

gorenje

Gorenje, d.d.

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With regard to the

14th Shareholders Assembly of the company Gorenje gospodinjski aparati, d.d.,

scheduled to take place on Friday, May 28th 2010 at 10 AM at the **Grand Hall of the Paka Hotel in Velenje, Rudarska Street 1,**

the Management Board of the company Gorenje, d.d., hereby informs the shareholders that on April 29th 2010, it has received a counterproposal submitted by the shareholder "Društvo – Mali delničarji – Skupaj smo močnejši" ("Minor Shareholder Society – Together We Are Stronger"), hereinafter referred to as MDS, to the item 4 of the agenda, "Appointment of new Supervisory Board Members".

Counterproposal by the shareholder MDS

to item 4 of the agenda, "Appointment of new Supervisory Board Members"

The shareholder referred to above has announced that at the Assembly, they would oppose the resolution proposal initially announced and attempt to convince other shareholders to vote in favour of the following proposal:

"The following Supervisory Board members shall be appointed for a period of four years to represent the interests of the shareholders: Mr. Nikolaj Abrahamsberg, M.A., Mr. Kraljič Peter, PhD, Mrs. Maja Makovec Brenčič, PhD, Mr. Keith Miles, and Mr. Rudolf Šepič."

The newly appointed Supervisory Board members shall assume their terms on July 19th 2010."

Explanation:

The shareholder – proposing party finds that minor shareholders of the company Gorenje, d.d., do not have their representative in the Supervisory Board, to represent their interests. Therefore, the shareholder – proposing party proposes to the company Assembly to appoint:

- **Mr. Nikolaj Abrahamsberg, M.A.**, an experienced professor and expert on commercial law, member of various management bodies at the Faculty of Administration and the University (since 1974), and a member of the Personnel - Accreditation Council with the Ministry of Environment and Spatial Planning,

to represent the interests of the minor shareholders of the company Gorenje, d.d.

We propose to appoint Mr. Nikolaj Abrahamsberg in place of Mr. Uroš Slavinec, Management Board President at Helios, d.d., and a Supervisory Board member at Zavarovalnica Triglav (Triglav insurance company). To our knowledge, Helios, d.d., and Gorenje, d.d., are in a business relationship which includes supply of paints, lacquers, and other coatings. Based on this knowledge, we believe the appointment of Mr. Slavinec could lead to a situation of conflicting interests, particularly because of incompatibility of the aforementioned offices / appointments of the said candidate, as one supplier (Helios, d.d.) would have an unfair advantage compared to other suppliers, arising from the fact that Mr. Slavinec, during his term with the Supervisory Board, would have access to any business documentation. Therefore, we believe it would be more appropriate not to appoint Mr. Uroš Slavinec as Gorenje Supervisory Board member. We also believe Mr. Slavinec has other tasks as the Management Board President at Helios, which he should attend with higher priority to in order to lead his company to better results than those announced for 2009.

The proposing party also **proposed the candidate to the Gorenje, d.d., Nomination Committee**, which however failed to list him on the list of candidates proposed for election at the 14th company Shareholders Assembly.

The candidate is informed of the counterproposal and agrees with it. All required documentation and statements for membership in the Supervisory Board of Gorenje, d.d., have already been submitted with the application to the Gorenje, d.d., Nomination Committee.

Position of Gorenje, d.d., Management Board with regard to the counterproposal at hand:

Pursuant to Article 301 of the Companies Act (ZGD-1), related to Article 300 of the Companies Act (ZGD-1), the proposing party submitted the counterproposal to a proposal (Agenda item) initially submitted / proposed by the Supervisory Board; therefore, Management Board cannot express its position with regard to the counterproposal at hand.