

Gorenje, d.d.

The Management Board and the Supervisory Board of Gorenje, d.d.,

hereby convene the 26th Shareholder's Assembly Meeting of Gorenje, d.d.,

to be held on Tuesday, June 12, 2018, starting at 11 AM in the Hotel Paka Conference Hall 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 No. 1:** 

It is established that enough votes are present at the Shareholders Assembly to constitute quorum. 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 2017 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 2017 Annual Report, informing the Shareholders Assembly about the distributable profit for 2017, and granting of discharge of liability to the Management Board and Supervisory Board for the year 2017.

Proposed resolution by the Management Board and by the Supervisory Board No 2.1. and 2.2.:

- 2.1. The Shareholders Assembly is informed that as at December 31, 2017, the company's distributable profit amounts to EUR 0.
- 2.2. Discharge shall be granted to the company Management Board and Supervisory Board for the fiscal year 2017.
- 3. Appointment of auditor

Proposed resolution by the Supervisory Board No 3:



The company DELOITTE REVIZIJA, d.o.o., Dunajska cesta 165, 1000 Ljubljana, shall be appointed company auditor for the fiscal years 2018, 2019 and 2020.

## 4. Appointment of Supervisory Board members

## The Supervisory Board proposes the following resolutions:

- 4.1. Bachtiar Djalil shall be appointed Supervisory Board member representing the interests of the shareholders, with a term of office from July 21, 2018 to July 21, 2022.
- 4.2. Corinna Claudia Graf shall be appointed Supervisory Board member representing the interests of the shareholders, with a term of office from July 21, 2018 to July 21, 2022.
- 4.3. Miha Košak shall be appointed Supervisory Board member representing the interests of the shareholders, with a term of office from July 21, 2018 to July 21, 2022.
- 4.4. Bernard Charles Pasquier shall be appointed Supervisory Board member representing the interests of the shareholders, with a term of office from July 21, 2018 to July 21, 2022.

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#### **Documentation / materials:**

Resolution proposals and other Shareholders Assembly materials, including the Annual Report and the Supervisory Board Report, Statement of Corporate Governance, presentation of candidates for Supervisory Board members from item 4 pursuant to Articles of the Companies Act (ZGD-1) and the Slovenian Corporate Governance Code for Listed Companies and other documentation as per Paragraph two, Article 297.a of the Companies Act (ZGD-1), shall be available to shareholders at the company head office every business day from 9.00 a.m. 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 on Gorenje website at <a href="https://www.gorenje.com">www.gorenje.com</a>, complete with 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 Securities 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 8, 2018; 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 8, 2018.

## Amendment to the agenda:

Shareholders whose combined shareholdings amount to one twentieth (five percent) of share capital, may request in writing after the convocation of the Shareholders Assembly an additional item of the agenda. The requests shall be submitted in writing and the proposed resolution to be voted on by the Assembly shall be attached; or, if the proposed item of the Agenda does not include adopting a resolution, a note or explanation to the agenda item shall be provided. Shareholders meeting the criteria for requesting an additional item of the agenda shall submit their requests to the company no later than seven days after the announcement of the Assembly convocation, i.e. no later than by May 18, 2018.



# Shareholder proposals:

Pursuant to Articles 300 and 301 of the Companies Act (ZGD-1), shareholders are entitled to propose, in writing, counter-proposals to any item of the agenda. Counter-proposals 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 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 May 18, 2018.

## 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 <a href="www.gorenje.com">www.gorenje.com</a>. Detailed information is available at Gorenje website at <a href="www.gorenje.com">www.gorenje.com</a>. 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 counter-proposals:

Shareholders may also submit additional items of the agenda and counter-proposals by means of electronic communication, signed with a digital signature based on a valid digital certificate. Detailed instructions are available at 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, May 11, 2018

Management Board President and CEO Franc Bobinac Supervisory Board Chairman Marko Voljč