#### DEAR GORENJE SHAREHOLDERS,

On Friday, February 3<sup>rd</sup> 2012 at 11 AM, the seventeenth Shareholders Assembly of the company Gorenje, d.d, will take place in the grand hall of Hotel Paka, Rudarska ul. 1, Velenje, Slovenia. The agenda for the Assembly, complete with resolutions proposed with regard to each item thereof by the company Management Board and Supervisory Board, was announced in the DELO daily paper on December 28<sup>th</sup> 2011.

The agenda and proposed resolutions are also specified in the AUTHORIZATION for representation at the Shareholders Assembly attached herewith. The Shareholders Assembly offers the possibility of this voting method for the fifteenth consecutive year; i.e., the option was available at all Shareholders Assemblies.

We are pleased about your response in the past and your confidence. Therefore, we have decided to offer this possibility again to our shareholders. If you do not wish to attend the Shareholders Assembly in person, but would like to cast your vote, then you may fill out the authorization attached herewith and authorized your proxy. Please return the filled out authorization in the attached stamped envelope. The envelope should be delivered to the company headquarters no later than on **January 30<sup>th</sup> 2012**.

Should you require any assistance in filling out the proxy authorization form, do not hesitate to call +386 3 899 2167 or +386 3 899 1345. The best time to call is no working days between 9 a.m. and 12 noon.

The proxies guarantee that they will vote at the Shareholders Assembly exactly as instructed by you with the authorization form.

Therefore, please read the authorization form and fill it out in accordance with the instructions on the form.

Appreciating your confidence, we remain yours faithfully,

Proxies

# 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:
  - <u>Option 1.</u> By signing the authorization form **only at the end**, and enter the place and date of signing, and add the company seal if filling out the form on behalf of a company, you authorize the proxy to vote **YES (IN FAVOUR) regarding all proposed resolutions**, and **NO (AGAINST) all and any counter-proposals**.
  - <u>Option 2.</u> You may also vote on each 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 NO** and **signing** next to the indication, you instruct the proxy to vote AGAINST of the proposed resolution or counter-proposal.
- With regard to any new counter-proposals submitted by the shareholders directly at the Shareholders Assembly, the proxy shall vote according to your instructions given in Section C of the authorization form.
- 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 <u>circling the number in front of their first and last name</u>.

**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-3503 Velenje, Slovenia; Telephone: +386 3 899 2167 or +386 3 899 1345 – Fax: +386 3 899 2505

# **REGISTRATION AND AUTHORIZATION**

## LIST OF PROXIES FOR REPRESENTATION AT THE SHAREHOLDERS ASSEMBLY ON FEBRUARY 3<sup>rd</sup> 2012

#	First and LAST name	Function
1.	Franc BOBINAC	President and CEO
2.	Marko MRZEL	Management Board member
3.	Branko APAT	Management Board member
4.	Uroš MAROLT	Management Board member
5.	Drago BAHUN	Labour Director
6.	Peter KOBAL	President of Gorenje, d.d., Works Council and employee representative in the Supervisory Board
7.	Ivan VIDAKOVIČ	Chairman of the SKEI trade union, Gorenje HA
8.	Rajko STANKOVIĆ	President of the MDS Society (Minor Shareholders Society – Together we are stronger)
9.	Kristjan VERBIČ	President of the VZMD – Pan-Slovenian Shareholders Association

for voting at the Shareholders Assembly of the public limited company Gorenje, d.d., Velenje, convened for **Friday, February 3<sup>rd</sup> 2012** in Velenje, Slovenia, 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. Authorization to the Management Board to acquire and dispose of treasury shares
- 3. Discussion on and adoption of the resolution regarding the compensation and reward to the Supervisory Board members

The undersigned (first and last name or company name of the shareholder): Personal registration number<sup>1</sup>/Registration number: Title:

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

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 **January 30<sup>th</sup> 2012**, 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 February 3<sup>rd</sup> 2012, convened by the Management Board and Supervisory Board of the company Gorenje, d.d, Partizanska 12, SI-3503 Velenje, Slovenia.

<sup>&</sup>lt;sup>1</sup> Personal registration number 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

#### **Proposed resolution:**

The bodies of the General Assembly shall be elected, as follows: Shareholders Assembly Chairman: Verification Committee: Blaž Klinar, chairman Žiga Vavpotič, 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 NO 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** 

Item 2 of the agenda: Authorization to the Management Board to acquire and dispose of treasury shares

#### Proposed resolution:

The Shareholders Assembly hereby grants the company Management Board the following authorization to acquire treasury shares, as follows:

1. The Shareholders Assembly hereby grants the authorization for acquisition of treasury shares, as follows:

a. The authorization for acquisition of treasury shares shall be valid for 36 months starting from the day this resolution is adopted.

b. The authorization shall apply for acquisition of up to a total of 1,590,687 treasury shares of the company, which is equivalent to 10 percent of the company share capital and includes the treasury shares held by the company as at the day this authorization is issued. Upon acquisition of each 2% (or 318,138 shares) treasury shares, the Supervisory Board shall decide on further progress of the repurchase program (option).

c. The company shall, as a rule, acquire the shares through transactions in the regulated market / stock exchange at the going market price per share In acquisition of shares, the purchase price for the shares shall not be lower than 10% of the share book value and shall not exceed 50% of the share book value as calculated based on the most recent publicly announced audited financial statements of the Gorenje Group.

d. The company may use the treasury shares acquired based on this and any previous authorizations for the following purposes, subject to the following conditions:

- trading for minority shareholdings in Gorenje Group subsidiaries;
- trading for shareholdings in other companies the activities of which coincide with the core activities of the Gorenje Group, subject to prior approval by the company Supervisory Board; or
- sale to a strategic partner whose activities coincide with the core activities of the Gorenje Group, subject to prior approval by the company Supervisory Board; or
- for listing the stock on markets beyond the Republic of Slovenia, where they may be offered to new portfolio investors.

e. In case of disposal of treasury shares, which may be disposed only for the purposes under 1.d of this authorization, the pre-emptive right shall be omitted.

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

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

YES NO 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.** 

<u>Item 3</u> of the agenda: Discussion on and adoption of the resolution regarding the compensation and reward to the Supervisory Board members

Proposed resolution:

The resolution on of the Shareholders Assembly, adopted under item 5.3 at the 16<sup>th</sup> Shareholders assembly shall be rescinded and replaced with a new resolution as follows:

Supervisory Board members shall be paid for education necessary to perform their work as members of the Supervisory Board and which is in the best interest of the company.

**Shareholder's instructions to the proxy for voting:** I, the undersigned shareholder, hereby instruct the proxy to vote as follows regarding the above resolution:

YES NO 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**.

## 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 shareholders does not circle anything or if the shareholder circles YES, the proxy shall vote according to their PERSONAL JUDGEMENT AND DISCRETION with regard to any new counter-proposals. If the shareholder circles NO, the proxy shall not vote on the shareholder's behalf with regard to any new counter-proposals.

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)