



## **INSTRUCTIONS FOR FILLING OUT THE PROXY AUTHORIZATION FORM**

You are kindly asked to pay particular attention to the following when filling out the form:

1. Select the name of the proxy you trust the most from the list below. **Circle the relevant number in front of the first and last name of the selected proxy.**
2. In authorizing a proxy, there are **two available options** that you may freely choose between:

Option 1: By only signing this authorization **at the end** and entering the place and date of the authorization or, in case of business entities, placing your stamp, you instruct the proxy to vote on all **proposed resolutions** as specified in the proxy's voting proposal for each agenda item, and to vote on any **counter-proposals** at their **own discretion**.

### **EXCEPTION:**

**In case of resolution proposal to item 4.2. (if authorized in the manner described above), the proxy Rajko Stanković will vote "NO/AGAINST" the Supervisory Board's proposal and "YES/IN FAVOUR" of the counter-proposal by the shareholders Home Products Europe B.V., Karlo Kardov, Raiffeisenbank Austria d.d., Zagreb, Alpen Invest d.d. (Alpen.SI, mešani fleksibilni podsklad - Jugovzhodna Evropa and Alpen.Developed), Societe Generale - Splitska banka d.d., Unicredit Bank Hungary ZRT, and KD Skladi, družba za upravljanje, d.o.o. (KD Balkan, delniški in KD Vitalnost, delniški).**

Option 2: Proxy authorization may also be provided for each individual resolution proposal separately. To do so, instruct the proxy to vote either YES (IN FAVOUR) or NO (AGAINST) with regard to each proposed resolution specified in the authorization form:

- by **circling YES** and **signing** next to the indication, you instruct the proxy to vote IN FAVOUR of the proposed resolution or counter-proposal.
  - by **circling AGAINST** and **signing** next to the indication, you instruct the proxy to vote AGAINST of the proposed resolution or counter-proposal.
3. In case of any **new counter-proposals** that may be submitted by individual shareholders directly at the Shareholders Assembly or after the day on which the wording of this proxy authorization is completed and which are therefore not included in this authorization, the proxy will vote according to your authorization provided in **section C**.
  4. Authorizations for representation of minors (i.e. persons not of legal age – children, adopted children) shall be signed by their legal representatives (parents, legal guardians).
  5. The authorization may also be cancelled in writing at any time. Even if you authorized a proxy to vote on your behalf based on your shareholding, you may attend the Shareholders Assembly if you register your attendance in writing no later than by the end of the fourth day before the Assembly. In such case, the proxy authorization shall be revoked.

**Important: Do not forget to sign the authorization form! Without your signature, the authorization form is invalid!**

*You may only select one of the proxies. Proxies are listed on the first page of the authorization form. Choose your proxy by circling the number in front of their first and last name.*

**Assumption:** *If you fill out the authorization form correctly but do not circle the first and last name of the proxy, it shall be deemed that you have selected the first person on the list of proxies as your proxy.*

**Additional information and explanations regarding the authorization can be provided at the following address:**

**Gorenje, d.d.**

**Partizanska 12, SI-3320 Velenje**

**Telephone: +386 3 899 2150 or +386 3 899 1345**

**Fax: +386 3 899 2501**

**REGISTRATION AND AUTHORIZATION  
LIST OF PROXIES FOR REPRESENTATION AT THE SHAREHOLDERS ASSEMBLY ON JULY 8, 2016**

#	First and LAST name	Function
1.	<b>Franc BOBINAC</b>	President and CEO
2.	<b>Branko APAT</b>	Management Board member
3.	<b>Peter GROZNIK</b>	Management Board member
4.	<b>Peter KUKOVICA</b>	Management Board member
5.	<b>Drago BAHUN</b>	Management Board member - labour director
6.	<b>Peter KOBAL</b>	President of Gorenje, d.d., Works Council and employee representative in the Supervisory Board
7.	<b>Vinko JELIČIĆ</b>	Chairman of the SKEI trade union, Gorenje HA
8.	<b>Kristjan VERBIČ</b>	President of the VZMD – Pan-Slovenian Shareholders Association
9.	<b>Rajko STANKOVIĆ</b>	President of the MDS Society (Minority Shareholders Society of Slovenia)

for voting at the Shareholders Assembly of the public limited company Gorenje, d.d., Velenje, convened for **Friday, July 8, 2016** in Velenje, grand hall of the Paka Hotel, Rudarska ul. 1, at **11 AM**, with the following agenda:

- 1. Opening, verifying quorum and appointing the working panel of the Assembly**
- 2. Presentation of the 2015 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 2015 Annual Report Audit, and confirmation of the Annual Report; presentation to the Shareholders Assembly of the amount of loss and method for loss offsetting for the year 2015; and granting of discharge from liability to the Management Board and Supervisory Board for the year 2015**
- 3. Appointment of auditor**
- 4. Informing the Shareholders Assembly about the resignation of Supervisory Board member and appointment of a new Supervisory Board member**
- 5. Change to the company Articles of Association**

The undersigned (first and last name or company name of the shareholder):

Personal registration number<sup>1</sup>/Registration number:

Address:

Number of no par value shares: \_\_\_\_\_ GRVG

I hereby register my attendance and voting at the Shareholders Assembly. It shall exercise my voting right through a proxy and I hereby authorize the proxy indicated in the list of proxies to exercise on my behalf the voting right based on my shareholdings as indicated in the central register with the Central Securities Clearing Corporation as at **July 4, 2016**, at the Shareholders Assembly referred to above, as instructed on this authorization form.

This authorization form shall only apply for the Shareholders Assembly to take place on July 8, 2016, convened by the Management Board and Supervisory Board of the company Gorenje, d.d, Partizanska 12, SI-3320 Velenje.

<sup>1</sup> *Personal registration number ("EMŠO") as personal information shall be used only for the purpose of effecting this authorization form and it shall be protected pursuant to the Personal Data Protection Act. By signing this authorization, the shareholder agrees with the use and processing of this information for the purposes pertaining to the Shareholders Assembly. The shareholder shall have the right to access, copy, photocopy, amend, edit, block, or delete the personal information pertaining to the shareholder.*

## A. RESOLUTION PROPOSALS AND PROPOSALS FOR VOTING:

### **Item 1 of the agenda:** Opening, verifying quorum and appointing the working panel of the Assembly

#### Resolution proposal:

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.

#### Shareholder's instructions to the proxy for voting:

I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution proposal:

YES

AGAINST

Signature:

**Proxy's proposal for voting:** if the shareholder does not provide any instructions for voting on the above resolution proposal, the proxy shall vote as follows: **YES**

**Explanation of the proposal:** The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at [www.gorenje.com](http://www.gorenje.com).

**Item 2 of the agenda:** Presentation of the 2015 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 2015 Annual Report Audit, and confirmation of the Annual Report; presentation to the Shareholders Assembly of the amount of loss and method for loss offsetting for the year 2015; and granting of discharge from liability to the Management Board and Supervisory Board for the year 2015

#### Resolution proposal:

2.1. The Shareholders Assembly is hereby informed that the loss in the 2015 fiscal year amounts to EUR 4,000,572.95, and that the Management Board offset the loss, subject to Supervisory Board approval, against the following components of equity: retained net profits from previous years in the amount of EUR 2,804,549.53; and a part of share premium from general revaluation adjustment to equity in the amount of EUR 1,196,023.42. Thus, distributable profit of the company Gorenje, d.d., as at December 31, 2015, amounts to 0 EUR.

2.2. Discharge shall be granted to the company Management Board and Supervisory Board for the fiscal year 2015.

#### Shareholder's voting instruction to the proxy:

I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution:

YES

AGAINST

Signature:

**Proxy's proposal for voting:** if the shareholder does not provide any instructions for voting on the above resolution proposal, the proxy shall vote as follows: **YES**.

**Explanation of the proposal:** The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at [www.gorenje.com](http://www.gorenje.com).

### **Item 3** of the agenda: **Appointment of auditor**

#### **Resolution proposal:**

The company DELOITTE REVIZIJA, d.o.o., Dunajska cesta 165, 1000 Ljubljana, shall be appointed company auditor for the fiscal year 2016.

#### **Shareholder's voting instruction to the proxy:**

I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution:

YES

AGAINST

Signature:

**Proxy's proposal for voting:** if the shareholder does not provide any instructions for voting on the above resolution proposal, the proxy shall vote as follows: **YES**.

**Explanation of the proposal:** The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at [www.gorenje.com](http://www.gorenje.com).

### **Item 4** of the agenda: **Informing the Shareholders Assembly about the resignation of Supervisory Board member and appointment of a new Supervisory Board member**

#### **Resolution proposal:**

**4.1** The Shareholders Assembly is informed about the resignation, effective as of July 8, 2016, of the Supervisory Board member Keith Charles Miles.

**4.2** Miha Košak shall be appointed Supervisory Board member representing the interests of the shareholders, with a term of office from July 9, 2016 to July 20, 2018.

#### **Shareholder's voting instruction to the proxy:**

I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution:

YES

AGAINST

Signature:

**Proxy's proposal for voting:** if the shareholder does not provide any voting instructions for the above resolution proposal, the proxies listed under numbers 1 to 8 in the table above will vote **YES/IN FAVOUR** the adoption of the resolution, while the proxy under the number 9, will vote **NO/AGAINST**.

**Explanation of the proposal:** The proxies listed under numbers 1 to 8 support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at [www.gorenje.com](http://www.gorenje.com). The proxy listed under number 9 will vote against the Supervisory Board's proposal, because he supports a counter-proposal, which was submitted to the company in compliance with the legal timeframe.



Gorenje, d.d.

**"Chairman of the Supervisory Board shall represent the Company in signing of the agreement with the auditor for the annual and consolidated annual report."**

Changed and amended in this way, Article 22 of the Articles of Association shall have the following wording:

**"Chairman of the Supervisory Board shall represent the Company versus the Management Board members."**

**Chairman of the Supervisory Board shall represent the Company in signing of the agreement with the auditor for the annual and consolidated annual report."**

5.3. The changes to the Articles of Association shall be effective as of the day they are entered in the Court Register.

5.4. The Shareholders Assembly hereby authorizes the Supervisory Board to prepare a clean and consolidated copy of the Articles of Association, based on the changes and amendments adopted.

**Shareholder's voting instruction to the proxy:**

I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution:

YES

AGAINST

Signature: \_\_\_\_\_

**Proxy's proposal for voting:** if the shareholder does not provide any instructions for voting on the above resolution proposal, the proxy shall vote as follows: **YES**.

**Explanation of the proposal:** The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at [www.gorenje.com](http://www.gorenje.com).

## **C. VOTING ON NEW COUNTER-PROPOSALS**

If new counter-proposals are submitted for the proposed resolutions (either in the period after this proxy authorization is issued or at the Assembly), I hereby authorize the proxy to vote on such counter-proposals according to their personal judgement and discretion.

YES

NO

Shareholder's signature: \_\_\_\_\_

**Note:** If the shareholder does not circle anything or circles YES, the proxy shall vote on any counter-proposals BY OWN JUDGEMENT/AT OWN DISCRETION. If the shareholder circles NO, the proxy shall not vote on any counter-proposals on the shareholder's behalf.

By signing this authorization form, I revoke all and any other authorizations issued EARLIER for representation at the above Shareholders Assembly.

In/at \_\_\_\_\_, on this \_\_\_\_\_

Shareholder's signature: \_\_\_\_\_

**Stamp: (for legal persons, if applicable)**