

Pursuant to the third paragraph of Article 295 of the Companies Act (ZGD-1) and Article 27 of Articles of Association of GORENJE, d.d., Partizanska cesta 12, 3320 Velenje, the Management Board of GORENJE, d.d., upon the request of the shareholder Hisense Luxembourg Home Appliance Holding S.á r.l., with its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg, registered with the Luxembourg Register of Commerce and Companies under No. B224161 convenes

**29<sup>th</sup> General Assembly of GORENJE, d.d. which will be held on  
7 February 2019 at 10:00 in Velenje,  
at the seat of the Company, Partizanska cesta 12, 3320 Velenje.**

with the following agenda:

**1. Opening of the General Assembly, establishment of quorum and election of the bodies of the General Assembly**

Resolution proposal 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: Klemen Radosavljevič

Verification Committee: Jurij Marjanovič, chairman  
Tomaž Veselič, member  
Milena Obu, member

Mr. Marko Salmič, Notary Public from Velenje, shall be appointed to keep official Records of Proceedings.

**2. Reorganisation into a limited liability company**

Resolution proposal No. 2:

1. Gorenje shall as of the date of registration of the reorganization into the court register reorganise into a limited liability company with the following characteristics:
  - The company name shall be: Gorenje gospodinjski aparati, d.o.o.
  - The abbreviated name of the company shall be: Gorenje, d.o.o.
  - The registered seat of the company shall be: Velenje.
  - The share capital of the company shall amount to: EUR 101,415,882.14.

- The articles of association of Gorenje shall be the articles of association in the form and content as evident from point 3. below of this resolution. The articles of association further specify other characteristics of the limited liability company.
2. The business address of the company shall be: Partizanska cesta 12, 3320 Velenje, Slovenia.
  3. The articles of association shall be adopted in the form and substance as attached to this resolution and shall form a part of this resolution. The articles of association shall become valid as from the date of registration of the reorganisation of Gorenje into a limited liability company into the court register. The current articles of association of Gorenje (*statut*) shall cease to apply as of the date of registration of the reorganisation into the court register.
  4. The share capital of Gorenje, which amounts to EUR 101,415,882.14 shall transform into the share capital of the limited liability company, which shall amount to EUR 101,415,882.14. The shares (*delnice*) shall become the business share (*poslovni delež*), and the Sole Shareholder shall become the sole shareholder and the founder of the limited liability company, as evident from the articles of association of the limited liability company. The Sole Shareholder as the sole shareholder and the founder of the limited liability company shall acquire a business share on the basis of the subscribed contribution and its share in the share capital of the company Gorenje.

The nominal amount of the subscribed contribution shall be determined in a way that the nominal amount equals the sum of all amounts in the share capital of Gorenje corresponding to the shares (*delnice*) which the Sole Shareholder holds prior to the reorganisation.

On this basis, the nominal amount of the subscribed contribution of the Sole Shareholder as the founder and the sole shareholder of the limited liability company shall be EUR 101,415,882.14.

5. As from the reorganisation of Gorenje into a limited liability company, the Sole Shareholder becomes the holder of the sole business share in the amount of EUR 101,415,882.14.

The shares (*delnice*) of the Sole Shareholder shall be exchanged for the subscribed contribution in a way that the subscribed contribution of the Sole Shareholder equals the sum of all amounts in the share capital of Gorenje corresponding to the shares (*delnice*) which the Sole Shareholder holds prior to the reorganisation.

6. The company Gorenje has only one shareholder, therefore there are no obligations of the company under paragraph 3 of Art. 648 of the Companies Act ("**ZGD-1**") and under paragraph 1 of Art. 651 of ZGD-1 with respect to offering the shareholders opposing the reorganization to take over by the company their newly established business shares due to reorganisation for an appropriate monetary compensation. Nevertheless, in order to

fulfil the formal requirements, the company Gorenje shall in accordance with the paragraph 3 of Art. 648 of ZGD-1 and paragraph 1 of Art. 651 of ZGD-1 take over the business shares from those shareholders opposing the reorganisation for an appropriate monetary compensation as evident from the statement attached to this resolution.

7. As of the date of registration of the reorganisation into the court register the mandate of all of the members of the supervisory board shall cease, namely of:

- Krenker Drago;
- Zeba Žan;
- Slemenik Jurij;
- Martinjak Krešimir;
- Tang Yeguo;
- Jia Shaoqian;
- Dai Huizhong;
- Chen Caixia;
- Gao Yuling;
- Liu Xin;
- Liu Wenzhong.

8. As of the date of registration of the reorganisation into the court register the mandate of all of the members of the management board shall cease, namely of:

- Lin Lan;
- Liu Chao;
- Hou Lu;
- Yan Anguo;
- Sun Changchun;
- Marković Saša;
- Bahun Drago;
- Debeljak Žiga;

- Korošec Tomaž;
  - Pejanović Stanka;
  - Han Jianmin;
  - Bobinac Franc.
9. As of the date of registration of the reorganisation into the court register Mr. Lan Lin, born on 20. 06. 1958, residing at 9050 Campestral Ct, 30097 Duluth, USA, shall be appointed as the Managing Director who is the Chief Managing Director of the company Gorenje. Mr. Lan Lin shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Lan Lin shall represent the company Gorenje solely and without limitations.
10. As of the date of registration of the reorganisation into the court register Mr. Chao Liu, born on 2 March 1972, residing 11135 Highfield Chase DR, 30097 Duluth, USA, shall be appointed as the Managing Director who is the Chief Managing Director of the company Gorenje. Mr. Chao Liu shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Chao Liu shall represent the company Gorenje solely and without limitations.
11. As of the date of registration of the reorganisation into the court register Mr. Franc Bobinac, born on 16. 10. 1958, residing at Kaplja vas 54B, 3312 Prebold, Slovenia shall be appointed as the Managing Director and the Chairman of the Committee of Directors of the company Gorenje. Mr. Franc Bobinac shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Franc Bobinac shall represent the company Gorenje jointly with the Chief Managing Director Mr. Lan Lin or jointly with the Chief Managing Director Chao Liu.
12. As of the date of registration of the reorganisation into the court register Mr. Yeguo Tang, born on 25. 10. 1963, residing at No. 11, Jiangxi Road, Shinan District, Qingdao, Shandong, China, shall be appointed as the Managing Director of the company Gorenje. Mr. Yeguo Tang shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Yeguo Tang shall represent the company Gorenje jointly with the Chief Managing Director Mr. Lan Lin or jointly with the Chief Managing Director Chao Liu.
13. As of the date of registration of the reorganisation into the court register Mr. Shaoqian Jia, born on 02. 06. 1972, residing at No. 11, Jiangxi Road, Shinan District, Qingdao, Shandong, China, shall be appointed as the Managing Director of the company Gorenje. Mr. Shaoqian Jia shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Shaoqian Jia shall represent the company Gorenje jointly with the Chief Managing Director Mr. Lan Lin or jointly with the Chief Managing Director Chao Liu.
14. As of the date of registration of the reorganisation into the court register Mr. Žiga Debeljak, born on 31.12.1971, residing at Erjavčeva cesta 25, 1000 Ljubljana, Slovenia

shall be appointed as the Managing Director of the company Gorenje. Mr. Žiga Debeljak shall be appointed for a mandate of 5 years and may be recalled at any time with a resolution of the Sole Shareholder. Mr. Žiga Debeljak shall represent the company Gorenje jointly with the Chief Managing Director Mr. Lan Lin or jointly with the Chief Managing Director Chao Liu.

15. Upon the proposal of the Workers' Council Mr. Drago Bahun, born on 02. 01. 1955, residing at Uriskova ulica 32. 3320 Velenje, shall be appointed as the Managing Director, who is a workers' representative. Mr. Drago Bahun shall be appointed for a mandate of 5 years and may be recalled upon proposal of the Workers' Council at any time with a resolution of the Sole Shareholder. Mr. Drago Bahun shall represent the company Gorenje jointly with the Chief Managing Director Mr. Lan Lin or jointly with the Chief Managing Director Chao Liu.

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

Materials for the 29th General Assembly 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 [www.gorenje.com](http://www.gorenje.com), complete with all relevant notes and explanations.

#### **Attendance conditions:**

Attendance and voting right at the Shareholders Assembly shall be reported to the company Management Board with a written application which should arrive at the company head office before the Shareholders Meeting.

#### **The right to information:**

Shareholders are entitled to exercise 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.

#### **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 prior to the beginning of the Assembly and to report their presence with the verification committee at least 15 minutes before the scheduled start of the Assembly which is 10 a.m. CET.

Velenje, Slovenia, 6 February 2019

Management Board

President of the Management Board

Franc Bobinac