

Gorenje, d.d.

DEAR GORENJE SHAREHOLDERS,

On Friday, July 3, 2015 at 11 AM, the twenty-second Shareholders Assembly of the company Gorenje, d.d. will take place in the Grand Hall of Hotel Paka, Rudarska ul. 1, Velenje. 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 June 1, 2015.

The agenda and proposed resolutions are also specified in the AUTHORIZATION for representation at the Shareholders Assembly attached herewith. The Shareholders Assembly has been offering 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 to our shareholders again. 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 thereby authorize 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 **June 29, 2015**.

Should you require any assistance in filling out the proxy authorization form, do not hesitate to call +386 3 899 2150 or +386 3 899 1345. The best time to call is on working days 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

If you wish to attend the Shareholders Assembly in person, please submit your signed Application for the 22nd Shareholders Assembly taking place on July 3, 2015 at 11 AM at Hotel Paka in Velenje, stating your personal information: first and last name, address, and PRN (personal registration number). This application, too, has to arrive at the company headquarters no later than by June 29, 2015; it may be sent in the stamped envelope.

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APPLICATION TO THE SHAREHOLDERS ASSEMBLY

_____, shareholder of the company Gorenje, d.d.,
 first and last name

residing at _____,

PRN _____,

hereby apply to the 22nd Shareholders Assembly which is to take place on July 3, 2015 at 11 AM at Hotel Paka in Velenje. I shall attend the Assembly in person.

At the same time, I allow the company to use my personal information exclusively for the purpose of carrying out the 22nd Shareholders Assembly of Gorenje, d.d.

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 only signing this authorization **at the end** and entering the place and date of the authorization or, in case of business entities, placing your stamp, you instruct the proxy to vote on all **proposed resolutions** as specified in the proxy's voting proposal for each agenda item, and to vote on any **counterproposals** at their **own discretion**.

Option 2: Proxy authorization may also be provided for each individual 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 counterproposal.
- by circling **NO** and **signing** next to the indication, you instruct the proxy to vote AGAINST of the proposed resolution or counterproposal.

3. In case of any **new counterproposals** that may be submitted by individual shareholders directly at the Shareholders Assembly or after the day on which the wording of this proxy authorization is completed and which are therefore not included in this authorization, the proxy will vote according to your authorization provided in **section C**.
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 at the following address:

Gorenje, d.d.

Partizanska 12, SI-3320 Velenje

Telephone: +386 3 899 2150 or +386 3 899 1345

Fax: +386 3 899 2501

REGISTRATION AND AUTHORIZATION LIST OF PROXIES FOR REPRESENTATION AT THE SHAREHOLDERS ASSEMBLY ON JULY 3, 2015

#	First and LAST name	Function
1.	Franc BOBINAC	President and CEO
2.	Marko MRZEL	Management Board member
3.	Branko APAT	Management Board member
4.	Peter GROZNIK	Management Board member
5.	Peter KUKOVICA	Management Board member
6.	Peter KOBAL	President of Gorenje, d.d., Works Council and employee representative in the Supervisory Board
7.	Vinko JELIČIĆ	Chairman of the SKEI trade union, Gorenje HA
8.	Rajko STANKOVIĆ	President of the MDS Society (Minority Shareholders Society of Slovenia)
9.	Kristijan 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, July 3, 2015** in Velenje, 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. **Presentation of the 2014 Annual Report, complete with disclosure of the payments made to the Management Board and Supervisory Board members, Auditor's Report, Supervisory Board Report on the Results of the Audit and Confirmation of the 2014 Annual Report, adoption of the resolution on the allocation of distributable profit for 2014, and granting of discharge of liability to the Management Board and Supervisory Board for the year 2014**
3. **Appointment of auditor**
4. **Supervisory Board members remuneration**

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

I 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 **June 29, 2015**, 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 July 3, 2015, convened by the Management Board and Supervisory Board of the company Gorenje, d.d, Partizanska 12, SI-3320 Velenje.

¹ *Personal registration number ("EMŠO") 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

Resolution proposal:

The bodies of the General Assembly shall be elected, as follows:

Shareholders Assembly Chairman:	Gorazd Podbevšek
Verification Committee:	Robert Ernestl, chairman
	Gregor Mavsar, 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

AGAINST

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**

Explanation of the proposal: The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at www.gorenje.com.

Item 2 of the agenda: Presentation of the 2014 Annual Report, complete with disclosure of the payments made to the Management Board and Supervisory Board members, Auditor's Report, Supervisory Board Report on the Results of the Audit and Confirmation of the 2014 Annual Report, adoption of the resolution on the allocation of distributable profit for 2014, and granting of discharge of liability to the Management Board and Supervisory Board for the year 2014

Resolution proposal:

2.1. The accumulated profit for the financial year 2014 in the amount of EUR 4,219,490.55 shall be appropriated for the following purposes:

- part of the accumulated profit for the year 2014 in the amount of EUR 1,458,198.12 EUR shall be used for the payment of dividends (EUR 0.06 gross per share),
- the remainder of the accumulated profit in the amount of EUR 2,761,292.43 shall remain unappropriated.

All shareholders registered in the Share Register as at July 8th 2015 shall be entitled to a dividend. Dividend is scheduled for payment within 45 business days following the adoption of the present resolution.

Shareholder's voting instruction to the proxy:

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

YES

AGAINST

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**.

Explanation of the proposal: The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at www.gorenje.com.

COUNTERPROPOSAL to Item 2.1 of the agenda: Adoption of the resolution on the allocation of distributable profit, proposed by the shareholder Mr. Marko Grobelnik

Counterproposal for resolution to item 2 (resolution 2.1) of the agenda:

2.1. The accumulated profit for the financial year 2014 in the amount of EUR 4,219,490.55 shall be appropriated for the following purposes:

- part of the accumulated profit for the year 2014 in the amount of EUR 3,645,495.30 EUR shall be used for the payment of dividends (EUR 0.15 gross per share),
- the remainder of the accumulated profit in the amount of EUR 573,995.25 shall remain unappropriated.

All shareholders registered in the Share Register as at July 8th 2015 shall be entitled to a dividend. Dividend is scheduled for payment within 45 business days following the adoption of the present resolution.

The counterproposal, complete with explanation, is announced on the Ljubljana Stock Exchange website and at www.gorenje.com.

Position of the Management and the Supervisory Board of the company Gorenje, d.d., regarding the said counterproposal: The Management and the Supervisory Board support its initial proposal and oppose the submitted counterproposal.

Shareholder's voting instruction to the proxy:

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

YES

AGAINST

Signature:

Proxy's proposal for voting: if the shareholder does not provide any voting instructions for the above resolution proposal, the proxies will vote at their own discretion.

2.2. Discharge shall be granted to the company Management Board and Supervisory Board for the fiscal year 2014.

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

AGAINST

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**.

Explanation of the proposal: By granting discharge, the work of the Management Board and of the Supervisory Board in the fiscal year 2014 shall be confirmed and approved. **The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at www.gorenje.com.**

Item 3 of the agenda: **Appointment of auditor**

Resolution proposal:

The company DELOITTE REVIZIJA d.o.o., Dunajska cesta 165, 1000 Ljubljana, shall be appointed as the company auditor for the 2015 fiscal year.

Shareholder's voting instruction to the proxy:

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

YES

AGAINST

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**.

Explanation of the proposal: **The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at www.gorenje.com.**

Item 4 of the agenda: **Supervisory Board members remuneration**

Resolution proposal:

4.1 The Supervisory Board members receive the attendance fee for their participation at a session which amounts to EUR 275 gross per an individual member. The members of a Supervisory Board's commission receive the attendance fee for their participation at a session of the commission which, per an individual member, amounts to 80% of the attendance fee for the participation at a session of the Supervisory Board. The attendance fee for a meeting by correspondence amounts to 80% of the regular attendance fee. Regardless of the above mentioned, that is, regardless of the number of sessions in which he/she participates, in an individual business year, an individual Supervisory Board member is entitled to receive the payment of attendance fees up to a total amount of attendance fees that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at the annual level. Regardless of the above mentioned, that is, regardless of the number of sessions of the Supervisory Board and commissions in which he/she participates, in an individual business year, an individual Supervisory Board member, who is a member of a Supervisory Board commission or commissions, is entitled to receive the payment of attendance fees related to his/her participation at the sessions of the Supervisory Board and commissions up to the total amount of attendance fees that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at the annual level, increased by 25%.

4.2 In addition to attendance fees, the Supervisory Board members receive a basic payment for their services in the amount of EUR 15.000 gross per year per an individual member. The President of the Supervisory Board is also entitled to receive an additional payment in the amount of 50% of the basic payment for the performance of the services of the Supervisory Board member, while the Vice President/Deputy of the Supervisory Board President, is entitled to receive the additional payment in the amount of 10% of the basic payment for the performance of the services of the Supervisory Board member. The members of the Supervisory Board's commission receive the additional payment for the performance of services which amounts to 25% of the basic payment for the performance of services of the Supervisory

Board member. The President of a commission is also entitled to receive the additional payment for the performance of the services in the amount of 50% of the payment for the performance of services of the Supervisory Board's commission member.

Regardless of the above mentioned, that is, regardless of the number of sessions in which he/she is a member or a President, in an individual business year, an individual member of a Supervisory Board's commission is entitled to receive additional payments up to a total amount of such additional payments that reaches 50% of the basic payment for the performance of the services of a Supervisory Board member at the annual level. If the mandate of an individual Supervisory Board member is shorter than the business year, the individual member of a Supervisory Board's commission, irrespective of the above mentioned, that is, regardless of the number of commissions in which he/she is a member or a President, is entitled to receive additional payments in an individual business year up to a total amount of such payments that reaches the value of 50% of the basic payment for the performance of the services of the individual Supervisory Board member for the duration of the time for which his/her mandated lasted in the relevant business year.

4.3 The Supervisory Board members and members of the Supervisory Board's commission receive the basic payment and the additional payment for the performance of the services in the proportional monthly payments to which they are entitled until they carry out the function. The monthly payment amounts to one twelfth of the above mentioned annual sums.

4.4 The limitation of the amount of the total payments for attendance fees or additional payments for a Supervisory Board member must not in any way influence his/her obligation regarding active participation at all Supervisory Board sessions and commissions' sessions in which he/she is a member, and his/her statutorily stipulated responsibility.

4.5 The Supervisory Board members are entitled to receive the reimbursement of travel and accommodation costs incurred in relation to their services in the Supervisory Board, specifically up to the amount stipulated in regulations regulating the reimbursement of work-related costs and other income which is not included in the tax base (provisions which apply for the transportation during business trips and accommodation during business trips). The accommodation costs may only be refunded if the distance of the permanent or temporary residence of a Supervisory Board member or a member of a Supervisory Board commission from the location of the work of the body amounts to a minimum of 100 kilometres, if the member of the Supervisory Board could not return to their place of residence because of the lack of any scheduled public transport, or for other objective reasons.

4.6 This Resolution shall enter into force and apply from the day of its adoption at the General Meeting. By way of this Resolution, the Resolution No. 5 adopted by the General Meeting on 5 July 2011 is revoked.

Shareholder's voting instruction to the proxy:

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

YES

AGAINST

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**.

Explanation of the proposal: The proxies support the proposals for reasons specified in the explanation of the resolution proposal as submitted by the proposing party. Explanation of the proposal is also available on the Ljubljana Stock Exchange website and on the Gorenje website at www.gorenje.com.

Gorenje, d.d.

C. VOTING ON NEW COUNTERPROPOSALS

If new counterproposals 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 counterproposals according to their personal judgement and discretion.

YES

NO

Shareholder's signature: _____

Note: If the shareholder does not circle anything or circles YES, the proxy shall vote on any counterproposals BY OWN JUDGEMENT/AT OWN DISCRETION. If the shareholder circles NO, the proxy shall not vote on any counterproposals on the shareholder's behalf.

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)