

DEAR GORENJE SHAREHOLDERS,

On Friday, August 23rd 2013 at 11 AM, the twentieth 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 July 17th 2013.

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 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 August 19th 2013.

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, from August 12th 2013 onwards between 9 AM 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

In case that you want to attend the Shareholders Assembly in person, we invite you to send us your application for the 20th Shareholders Assembly to be held on August 23rd 2013 at 11 AM at the Hotel Paka in Velenje Slovenia, in which you write down your personal information's: name and surname, address, identification number with the date and your signature. Also this application should be delivered to the company headquarters no later than on August 19th 2013, which you can send it in already franked envelope.

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REGISTRATION FOR THE GENERAL MEETING

_____ Shareholder of the Company Gorenje, d.d.,
Name and Surname

Address, Town, Postal code, Country: _____

Personal ID number: _____

I hereby register for the 20th Shareholders Assembly to be held on August 23rd 2013 at 11 AM at the Hotel Paka in Velenje. **I will attend the Shareholders' Assembly Meeting in person.**

At the same time I agree that the company use my personal data solely for the purpose of the 20th General Meeting of Gorenje, d.d.!

Place and date, _____

Shareholder's signature

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:

Option 1. By signing the authorization form **only at the end**, entering the place and date of signing, and adding 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 according to his own discretion on any counter-proposals.**

Option 2. 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.

3. 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 circling the number in front of their first and last name.

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 from August 12th 2013 onwards 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 2501

REGISTRATION AND AUTHORIZATION

LIST OF PROXIES FOR REPRESENTATION AT THE SHAREHOLDERS ASSEMBLY ON AUGUST 23rd 2013

#	First and LAST name	Function
1.	Franc BOBINAC	President and CEO
2.	Marko MRZEL	Management Board member
3.	Peter GROZNIK	Management Board member
4.	Drago BAHUN	Management Board member - Labour Director
5.	Peter KOBAL	President of Gorenje, d.d., Works Council and employee representative in the Supervisory Board
6.	Ivan VIDAKOVIĆ	Chairman of the SKEI trade union, Gorenje HA
7.	Rajko STANKOVIĆ	President of the MDS Society (Minority Shareholders Society of Slovenia)
8.	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, August 23rd 2013** 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. Capital increase with cash contributions**
- 3. Capital increase with non-cash contributions**
- 4. Appointment of auditor**

The undersigned (first and last name or company name of the shareholder):

Personal registration number¹/Registration number:

Address:

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 **August 19th 2013**, 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 August 23rd 2013, convened by the Management Board and Supervisory Board of the company Gorenje, d.d, Partizanska 12, SI-3503 Velenje, Slovenia.

¹ *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:	Leonardo F. Peklar
Verification Committee:	Robert Ernestl, chairman Domen Grah, member Milena Obu, member

Mr. Marko Salmič, Notary Public of Velenje, 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:
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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: **Capital increase with cash contributions**

Proposed resolution:

First and Second capital increase procedure

1) First increase of capital

Share capital of the company, amounting to EUR 66,378,217.32 and divided into 15,906,876 ordinary freely transferable registered no par value shares, shall be increased by EUR 9,681,964.61 to amount to a new total of EUR 76,060,181.93. The newly issued shares shall be classified into the same class as the existing shares.

Increase in share capital in the amount of EUR 9,681,964.61 shall be effected by offering (issuance) of 2,320,186 new ordinary freely transferrable registered no par value shares. The new shares shall be offered in exchange for cash contributions, at a price of EUR 4.31 per share.

The deadline for subscription and payment of new shares is 45 (forty-five) days from the day of adoption of this resolution.

Pre-emptive right of the existing shareholders to subscribe the newly offered / issued shares shall be excluded.

All newly issued shares shall be offered into subscription to Panasonic Corporation.

The subscriber is liable to pay the total price of each subscribed/acquired, share.

2) Second increase of capital

After the successful conclusion of capital increase defined in item 1 the share capital of the company, amounting to EUR 76,060,181.93 and divided into 18,227,062 ordinary, freely transferable registered no par value shares, shall be increased by a further amount of no more than EUR 43,568,833.52, to at maximum total of EUR 119,629,015.46. The newly issued shares shall be classified in the same class as the existing ones.

The second increase in share capital in the amount of not more than EUR 43,568,833.52 shall be effected by issuing no more than 10,440,835 new ordinary freely transferable registered no par value shares. The shares, priced at EUR 4.31 per share, shall be offered in exchange for cash contributions.

The second increase in share capital shall be carried out in two rounds. In the first round, new shares shall be offered on the basis of pre-emptive right of the existing shareholders to all shareholders entered into the share register as at the day of adoption of this resolution. These shareholders will have the right to subscribe the amount of shares proportional to their current shareholding in total share capital.

The shares not subscribed and fully paid up in the first round of the secondary equity offering will be offered in the second round for subscription and payment to third parties and/or the issuer's employees if so decided by the issuer's Management Board, subject to approval by the issuer's Supervisory Board.

In the second increase of share capital the existing shareholders, third parties and employees will have the option to restrict their subscription in advance with a statement on the subscription form where they can define their maximum share percentage or number of shares they may own in the company after the capital increase procedure based on this resolution.

The second increase of share capital shall be carried out immediately after registration of Panasonic Corporation as a new shareholder at Klirinško depotna družba on the basis of successful conclusion of capital increase defined in item 1.

The subscribers in the second increase of share capital are liable to pay the total price of each subscribed/acquired share.

Details of the second capital increase shall be defined by the issuer's Management Board, subject to approval by the issuer's Supervisory Board, and announced in detail in the prospectus.

3) The issuer's Management Board, subject to approval by the issuer's Supervisory Board, may decide to place the issuer's shares into dual listing on Warsaw Stock Exchange.

4) The issuer's Supervisory Board shall have the authority to amend the company Articles of Association after the first and after the second capital increase and issuance of new shares in such way that the contents thereof match the new facts resulting from these two increases in the issuer's share capital.

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**.

Item 3 of the agenda: **Capital increase with non-cash contributions**

Proposed resolution:

Third capital increase procedure

Following the successful completion of the first capital increase and after the completion of the second capital increase as specified in the Resolution 2, the company share capital, amounting at the start of the third round of the capital increase to a maximum of EUR 119,629,015.46 and divided into up to 28,667,897 ordinary freely transferable registered no-par value shares, shall be further increased by one or more non-cash contributions in the form of receivables payable by Gorenje and held by financial institutions who are creditors of Gorenje, d.d., as at the day of the Shareholders Assembly convocation, by an amount of no more than EUR 9,681,964.61, to a total of no more than EUR 129,310,980.07. The new shares shall be of the same class as the outstanding/existing shares.

Increase of the share capital by the amount of up to EUR 9,681,964.61 shall be effected by issue of no more than 2,320,186 new ordinary freely transferable registered no par value shares.

New shares shall be issued in exchange for non-cash contributions at a price of EUR 4.31 per share.

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 shareholder 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)