

The sole shareholder of the company GORENJE, d.d., Partizanska cesta 12, 3320 Velenje, Hisense Luxembourg Home Appliance Holding S.á r.l., with its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg, registered with the Luxembourg Register of Commerce and Companies under No. B224161 ("**Sole Shareholder**"), pursuant to the third paragraph of Article 295 of the Slovenian Companies Act (ZGD-1) and Article 27 of the Articles of Association of GORENJE, d.d. requests from the Management Board of GORENJE, d.d. to convene the

### **28th General Assembly of GORENJE, d.d.**

and proposes that the General Assembly takes place on **30 October 2018, at 11.00 am** in Velenje, and to include the following items to the agenda:

#### **1. Opening of the General Assembly, Establishment of Quorum and Election of the Bodies of the General Assembly**

##### Resolution proposal No. 1:

The Sole Shareholder in regard to the proposed first item on the agenda proposes the adoption of the following decision:

It is established that enough votes are present at the Shareholders Assembly to constitute quorum as all of the Gorenje's shareholders are present. The bodies of the General Assembly shall be elected, as follows:

Shareholders Assembly Chairman: Klemen Radosavljevič

Verification Committee:

- Jurij Marjanovič, chairman
- Tomaž Veselič, member
- Milena Obu, member

Mrs. Katja Fink, Notary Public of Celje, shall be appointed to keep official Records of Proceedings.

##### Explanation:

Pursuant to the third paragraph of Article 27 of Gorenje's Articles of Association and Article 8 of the General Assembly Meeting Rules of Procedure, Mr. Klemen Radosavljevič shall be appointed as chairman of the General Assembly Meeting.

Likewise, pursuant to the second paragraph of Article 11 and first paragraph of Article 12 of the General Assembly Meeting Rules of Procedure, the General Assembly Meeting bodies must be appointed, these being - in addition to the chairman of the General Assembly Meeting - the Notary Public and the Verification Committee.

The members of the Verification Committee shall be selected from the employees of GORENJE, d.d.

## **2. Withdrawal of GRVG shares from trading on the Warsaw Stock Exchange**

### Resolution proposal No. 2:

1. According to the Article 101 of ZTFI and Article 91 section 1 and 8 in connection with Article 92 section 3 of the Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the shares of the issuer GORENJE, d.d. denoted as GRVG ("**GRVG Shares**") shall be fully withdrawn from the trading on the following regulated market:

- (i) Warsaw Stock Exchange (GPW) (GPW Main Market).

This resolution approves the restoration of document form of the GRVG Shares (abolition of dematerialized shares).

2. This resolution confirms the resolution on withdrawal of the GRVG Shares from the Warsaw Stock Exchange (GPW) (GPW Main Market), which was already adopted at the shareholders' meeting of 17 September 2018.
3. Taking into consideration that, at the date of this resolution, there are no minority shareholders in GORENJE, d.d. there is no compensation offered due to withdrawal of GRVG Shares from the trading on the Warsaw Stock Exchange.

### Explanation:

On 26 October 2018, the District Court in Celje (under nr. Srg 2018/42349) passed a resolution, pursuant to which, inter alia, it decided to register the resolution on the transfer of all GRVG Shares of minority shareholders of GORENJE, d.d. to Hisense Luxembourg Home Appliance Holding S.á r.l. as main shareholder, who thereby became the only shareholder of GORENJE, d.d.

According to the judgment of the Sole Shareholder it is not reasonable that the shares of this company remain listed on any regulated securities markets, including the Warsaw Stock Exchange.

The ZTFI provides for in Article 101 Para 3 that the publication of the delisting of shares from the regulated securities market shall be a correct item on the general assembly agenda only if it includes the statement of the company by means of which it offers to the shareholders that oppose the withdrawal, to take over their shares against the payment of appropriate monetary compensation, and which is recorded in the minutes. As there is no minority shareholders in the

company GORENJE, d.d., no compensation will be offered due to withdrawal of GRVG Shares from the trading on the Warsaw Stock Exchange.

Luxembourg, 26 October 2018 at 17 hours.

**On behalf of Hisense Luxembourg Home Appliance Holding S.á r.l.:**

  
Mr Jianmin HAN, Class A Manager

  
Universal Management Services S.á r.l., Class B Manager  
Frank De Wit      Delhia Perez-Garbin