supervisory Board members due to the objective circumstances of the Company. Additional payments for special tasks shall be permissible only for the period during which the special tasks are actually performed, which the Supervisory Board may exceptionally decide on retrospectively (in particular in the case of special tasks due to the Company's objective circumstances), but no longer than for the preceding financial year. The additional payments for special tasks may amount to a maximum of 50% of the basic

remuneration for the performance of the Supervisory Board member's duties in any one year for each Supervisory Board member in total (irrespective of the number of special tasks). For each special task, the additional payment shall be determined by considering the complexity of the task and the resulting increased workload and responsibility. The additional payments shall always be pro-rated accordingly to the period of actual performance of the specific task.

4. The members of the Supervisory Board shall receive their basic remuneration, an additional payment for the performance of their duties and an additional payment for special tasks in proportionate monthly payments to which they are entitled for as long as they hold office and/or perform the special task(s). The monthly remuneration shall be one-twelfth of the above annual amounts. The additional payment for special tasks may, depending on the circumstances, also be paid in a single lump sum after the special tasks have been carried out.
5. The limitation of the total amounts of attendance fees or additional payments payable to a member of the Supervisory Board shall in no way affect the member's duty to actively participate in all meetings of the Supervisory Board and Supervisory Board Committees of which he/she is a member, and to exercise his/her statutory responsibility.
6. Members of the Supervisory Board shall be entitled to reimbursement of travel and accommodation expenses incurred in connection with their work on the Supervisory Board up to the amount laid down in the Rules governing the reimbursement of expenses relating to work and other income not included in the tax base (provisions applicable to travel expenses and accommodation expenses on business trips). The amount due to a member of the Supervisory Board under the above-mentioned provision shall be expressed in a gross amount, so that the net payment represents reimbursement of the actual travel expenses incurred. For the purpose of determining mileage, the distances between places calculated on the public website of the AMZS shall be taken into account. Accommodation expenses may be reimbursed only if the distance between the permanent or temporary residence of a member of the Supervisory Board or of a member of a Supervisory Board Committee and the place of work of the Supervisory Board is at least 100 kilometres, if he/she was unable to return because the timetable no longer foresaw a journey by public transport, or for other objective reasons.
7. This Resolution shall enter into force and apply from the date of its adoption at the General Meeting. It cancels Resolution no. 3 adopted by the General Meeting on 28 December 2017.

IN FAVOUR OF (FOR) the proposed resolution	800.252
AGAINST the proposed resolution	9.416.628
ABSTAINED	439.431

In Koper, on 27 June 2024