

**The Management Board and the Supervisory Board of Gorenje, d.d.,**  
**hereby convene the 22<sup>nd</sup> Shareholder's Assembly Meeting of Gorenje, d.d.,**  
**to be held on Friday, July 3, 2015 at 11 AM**  
**in the Grand Conference Hall at the Hotel Paka in Velenje, Rudarska ul. 1, Slovenia,**  
**with the following agenda:**

**1. Opening, verifying quorum and appointing the working panel of the Assembly**

**Proposed resolution by the Management Board:**

The bodies of the General Assembly shall be elected, as follows:

Shareholders Assembly Chairman: Gorazd Podbevšek

Verification Committee: Robert Ernestl, chairman

Gregor Mavsar, member

Milena Obu, member

Mrs. Katja Fink, Notary Public of Celje, shall be appointed to keep official Records of Proceedings.

**2. Presentation of the 2014 Annual Report, complete with disclosure of the payments made to the Management Board and Supervisory Board members, Auditor's Report, Supervisory Board Report on the Results of the Audit and Confirmation of the 2014 Annual Report, adoption of the resolution on the allocation of distributable profit for 2014, and granting of discharge of liability to the Management Board and Supervisory Board for the year 2014.**

**Proposed resolution by the Management Board and by the Supervisory Board:**

2.1. The accumulated profit for the financial year 2014 in the amount of EUR 4,219,490.55 shall be appropriated for the following purposes:

- part of the accumulated profit for the year 2014 in the amount of EUR 1,458,198.12 EUR shall be used for the payment of dividends (EUR 0.06 gross per share),
- the remainder of the accumulated profit in the amount of EUR 2,761,292.43 shall remain unappropriated.

All shareholders registered in the Share Register as at July 8<sup>th</sup> 2015 shall be entitled to a dividend. Dividend is scheduled for payment within 45 business days following the adoption of the present resolution.

2.2. Discharge shall be granted to the company Management Board and Supervisory Board for the fiscal year 2014.

### **3. Appointment of auditor**

#### **Proposed resolution by the Supervisory Board:**

The company DELOITTE REVIZIJA d.o.o., Dunajska cesta 165, 1000 Ljubljana, shall be appointed as the company auditor for the 2015 fiscal year.

### **4. Supervisory Board members remuneration**

#### **Proposed resolution by the Management Board and the Supervisory Board:**

4.1 The Supervisory Board members receive the attendance fee for their participation at a session which amounts to EUR 275 gross per an individual member. The members of a Supervisory Board's commission receive the attendance fee for their participation at a session of the commission which, per an individual member, amounts to 80% of the attendance fee for the participation at a session of the Supervisory Board. The attendance fee for a meeting by correspondence amounts to 80% of the regular attendance fee. Regardless of the above mentioned, that is, regardless of the number of sessions in which he/she participates, in an individual business year, an individual Supervisory Board member is entitled to receive the payment of attendance fees up to a total amount of attendance fees that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at the annual level. Regardless of the above mentioned, that is, regardless of the number of sessions of the Supervisory Board and commissions in which he/she participates, in an individual business year, an individual Supervisory Board member, who is a member of a Supervisory Board commission or commissions, is entitled to receive the payment of attendance fees related to his/her participation at the sessions of the Supervisory Board and commissions up to the total amount of attendance fees that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at the annual level, increased by 25%.

4.2 In addition to attendance fees, the Supervisory Board members receive a basic payment for their services in the amount of EUR 15.000 gross per year per an individual member. The President of the Supervisory Board is also entitled to receive an additional payment in the amount of 50% of the basic payment for the performance of the services of the Supervisory Board member, while the Vice President/Deputy of the Supervisory Board President, is entitled to receive the additional payment in the amount of 10% of the basic payment for the performance of the services of the Supervisory Board member. The members of the Supervisory Board's commission receive the additional payment for the performance of services which amounts to 25% of the basic payment for the performance of services of the Supervisory Board member. The President of a commission is also entitled to receive the additional payment for the performance of the services in the amount of 50% of the payment for the performance of services of the Supervisory Board's commission member.

Regardless of the above mentioned, that is, regardless of the number of sessions in which he/she is a member or a President, in an individual business year, an individual member of a Supervisory Board's commission is entitled to receive additional payments up to a total amount of such additional payments that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at

the annual level. If the mandate of an individual Supervisory Board member is shorter than the business year, the individual member of a Supervisory Board's commission, irrespective of the above mentioned, that is, regardless of the number of commissions in which he/she is a member or a President, is entitled to receive additional payments in an individual business year up to a total amount of such payments that reaches the value of 50% of the basic payment for the performance of the services of the individual Supervisory Board member for the duration of the time for which his/her mandated lasted in the relevant business year.

4.3 The Supervisory Board members and members of the Supervisory Board's commission receive the basic payment and the additional payment for the performance of the services in the proportional monthly payments to which they are entitled until they carry out the function. The monthly payment amounts to one twelfth of the above mentioned annual sums.

4.4 The limitation of the amount of the total payments for attendance fees or additional payments for a Supervisory Board member must not in any way influence his/her obligation regarding active participation at all Supervisory Board sessions and commissions' sessions in which he/she is a member, and his/her statutorily stipulated responsibility.

4.5 The Supervisory Board members are entitled to receive the reimbursement of travel and accommodation costs incurred in relation to their services in the Supervisory Board, specifically up to the amount stipulated in regulations regulating the reimbursement of work-related costs and other income which is not included in the tax base (provisions which apply for the transportation during business trips and accommodation during business trips). The accommodation costs may only be refunded if the distance of the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board commission from the location of the work of the body amounts to a minimum of 100 kilometres, if the member of the Supervisory Board could not return to their place of residence because of the lack of any scheduled public transport, or for other objective reasons.

4.6 This Resolution shall enter into force and apply from the day of its adoption at the General Meeting. By way of this Resolution, the Resolution No. 5 adopted by the General Meeting on 5 July 2011 is revoked.

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**Materials:**

Resolution proposals and other materials for the Shareholders Assembly, including the Annual Report complete with the Supervisory Board Report, Statement of Corporate Governance, and other materials pursuant to Article 297.a of the Companies Act (ZGD-1), shall be available to shareholders for viewing at company head office, every working day from 9:00 AM to 12:00 noon. They shall also be published in the electronic information dissemination system of the Ljubljana Stock Exchange, d.d. – the SEOnet, as well as Gorenje website at [www.gorenje.com](http://www.gorenje.com), including all relevant notes and explanations.

**Attendance conditions:**

Attendance and voting right at the Shareholders Assembly shall be granted to the shareholders registered in the Share Register with the Central Clearing Corporation (Klirinško-depotna družba), d.d., Ljubljana, as at the end of the fourth day before the Shareholders Assembly (hereinafter referred to as the Cut-off Date), i.e. as at June 29<sup>th</sup> 2015; or to their proxies, who shall be required to produce a written authorization. Attendance at the Shareholders Assembly should be reported to the company

Management Board with a written application which should arrive at the company head office no later than by June 29<sup>th</sup> 2015.

**Amendment to the agenda:**

Shareholders whose total shareholdings are equal to or exceed one twentieth (5 percent) share of total share capital may request in writing to add items to the Shareholders Assembly agenda. The requests must be submitted in writing and the proposed resolution to be voted on by the Assembly should be attached; or, if the proposed item of the Agenda does not include adopting a resolution, a note or explanation to the agenda item should be provided. Shareholders meeting the criteria for requesting an additional item of the agenda must submit their requests to the company no later than seven days after the announcement of the Assembly convocation, i.e. no later than by June 8<sup>th</sup> 2015.

**Shareholder proposals:**

Pursuant to Article 300 of the Companies Act (ZGD-1), shareholders are entitled to propose, in writing, counterproposals to any item of the agenda. Counterproposals shall be announced and communicated as provided in Article 296 of the Companies Act (ZGD-1) only if the shareholder submits to the company the counterproposal pursuant to and in full compliance with Article 300 and Article 301 of the Companies Act (ZGD-1) no later than in seven days after the announcement of the Shareholders Assembly convocation, i.e. no later than by June 8<sup>th</sup> 2015.

**The right to information:**

Shareholders are entitled to assert at the Shareholders Assembly their right to information pursuant to Article 305, Paragraph 1, of the Companies Act (ZGD-1)

**Information on the procedure of exercising shareholder right via proxy:**

Shareholders may exercise their voting rights through a proxy by signing and submitting a form available on Gorenje website at [www.gorenje.com](http://www.gorenje.com). Detailed information is available at Gorenje website at [www.gorenje.com](http://www.gorenje.com). The shareholders may also revoke the power of attorney/proxy authorization in the same way they submitted it, at any time until the day of the Shareholders Assembly.

**Use of electronic means of communication for submitting additional items of the agenda and counterproposals:**

Shareholders may also submit additional items of the agenda and counterproposals by means of electronic communication, signed with a digital signature based on a valid digital certificate. Detailed instructions are available at [www.gorenje.com](http://www.gorenje.com).

**Information:**

Information provided in Article 296 of the Companies Act (ZGD-1), Paragraph 3, and detailed information on the shareholder rights with regard to submitting any requests for additional agenda items, counter-proposals to proposed resolutions, election/voting proposals, and shareholder rights to information (Article 298, Paragraph 1; Article 300, Paragraph 1; and Articles 301 and 305 of the Companies Act ZGD-1) is available on the company website and the notification system of the Ljubljana Stock Exchange, d.d., specified above.

**Time of convocation**

The shareholders are kindly asked to arrive at the Shareholders Assembly at least one hour prior to the beginning of the Assembly, to report their presence with the verification committee, and to claim their voting devices at least 15 minutes before the scheduled start of the Assembly which is 11:00 AM. The hall where the Shareholders Assembly is to take place will open at 10:00 AM.

Velenje, June 1<sup>st</sup> 2015

Management Board  
President  
Franc Bobinac, I.r.

Supervisory Board  
Chairman  
Marko Voljč, I.r.