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

Pursuant to the provision of Article 10 of the Articles of Association of the Company  
LUKA KOPER, d.d., the Company's Management and Supervisory Boards hereby convene the

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

**which will be held on Tuesday, 24 June 2025 at 11 a.m. (11:00 CET)  
in Koper (Slovenia), in the St. Francis of Assisi Ceremonial and Entertainment Hall,  
Martinčev trg.**

**Agenda:**

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

The proposed resolution:

Mr. Stojan Zdošek, 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.

**2. Presentation of the Annual Report for 2024 with auditor's opinion and the report of the supervisory board on the results of the 2024 Annual Report examination; report on the remuneration of the members of the company's management and supervisory bodies in 2024;**

The general meeting of shareholders is notified of the Company's annual report for the business year 2024 and with the written report of the supervisory board concerning the approval of the 2024 annual report.

The proposed resolution:

The General Meeting of Shareholders is acquainted with the Report on the remuneration of the members of the Company's management and supervisory bodies in 2024 and approves it.

**3. Appropriation of distributable profit of the financial year 2024 and granting of discharge to the management and supervisory bodies;**

3.1. The proposed resolution on appropriation of distributable profit:

The distributable profit amounting as at 31 December 2024 to EUR 45,491,178.69 is to be appropriated as follows: a part of distributable profit in the amount of EUR 29,400,000.00 is to be appropriated for the paying out of dividends in the gross amount of EUR 2.10 per ordinary share; the remaining portion of distributable profit totalling EUR 16,091,178.69 is to remain unappropriated.

The Company shall pay out dividends on 29 August 2025 to all shareholders entered as holders of the shares in the Central Book-Entry Securities Register with the KDD as of the end of 28 August 2025.

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 2024.

### 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 2024.

### **4. Appointment of the auditor to provide limited assurance on the consolidated sustainability report of the Luka Koper Group for the financial year ending on 31 December 2025**

#### The proposed resolution:

The General Meeting of Shareholders appoints the audit firm BDO Revizija, d.o.o., Cesta v Mestni trg 1, 1000 Ljubljana, to provide limited assurance on the consolidated sustainability report of the Luka Koper Group for the financial year ending on 31 December 2025.

### **5. Adoption of the Rules of Procedure regulating the work of the General Meeting**

#### The proposed resolution:

The General Meeting of Shareholders adopts new Rules of Procedure regulating the work of the General Meeting as set out in Attachment no. 3., which shall entirely replace the Rules of Procedure of the General Meeting of 25 July 1996.

To the 5th item of the agenda, " 5. Adoption of the Rules of Procedure regulating the work of the General Meeting ", a proposal for a resolution of the Slovenian Sovereign Holding, d. d. in accordance with Article 300 of the Companies Act-1 has been submitted:

#### **"Counter-proposal to the proposal for resolution No. 5:**

The General Meeting adopts new rules of procedure of the General Meeting, which completely replace the rules of procedure of the General Meeting of 25 July 1996, as set out in the annex to the material for this item"

### **6. 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 attendance fees of the members of the Supervisory Board and members of the Supervisory Board Committees:

1. Members of the Supervisory Board shall receive attendance fees 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 considered. Accommodation expenses may be reimbursed only if the distance between the permanent or temporary residence of a member of the Supervisory Board or of a member of a 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.

## **7. Presentation of the Company's Works Council resolution on the election of workers' representatives to the Supervisory Board**

The proposed resolution:

The General Meeting takes note of the resolution of the Works Council of Luka Koper, d.d. of 19 February 2025, which states that the Works Council has elected Mladen Jovičić as the workers' representative on the Supervisory Board for a period of four (4) years, from 8 April 2025 onwards.

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## **Materials for the General Meeting of Shareholders**

The resolution proposals with explanations 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 website [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 AJPES [www.ajpes.si](http://www.ajpes.si). Shareholders wishing to inspect the materials for the general meeting at the Company's headquarters must 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)

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

Shareholders whose total interest accounts for one-twentieth of the share 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 notice/convocation. The shareholders shall 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 this 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 (i.e. registration). 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)

Shareholders' proxies shall exercise their participation and voting rights on the basis of a written authorisation (power of attorney) which must be deposited by the shareholders with the Company's headquarters at least on the day of the General Meeting, before the start of the meeting. Authorisations (powers of attorney) shall be deposited with the Company. A specimen registration form and a specimen authorisation form are available on the Company's website at [www.luka-kp.si](http://www.luka-kp.si).

The standardised messages regarding the exercise of shareholders' rights at the General Meeting that the Company will receive from the KDD and that the KDD will have previously received through the intermediary chain will also be considered. The term "considered" shall be understood to mean the recognition of the communications as the relevant registrations for the General Meeting and their recognition as the relevant authorisations for the proxies named therein.

If a broker who is not the final shareholder (ultimate beneficial holder) is entered as a shareholder in the Central Register of Book-entry Securities with the KDD, the shareholders can exercise their voting right based on proof referred to in the second paragraph of Article 235.č of the Companies Act, which specifies who is the final shareholder on the cut-off date. A broker may only exercise or entrust the exercise of a voting right for shares not possessed by it to other persons if it has been granted an authorisation (power of attorney) in writing. The authorisation shall be stored by the broker in such a way as to ensure its verifiability. The authorisation may be given to a single broker and may be revoked at any time. The broker may only grant an authorisation to persons not in its employment if this is expressly permitted by the authorisation. If a broker exercises a voting right on behalf of a shareholder by authorisation, the authorisation shall be submitted to and stored by the company. The broker shall call upon the shareholder to provide it with instructions for exercising the voting rights and shall advise the shareholder that its failure to provide instructions for exercising the voting right would result in the exercise under the broker's own proposals notified to the shareholder unless it could be presumed that the shareholder would approve of a different decision if it was aware of the actual state of affairs. The same provision shall also apply, *mutatis mutandis*, to fiduciary account holders in respect of shares which do not belong to them; to voting advisers and to other persons who perform the exercising of voting rights on behalf of shareholders based on proxy authorisation as part of their business activity.

### **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 24 June 2025 at 12.00 a.m. (12:00 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 of Article 12 of the Articles of Association of the company Luka Koper, d.d.).

### **Call upon the major shareholders, institutional investors and the Republic of Slovenia**

Major shareholders, institutional investors and the Republic of Slovenia as the majority holder of management rights, are proposed to inform the public prior to the General Meeting of Shareholders of their policy on the management of their investment in the public joint stock company Luka Koper, d.d., which includes, for example, the voting policy, the type and frequency of management activities, and the dynamics of communication with the management and supervisory bodies of the Company.

### **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 will be open one hour prior to the commencement of the general meeting of shareholders.

Nevenka Kržan  
President of the Management Board

Gregor Belič  
Member of the Management Board

Mirko Bandelj  
Chairman of the Supervisory Board