

Pursuant to the Securities Market Act and Stock Exchange Rules the Management Board of Gorenje, d.d.,

**hereby announces the resolutions passed at the 10th Annual General Meeting (AGM) of Gorenje, d.d., held on 12 December 2006,**

presided over by Leonard F. Peklar and the Verification Committee comprising Mr. Igor Pirc, Mr. Robert Ernestl and Mrs. Milena Obu, in the presence of Notary Public Janez Mlakar of Slovenj Gradec. The AGM was attended by 54.60 % of voting capital.

The following resolutions were adopted in relation to individual items of business on the AGM agenda:

**Item 1: Opening proceedings, verifying quorum and appointing the AGM working panel**

Election of the AGM Chairman, Verification Committee and Notary Public as listed above.

The resolution was passed by 99.99 % of votes, which translates into 99.99 % of voting capital represented at the AGM i.e. 54.60 % of all company shares entitled to vote.

**Item 2: Denomination of Gorenje shares, amendment of registered business activities, share capital and other amendments to Statute**

**a) Denomination of Gorenje shares and amendment of Statute**

**That the share capital, which amounts to SIT 12,200,000,000.00 and has been divided into 12,200,000 ordinary transferable registered shares of SIT 1,000.00 nominal value each, be denominated with no par value:**

**Each ordinary transferable registered share of SIT 1,000.00 nominal value shall be converted into one (1) ordinary transferable registered share with no par value. This shall apply to all shares. Gorenje's share capital, which amounts to SIT 12,200,000,000.00 shall be divided into 12,200,000 ordinary transferable registered shares with no par value.**

**That the first paragraph of Article 4 of the Statute be amended as follows:**

**"Company share capital amounts to SIT 12.200.000,000.00 and is divided into 12,200,000 ordinary transferable registered shares with no par value."**

The resolution was passed by 99.79 % of votes, which translates into 99.79 % of voting capital represented at the AGM i.e. 45.49 % of all company shares entitled to vote.

**b) Amendments of registered business activities and amendment of Statute**

That the registered business activities be amended as follows. The following business activities shall be added to the registered business activities of the company:

- 20.200 Manufacture of veneer sheets, plywood, laminated boards, particleboards, etc.
- 28.210 Manufacture of metal tanks, reservoirs and containers
- 29.120 Manufacture of pumps and compressors
- 29.130 Manufacture of taps and valves
- 29.310 Manufacture of tractors
- 29.320 Manufacture of other farming and forestry machinery
- 31.500 Manufacture of lighting equipment and electric lamps
- 33.400 Manufacture of optical instruments and photographic equipment
- 34.200 Manufacture of motor vehicle bodies, trailers & semi-trailers
- 34.300 Manufacture of parts & accessories for motor vehicles & their engines
- 36.110 Manufacture of chairs and seats

36.120 Manufacture of other office and shop furniture except chairs and seats  
40.120 Power transmission  
45.250 Other building & construction works including specialised trades  
45.450 Other finishing building & construction works  
45.500 Renting out construction and demolition equipment, with operator  
51.460 Wholesale of pharmaceutical goods  
52.320 Retail sale of medical and orthopaedic goods  
55.400 Bars  
64.200 Telecommunications  
67.120 Securities brokerage  
67.130 Support activities associated with financial brokerage  
74.860 Operation of dispatcher centres  
93.050 Other personal services not classified elsewhere

The following business activities shall be removed from the registered business activities of the company:

55.309 Other restaurants  
74.84 Other business activities not classified elsewhere  
80.24 Other education

Article 3 of the Statute shall be amended in accordance with the adopted amendments.

The resolution was passed by 99.97 % of votes, which translates into 99.97 % of voting capital represented at the AGM i.e. 54.59 % of all company shares entitled to vote.

#### **c) Share capital and amendment of Statute**

By this item of the agenda was proposed the counter-proposal, by the following Shareholder's: Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Prvi pokojninski sklad and Kritni sklad Prvega pokojninskega sklada and the counter-proposal, by the Shareholder's Mr. Bogdan Pušnik and Mr. Andrej Lamovec.

The counter-proposal of the resolution by the following Shareholder's: Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Prvi pokojninski sklad and Kritni sklad Prvega pokojninskega sklada was carried:

**That the Statute be amended by inserting a new article i.e. Article 9, which shall read as follows:**

**“After five years of the amendments to the Statute being recorded in the court register, the Management Board shall have the authority and power, subject to approval by the Supervisory Board, to increase the company’s share capital by a maximum of 15 percent of the registered share capital as at the date of the resolution or by a maximum of SIT 1,830,000,000.00 (approved capital) by issuing up to 1,830,000 ordinary transferable registered shares with no par value, for investment in money.**

**Entitlements arising from shares and terms and conditions in relation to the issue of shares shall be determined by the company’s Management Board. Approval by the Supervisory Board shall be required.**

**The Supervisory Board shall have the authority to amend the company’s Statute to ensure that the provisions in the Statute match new facts as a result of an increase in share capital and issue of shares on account of the approved capital”.**

The resolution was passed by 95.14 % of votes, which translates into 85.83 % of voting capital represented at the AGM i.e. 46.86 % of all company shares entitled to vote.

#### **d) Other amendments to Statute**

By this item of the agenda was proposed the counter-proposal, by the following Shareholder's: Kapitalska družba pokojninskega in invalidskega zavarovanja, d.d., Prvi pokojninski sklad and Kritni sklad Prvega pokojninskega sklada, and the counter-proposal, by the Shareholder Mr. Peter Kopal.

The counter-proposal of the resolution by the Shareholder Mr. Peter Kobal was carried:

That the Statute be amended as follows:

Article 8 shall be amended to read:

**“Resolutions in relation to increases and reductions of share capital shall be adopted by the General Meeting with a 3/4 majority of the represented capital present at the vote.”**

Paragraph One of Article 10 shall be amended to read:

**“The Management Board is appointed and dismissed by the Supervisory Board. The number of members and competencies of individual members of the Management Board are determined by the Supervisory Board by way of decisions adopted by the Supervisory Board.”**

The second sentence of Paragraph Three of Article 10 shall be deleted. Paragraph Three of Article 10 shall now read as follows:

**“The Management Board is comprised of the chairman and a minimum of two members, of whom one shall be the workers’ representative (Director).”**

The second paragraph of Article 14 shall be deleted and replaced with the following text:

**“In discharging its duties in accordance with the powers conferred on the Management Board by the applicable legislation, Statute or decisions adopted by the Supervisory Board, the Management Board may delegate the performance of individual tasks to individual employees with special authority, powers and responsibilities; likewise it may delegate to these employees the authority and power of representing the company in relation to their respective designated areas of responsibility. The Management Board may not delegate the entire range/extent of authority and powers vested in the Management Board.”**

Paragraph Three of Article 14 shall be amended to read:

**“Employees with special authority, powers and responsibilities shall sign executive contracts with the chairman of the Management Board, which shall detail mutual obligations and entitlements as well as remuneration provisions.”**

The first sentence of Paragraph One of Article 17 shall be amended to read:

**“A member of the Supervisory Board may be removed from office before the expiry of his/her term of office.”**

The third paragraph of Article 32 shall be amended to read:

**“The Management Board shall prepare the annual report in accordance with the legislation and financial reporting standards adopted by the General Meeting of the company.”**

Article 33 shall be amended to read:

**“In addition to legal and statutory reserves the company shall also create reserves for own shares for the purpose of repurchasing own shares, as applicable, and other reserves from surplus.”**

The first paragraph of Article 36 shall be amended to read:

**“Subject to the resolution adopted by the General Meeting, net distributable profit may be allocated as follows:**

- To create other reserves from surplus.
- To shareholders (dividend payment).

- **To the members of the Management Board and the members of the Supervisory Board as bonuses or profit sharing.”**

The second paragraph of Article 36 shall be amended to read:

**“Net distributable profit may also be carried forward.”**

Paragraph One of Article 37 shall be amended to read:

**“The Management Board may pay an interim dividend in the course of the financial year in line with the projected net profit for the financial year, which however shall not be more than half the amount left over after the creation of reserves from surplus and it shall also not be more than half the net distributable profit posted in the previous year.”**

Article 43 shall be amended to read:

**“Amendments to the Statute shall apply as of the date of their being recorded in the court register.”**

The Statute shall be edited as follows:

- **In the first sentence of Article 1 the comma after the word ‘Gorenje’ shall be deleted;**
- **The first sentence of Article 29 shall be deleted.**

The resolution was passed by 98.29 % of votes, which translates into 85.77 % of voting capital represented at the AGM i.e. 44.38 % of all company shares entitled to vote.

#### **e) Authority and power conferred on the Supervisory Board by the General Meeting**

That the Supervisory Board be authorised to –

- Update the Statute to reflect the adopted amendments to the Statute, and edit the text of the Statute including the renumbering of articles;
- As of the date of EUR becoming the official national currency, convert the presently listed share capital and all other amounts expressed in SIT into EUR using the applicable exchange rate, and update the Statute accordingly.

The resolution was passed by 99.58 % of votes, which translates into 99.58 % of voting capital represented at the AGM i.e. 51.52 % of all company shares entitled to vote.

#### **Item 3: Changes of the Management Board authorization for the acquisition and disposal of own shares dated 4 July 2005**

That the resolution of the General Meeting of the authorization to the Management Board for the acquisition and disposal of own shares dated 4 July 2005 be amended as follows:

- A new indent shall be added to sub-paragraph 1.e, which shall read: “- for other strategic purposes, subject to prior approval by the Supervisory Board.”;
- Sub-paragraph 1.f shall be deleted.

The resolution was not passed by 56.28 % of votes, which translates into 56.28 % of voting capital represented at the AGM i.e. 29.11 % of all company shares entitled to vote.

**The Shareholder Mr. Kristjan Verbič announced the challenging actions to the Item 2. c.**