

[coat of arms of the Republic of Slovenia]
NOTARY PUBLIC MARKO SALMIČ
Cankarjeva cesta 2c, 3320 Velenje

Telephone: **+386 (0)3 587-74-20**
e-mail: **notar.velenje@siol.net**

Ref. No.: SV 313/19
Date: 28/05/2019

NOTARIAL RECORD OF PROCEEDINGS

This notarial record of proceedings was compiled by the Notary Public Marko Salmič from Velenje, today, on this May 28, 2019 (twenty-eighth of May, two thousand nineteen), immediately after the end of

SESSION (ASSEMBLY) OF HOLDERS OF THE NOTES WITH THE SECURITY CODE GV02 AND ISIN CODE SI0032103739,

which took place at the headquarters of the company Gorenje d.o.o. at Partizanska cesta 12 (twelve), 3320 (three thousand three hundred twenty) Velenje, starting at 11 (eleven) a.m., to which I was invited as the Notary Public and at which I was present for its entire duration.

By consulting the court/business register, I have determined, that the register lists the company **Gorenje gospodinjski aparati d.o.o.**, Partizanska cesta 12 (twelve), 3320 (three thousand three hundred twenty) Velenje, registration number 5163676000 (five-one-six-three-six-seven-six-zero-zero-zero), with registered share capital of EUR 101,415,882.14 (one hundred one million four hundred fifteen thousand eight hundred eighty-two 14/100 euros).

The issuer of the notes presented to me an extract from the register of debt securities holders with the KDD (Central Securities Clearing Corporation) as at May 27, 2019 (twenty-seventh of May, two thousand nineteen), which I keep in the notarial record, but it is not attached as an appendix to this Notarial Record of Proceedings.

I furthermore establish that the session of the bold holders was announced on April 26, 2019 (twenty-sixth of April, two thousand nineteen), in the electronic information dissemination system of the Ljubljana Stock Exchange (Ljubljanska borza d.d.) SEOnet, and the company website at www.gorenjegroup.com. The convocation with its full contents is attached as **Appendix 1 (one)** to this Notarial Record of Proceedings.

I, the Notary Public, did not further validate the identity of the chairman of the session/assembly and other participants, as this was not requested by any of the session participants, pursuant to Article 69 of the Notary Act (ZN, Official Journal of the Republic of Slovenia, No. 2/2007, and subsequent).

ITEM 1 (ONE) OF THE AGENDA: OPENING OF THE ASSEMBLY AND DETERMINING THE PARTICIPATION

The assembly was opened and presided over by the chairman Mr Mitja Vidmar, attorney at law. He greets everyone present and presents to them the session agenda, as well as the announcement of the assembly convocation, complete with proposed resolutions, as evident in Appendix 2 (two) of this Notarial Record of Proceedings.

The assembly chairman then presents the initial finding that, based on received proxy authorizations by noteholders and the noteholders in attendance at the session, the conditions for the start of the assembly are satisfied. Of the total number of 19,456 (nineteen thousand four hundred fifty-six) notes, 17,011 (seventeen thousand eleven) notes are present, representing 87.43% (eighty-seven point four three percent) of total liabilities pertaining to the notes.

The list of persons in attendance is included as Appendix 2 (two) of this Notarial Record of Proceedings. Proxy authorizations are kept by the company.

Moreover, the session chairman explains that I, Notary Public Marko Salmič of Velenje, was invited by the company management to compile the Notarial Record of Proceedings.

Then, the session continues with the following agenda item, as follows from this Notarial Record of Proceedings.

ITEM 2 (TWO) OF THE AGENDA:

DECISION ON THE ISSUER'S PROPOSAL TO ADOPT A RESOLUTION ON THE WITHDRAWAL OF GV02 NOTES FROM LISTING ON THE REGULATED MARKET AND CHANGE OF TERMS FOR THE GV02 NOTES

The session chairman then reads the proposed agenda item complete with the announced resolution proposal, as follows:

"

- (1) The Notes issued by the Issuer Gorenje d.o.o. with security code GV02 and ISIN SI0032103739 (hereinafter: the GV02 Notes) shall be withdrawn from trading on the regulated market operated by Ljubljanska borza d.d., Ljubljana as follows:***
 - (a) in the event that this resolution is approved by the votes of holders of the GV02 Notes having aggregate nominal amount which represents at least 90 % of the total nominal amount of all GV02 Notes with the effect from June 14, 2019; or***
 - (b) in the event that this resolution is approved by the votes of holders of the GV02 Notes having aggregate nominal amount which represents at least 75%, but is less than 90% of the total nominal amount of all GV02 Notes, with the effect from the date of expiry of six months from the publication of the notary's minutes of the meeting of noteholders approving this resolution.***
- (2) The Terms and Conditions of the GV02 Notes shall be amended by replacing the reference to "a member of the Group" in Condition 7.3(b)(i)(a) with a reference to "a Subsidiary of the company Hisense Co., Ltd".***

(3) The Terms and Conditions of the GV02 Notes shall be amended by replacing the reference to "members of the Group" in Condition 7.7(b) with a reference to "Subsidiaries of the company Hisense Co., Ltd".

Then, and before the vote on the resolution, the session chairman recognizes Mrs Jožica Turk as the Attorney of the management. I, the Notary Public, attach a copy of her presented written Power of Attorney as **Appendix 3 (three)**. The present Mrs Jožica Turk then makes the following statement:

"The company Gorenje d.o.o. as the issuer hereby undertakes to:

- (1) pay out to each holder of GV02 Notes no later than on June 6, 2019 (sixth of June, two thousand nineteen), a compensation for voting in the amount of EUR 5.00 (five euros 00/100) per each GV02 Note held by such holder; and**
- (2) enable all holders to sell their GV02 Notes to the Issuer during the period from May 29, 2019 (twenty-ninth of May, two thousand nineteen), to June 13, 2019 (thirteenth of June, two thousand nineteen), at the price of 102.50% (one hundred and two point five zero percent), which means that Issuer will pay for each GV02 Note the sum of EUR 1,025.00 (one thousand twenty-five euros 00/100) and accrued unpaid interest on such GV02 Note, by placing an order to that effect on the regulated market operated by Ljubljanska borza d.d., Ljubljana;**

whereby the order referred to in paragraph (2) above will be also placed as appropriate offer for compensation to holders of notes who will oppose to delisting, and does not constitute a Tender Offer (as such term is defined in the Terms and Conditions of the GV02 Notes) and shall not result in an increase of the rate of interest applicable to the GV02 Notes."

Immediately after the Attorney of the management presented her statement, the chairman invites a discussion. As there was no discussion, the session chairman invites the participants to vote, by raising hands, on the resolution proposal previously read out loud. *

After the vote by raising of hands, the session chairman finds that the proposed resolution was adopted; out of the total number of 19,456 (nineteen thousand four hundred fifty-six) notes:

- 15,911 (fifteen thousand nine hundred eleven) notes voted FOR (in favour of) the resolution, which accounts for 93.53% (ninety-three point five three percent) of the notes present at the assembly, or 81.78% (eighty-one point seven eight percent) of total liabilities pertaining to the issued notes;**
- 1,100 (one thousand one hundred) notes voted AGAINST the resolution, which accounts for 6.47% (six point four seven percent) of the notes present at the assembly, or 5.65% (five point six five percent) of total liabilities pertaining to the issued notes;**
- there were no abstained votes;**
- there were no invalid votes.**

With the last agenda item, the session agenda was exhausted.

Therefore, the session chairman ends the session at 11:10 (eleven hours and ten minutes) a.m. Thereafter, I, the Notary Public, compile this Notarial Record of Proceedings. In these minutes, I, the Notary Public, confirm that this Notarial Record of Proceedings represents a true account of the events at the assembly, and that all above resolutions were adopted in the manner and with the contents noted above.

[Translation from Slovenian original]

I, the Notary Public, expressly state that the Notarial Record of Proceedings is compiled in particular pursuant to Article 69 of the Notary Act, and therefore does not include the entire contents of particular statements by the session participants.

Following are the appendices to this Notarial Record of Proceedings:

- *Contents of the convocation* – **Appendix 1 (one)**
- *List of persons in attendance* – **Appendix 2 (two)**
- *Copy of the Power of Attorney* – **Appendix 3 (three)**

The session chairman Mr Mitja Vidmar, attorney at law, signs this Notarial Record of Proceedings complete with Appendices, after he has read it and confirmed it as accurate. I, the Notary Public, confirm this Notarial Record of Proceedings and the assembly resolution specified in it, with my signature and stamp.

The original of the Notarial Record of Proceedings shall be kept by me, the Notary Public, and one confirmed copy shall be issued for the company.

The expenses (fee) for compiling this Notarial Record of Proceedings are charged pursuant to the effective **Notary Tariff** – NT (Official Journal of the Republic of Slovenia, No. 88/12).

Signatures and Notary Public's stamp pursuant to Article 43, Paragraph 1, Item 7 of the Notary Act (ZN):

Session Chairman:

Mitja Vidmar

[signature]

Notary Public Marko Salmič

[signature, stamp]

Gorenje, d.o.o.

The company Gorenje d.o.o. with registered seat in Velenje (hereinafter: **the Issuer**), is hereby convening:

MEETING OF HOLDERS OF NOTES WITH SECURITY CODE GV02 AND ISIN SI0032103739

to be held on May 28, 2019, starting at 11 AM in Velenje, at the seat of the Company Gorenje, d.o.o., Partizanska cesta 12, 3320 Velenje with the following agenda:

1. Opening of the meeting and determination of presence
2. Decision on the Issuer's proposal to withdraw the GV02 Notes from trading on the regulated market and to amend the Terms and Conditions of the GV02 Notes which reads as follows:
 - (1) *The Notes issued by the Issuer Gorenje d.o.o. with security code GV02 and ISIN SI0032103739 (hereinafter: **the GV02 Notes**) shall be withdrawn from trading on the regulated market operated by Ljubljanska borza d.d., Ljubljana as follows:*
 - (a) *in the event that this resolution is approved by the votes of holders of the GV02 Notes having aggregate nominal amount which represents at least 90 % of the total nominal amount of all GV02 Notes with the effect from June 14, 2019; or*
 - (b) *in the event that this resolution is approved by the votes of holders of the GV02 Notes having aggregate nominal amount which represents at least 75%, but is less than 90% of the total nominal amount of all GV02 Notes, with the effect from the date of expiry of six months from the publication of the notary's minutes of the meeting of noteholders approving this resolution.*
 - (2) *The Terms and Conditions of the GV02 Notes shall be amended by replacing the reference to "a member of the Group" in Condition 7.3(b)(i)(a) with a reference to "a Subsidiary of the company Hisense Co., Ltd".*
 - (3) *The Terms and Conditions of the GV02 Notes shall be amended by replacing the reference to "members of the Group" in Condition 7.7(b) with a reference to "Subsidiaries of the company Hisense Co., Ltd".*

RATIONALE FOR THE PROPOSED RESOLUTION:

Regarding paragraph (1):

After completing a takeover bid and squeeze-out of the minority shareholders, the company Hisense Luxembourg Home Appliance Holding S.á r.l. has become the sole shareholder of the Issuer which has been then transformed into limited liability company (*družba z omejeno odgovornostjo*). Nevertheless, the Issuer is still required to comply with obligations applicable to public companies since the Issuer's notes with security code GV02 continue to be admitted to trading on the regulated market operated by Ljubljanska borza d.d., Ljubljana.

Accordingly, the Issuer wishes to withdraw from trading on regulated market its notes with security code GV02 and is, for this purpose, willing to assume the obligations set out below under the heading *Issuer's Covenants*.

Pursuant to the eighth and eleventh paragraph of Article 125. of the ZTFI-1, a resolution to withdraw the notes from trading on a regulated market can only take effect before expiry of 6 months from the publication of the notary's minutes of the relevant meeting of noteholders if holders of notes having aggregate nominal amount representing at least 90% of the nominal amount of the entire series of the notes vote in favour of such resolution.

Therefore, if holders of the GV02 Notes having aggregate nominal amount which represents at least 90 per cent. of the total nominal amount of all GV02 Notes will vote in favour of the proposed resolution, the withdrawal will become effective on June 14, 2019. If, on the other hand the proposed resolution will be passed with a lower (but not less than $\frac{3}{4}$) majority of votes, the withdrawal will become effective upon expiry of six months from the publication of the notary's minutes of the meeting of noteholders.

Regarding paragraph (2):

Both the Issuer and the holding company of the Hisense Group, the company Hisense Co. Ltd., which is indirectly, through the sole shareholder of Gorenje d.o.o., the company Hisense Luxembourg Home Appliance Holding S.a.r.l, the holding company of the company Gorenje d.o.o., maintain an international network of subsidiaries which is on certain markets duplicated. Accordingly, it is highly likely that certain subsidiaries of the Issuer (which, together with the Issuer constitute the *Group*, as defined in the Terms and Conditions of the GV02 Notes) will be subject to mergers, demergers or other transactions having similar effects (which are defined in the Terms and Conditions of the GV02 Notes as *Merger*) in which not only members of the Group, but also Subsidiaries of the company Hisense Co., Ltd will participate.

Since Condition 7.3 of the GV02 Notes restricts the Mergers in which not all participants are members of the *Group*, the Issuer proposes that, simultaneously with the decision on withdrawal of the GV02 Notes from trading on regulated market, the holders of the GV02 Notes approve the amendments to Conditions 7.3 and 7.7 which will generally permit the *Mergers* involving the members of the *Group* if each

participant in such *Merger* will be a Subsidiary of the company Hisense Co.,Ltd (which includes the Issuer and all members of the *Group*).

Below is the wording of Conditions 7.3 and 7.7 showing the proposed changes:

"7.3 Mergers

- (a) *Except as permitted under paragraph (b) of this Condition 7.3, the Issuer shall not, and shall ensure that no other member of the Group will, enter into any Merger.*

- (b) *Paragraph (a) above does not apply to:*
 - (i) *any Merger where:*
 - (a) *each participant is a Subsidiary of the company Hisense Co. Ltd ;*
or
 - (b) *participant is a member of the Group or an Associated Company which, according the most recently published audited financial statements, has neither annual income nor total assets exceeding EUR 10,000,000.00 or*
 - (ii) *any Merger which occurs after Release Date."*

"7.7 Publication of information

The Issuer shall publish in accordance with Condition 14 the following information as soon as it becomes aware of the relevant facts if it becomes aware of such facts at any time before the Release Date:

- (a) *in connection with any Security referred to in sub-paragraphs (vi) and (vii) of paragraph (b) of Condition 7.2 over the assets of the Issuer or any other member of the Group, which was not disclosed in a prior notice given in accordance with this Condition 7.7 and is securing obligations the outstanding principal of which, as at the time of acquisition of the assets or the member of the Group referred to in sub-paragraph (vi) of paragraph (b) of Condition 7.2 or (as the case may be) as at the time of creation of Security referred to in sub-paragraph (vii) of paragraph (b) of Condition 7.2, exceeds EUR 1,000,000.00 EUR:*
 - (i) *the description and the market value of the assets on which such Security exists;*
 - (ii) *the amount, final maturity and the debtor of the obligations secured by such Security;*
 - (iii) *an explanation to exemption set out in sub-paragraph (vii) of paragraph (b) of Condition 7.2 applicable to such Security, allowing such exemption;*

- (b) *in connection with any Merger where not all participants are Subsidiaries of the company Hisense Co., Ltd:*
 - (i) *a description of such Merger;*
 - (ii) *an explanation as to any exemptions set out in paragraph (b) Condition 7.3 applicable to such Merger,*

- (c) *the amount, final maturity and the borrower of each loan made by the Issuer or by any other member of the Group, except the loans referred to in paragraph (b) of Condition 7.4;*
- (d) *the amount, final maturity, the creditor and the borrower of each obligation of a member of the Group or an Associated Company which guaranteed by the Issuer or by any other member of the Group, except the guarantees referred to in paragraph (b) of Condition 7.5;*
- (e) *information on acquisition of a share in another company which is not permitted pursuant to paragraph (b) of the Condition 7.6."*

ISSUER'S COVENANTS:

The Issuer undertakes that it will, in the event of a duly passed resolution that the GV02 Notes shall be withdrawn from trading on the regulated market operated by Ljubljanska borza d.d., Ljubljana:

- (1) by no later than June 6, 2019 pay to each holder of GV02 Notes a compensation for voting in the amount of EUR 5.00 for each GV02 Note held by such holder; and
- (2) enable all holders to sell their GV02 Notes to the Issuer during the period from May 29, 2019 to June 13, 2019 at the price of 102.50%, which means that Issuer will pay for each GV02 Note the sum of EUR 1,025.00 and accrued unpaid interest on such GV02 Note, by placing an order to that effect on the regulated market operated by Ljubljanska borza d.d., Ljubljana.
- (3) the order referred to in paragraph (2) above will be also placed as appropriate offer for compensation to holders of notes who will oppose to delisting, and does not constitute a Tender Offer (as such term is defined in the Terms and Conditions of the GV02 Notes) and shall not result in an increase of the rate of interest applicable to the GV02 Notes.

OTHER INFORMATION AND INSTRUCTIONS FOR ATTENDANCE

Mr. Mitja Vidmar, attorney at law, will be appointed as chairman of meeting of the GV02 Notes (hereinafter: **the Meeting**).

The following persons shall be entitled to attend the Meeting:

- (a) each person who is the holder of one or more GV02 Notes 48 hours before the time scheduled for the commencement of the Meeting; or
- (b) a representative of such person, appointed by a written power of attorney received by the Issuer at least 24 hours before the time scheduled for the commencement of the Meeting.

Power of attorney form, by which he can appoint a proxy and give him instructions for voting, is attached. If the holder does not indicate on the form another authorized person, it will be considered that he authorized Nova Ljubljanska banka d.d, Ljubljana (NLB) for representation in the Assembly, which will deliver the service at the expense of the Issuer.

The powers of attorney can be sent by mail to address Gorenje, d.o.o., Partizanska 12, 3320 Velenje or as an attachment to e-mail to the address: EX_Skupscina@gorenje.com

The holders are kindly asked to arrive at the Meeting at least half hour prior to the beginning of the Meeting.

The Convocation of the Meeting of holders of notes shall be published in the electronic information dissemination system of the Ljubljana Stock Exchange, d.d. – the SEOnet, as well as on Gorenje website at www.gorenjegroup.com.

EACH HOLDER SHALL MAKE THE DECISION TO VOTE IN FAVOUR OR AGAINST THE PROPOSED RESOLUTION IN ITS OWN DISCRETION AND SHALL, IN PARTICULAR, DETERMINE THE CONSEQUENCES WHICH THE APPROVAL OR REJECTION OF THE PROPOSED RESOLUTION WILL HAVE FOR SUCH HOLDER.

THE SALE OF GV02 NOTES BEFORE MATURITY MAY RESULT IN EXPENSES FOR THE HOLDER. THE INFORMATION ON SUCH EXPENSES SHALL BE PROVIDED TO EACH HOLDER BY THE STOCKBROKER WITH WHICH SUCH HOLDER PLACES THE ORDER TO SELL THE GV02 NOTES.

Velenje, on 26. 4. 2019

**Gorenje, d.o.o.
Chief Managing Director
Chao Liu**

Oznaka	Število	Delež	Firma / ime in priimek	Ulica	kraj	pošta	država	Pooblaščenec
1	63	0,32%	Fleksibilni mešani podsklad ALTA ABS	Železna cesta 18	LJUBLJANA	1000 SVN		Aleš Čačovič
2	113	0,58%	Obvezniški podsklad ALTA BOND	ŽELEZNA CESTA 18	LJUBLJANA	1000 SVN		Aleš Čačovič
3	47	0,24%	Obvezniški podsklad ALTA HIGH YIELD BOND	ŽELEZNA CESTA 18	LJUBLJANA	1000 SVN		Aleš Čačovič
4	10	0,05%	Dolinar Vera	Virmaše 077	ŠKOFJA LOKA	4220 SVN		NLB
5	200	1,03%	PRVA OSEBNA ZAVAROVALNICA, d.d. Firma v an	Fajfarjeva ulica 033	LJUBLJANA	1000 SVN		NLB
6	100	0,51%	KRITNI S. RENTA PDPZ	AMERIŠKA ULICA 008	LJUBLJANA	1000 SVN		NLB
7	270	1,39%	KRITNI SKLAD PRVA IN PRVA+ DINAMIČNI	Ameriška ulica 8	LJUBLJANA	1000 SVN		NLB
8	200	1,03%	KRITNI SKLAD PRVA IN PRVA+ URAVNOTEŽENI	Ameriška ulica 8	LJUBLJANA	1000 SVN		NLB
9	2000	10,28%	KRITNI SKLAD PRVA+ ZAJAMČENI	Ameriška ulica 8	LJUBLJANA	1000 SVN		NLB
10	150	0,77%	KRITNI SKLAD PRVA ZAJAMČENI	Ameriška ulica 8	LJUBLJANA	1000 SVN		NLB
11	50	0,26%	FONDI SLOVENO-KOSOVAR FSKP KS01	TE QAFA UCK 50/2	PRISHTINA	10000 XXK		NLB
12	30	0,15%	FONDI SLOVENO-KOSOVAR I PENSIONEVE SH.A.	TE QAFA UCK 50/2	PRISHTINA	10000 XXK		NLB
13	53	0,27%	BELE JOŽEF	KAMNIŠKA CESTA 048, ŠMARCA	KAMNIK	1241 SVN		NLB
14	1000	5,14%	OBVEZNIŠKI SKUPNI POKOJNINSKI SKLAD Z ZAJA	Trg republike 3	LJUBLJANA	1000 SVN		NLB
15	1000	5,14%	ZAVAROVALNICA TRIGLAV, d.d.	MIKLOŠIČEVA CESTA 019	LJUBLJANA	1000 SVN		NLB
16	1000	5,14%	ZAVAROVALNICA TRIGLAV, D.D. - KS ŽZ	MIKLOŠIČEVA CESTA 019	LJUBLJANA	1000 SVN		NLB
17	150	0,77%	KRITNI SKLAD TRIGLAV PDPZ - zmerni	Miklošičeva cesta 19	LJUBLJANA	1000 SVN		NLB
18	1000	5,14%	Kritni sklad življenjskega cikla zajamčene	TIVOLSKA CESTA 048	LJUBLJANA	1000 SVN		NLB
19	100	0,51%	POKOJNINSKA DRUŽBA A, d.d.	TIVOLSKA CESTA 048	LJUBLJANA	1000 SVN		NLB
20	30	0,15%	ŽUŽEK ANDREJ	MELJSKI DOL 042	MARIBOR	2000 SVN		NLB
21	70	0,36%	LOTERIJA SLOVENIJE, d.d.	GERBIČEVA ULICA 099	LJUBLJANA	1000 SVN		NLB
22	1000	5,14%	MOJ STEBER ZAJAMČENI	PRISTANIŠKA ULICA 014	KOPER - CAPODISTRIA	6000 SVN		NLB
23	10	0,05%	ROJNIK HELENA	TRUBARJEVO NABREŽJE 001B	LAŠKO	3270 SVN		NLB
24	1000	5,14%	SID banka, d.d., Ljubljana	ULICA JOSIPINE TURNOGRAJSKE 006	LJUBLJANA	1000 SVN		NLB
25	100	0,51%	PRIMORSKI SKLADI, d.o.o., Koper, PSP PIKA	PRISTANIŠKA ULICA 012	KOPER - CAPODISTRIA	6000 SVN		NLB
26	50	0,26%	PRIMORSKI SKLADI, d.o.o., Koper, PSP ŽIVA	PRISTANIŠKA ULICA 012	KOPER - CAPODISTRIA	6000 SVN		NLB
27	1100	5,65%	Nepremičninski sklad PIZ, d.o.o.	Malá ulica 005	LJUBLJANA	1000 SVN		Marko Rozman
28	20	0,10%	GENERALI zavarovalnica d.d. - LEON PREUDAR	Kržičeva ulica 3	LJUBLJANA	1000 SVN		NLB
29	30	0,15%	GENERALI zavarovalnica d.d. - LEON DINAMIČ	Kržičeva ulica 3	LJUBLJANA	1000 SVN		NLB
30	400	2,06%	GENERALI ZAVAROVALNICA D.D. LJUBLJANA - KS	KRŽIČEVA ULICA 003	LJUBLJANA	1000 SVN		NLB
31	450	2,31%	GENERALI ZAVAROVALNICA D.D. - KRITNO PREMO	KRŽIČEVA 003	LJUBLJANA	1000 SVN		NLB
32	230	1,18%	GENERALI d.d.	KRŽIČEVA ULICA 003	LJUBLJANA	1000 SVN		NLB
33	1000	5,14%	TRIGLAV VZAJEMNI SKLADI - MEŠANI TRIGLAV R	SLOVENSKA CESTA 54	LJUBLJANA	1000 SVN		NLB
34	300	1,54%	TRIGLAV VZAJEMNI SKLADI - TRIGLAV OBVEZNIŠ	SLOVENSKA CESTA 054	LJUBLJANA	1000 SVN		NLB
35	1945	10,00%	ZAJAMČENI PODSKLAD JAVNIH USLUŽBENCEV	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
36	220	1,13%	MODRA ZAVAROVALNICA d.d. - KVPS	DUNAJSKA CESTA 119	LJUBLJANA	1000 SVN		Metka Mencin
37	280	1,44%	MODRI ZAJAMČENI PODSKLAD	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
38	60	0,31%	MODRI PREUDARNI PODSKLAD	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
39	80	0,41%	MODRI DINAMIČNI PODSKLAD	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
40	120	0,62%	KRITNI SKLAD MODRA RENTA	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
41	230	1,18%	KRITNI SKLAD MODRA RENTA II.	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin
42	750	3,85%	Modra zavarovalnica, d.d.	Dunajska cesta 119	LJUBLJANA	1000 SVN		Metka Mencin

POWER OF ATTORNEY

under which we,

Gorenje gospodinjski aparati, d.o.o.,
represented by Mr. Chao Liu

(hereinafter: **Gorenje**)

hereby authorise

Mrs. Jožica Turk

(hereinafter: the "**Attorney**")

to attend the meeting of holders of notes with security code GV02 and ISIN SI0032103739 (the **GV02 Notes**) to be held on May 28, 2019, starting at 11 AM in Velenje, at the seat of Gorenje and to undertake, in the name of Gorenje, that Gorenje will, in the event of a duly passed resolution that the GV02 Notes shall be withdrawn from trading on the regulated market operated by Ljubljanska borza d.d., Ljubljana:

(1) by no later than June 6, 2019 pay to each holder of GV02 Notes a compensation for voting in the amount of EUR 5.00 for each GV02 Note held by such holder; and

(2) enable all holders to sell their GV02 Notes to the Issuer during the period from May 29, 2019 to June 13, 2019 at the price of 102.50%, which means that Issuer will pay for each GV02 Note the sum of EUR 1,025.00 and accrued unpaid interest on such GV02 Note, by placing an order to that effect on the regulated market operated by Ljubljanska borza d.d., Ljubljana;

whereby the order referred to in paragraph (2) above will be also placed as appropriate offer for compensation to holders of notes who will oppose to delisting, and does not constitute a Tender Offer (as such term is defined in the Terms and Conditions of the GV02 Notes) and shall not result in an increase of the rate of interest applicable to

POOBLASTILO

s katerim

Gorenje gospodinjski aparati, d.o.o., ki ga zastopa g. Chao Liu

(v nadaljevanju: **Gorenje**)

pooblašča

ga. Jožico Turk

(v nadaljevanju "**Pooblaščenec**")

da se udeleži zasedanja (skupščine) imetnikov obveznic z oznako GV02 in ISIN kodo SI0032103739 (v nadaljevanju: **Obveznice GV02**) dne 28. maja 2019 z začetkom ob 11.00 uri na sedežu Gorenja in v imenu Gorenja izjavi, da se Gorenje v primeru veljavno sprejete odločitve, da se Obveznice GV02 umaknejo iz trgovanja na organiziranem trgu Ljubljanske borze d.d., Ljubljana, zavezuje:

(1) najkasneje do 6. junija 2019 imetnikom Obveznic GV02 izplačal nadomestilo za odločanje 5,00 EUR za vsako Obveznico GV02; in

(2) z naročilom, danim na organiziranem trgu Ljubljanske borze d.d., Ljubljana, omogočil vsem imetnikom, da v obdobju od 29. maja 2019 do 13. junija 2019 prodajo svoje Obveznice GV02 Izdajatelju po ceni 102,50% kar je ekvivalent 1.025,00 EUR za vsako Obveznico GV02, povečano za natečene obresti;

pri čemer naročilo iz točke (2) zgoraj bo dano tudi kot ponudba primerne odpravnine imetnikom, ki nasprotujejo umiku, ne predstavlja pa Odkupne Ponudbe (kot je ta pojem definiran v pogojih Obveznic GV02) in ne bo imelo za posledico povečanja obrestne mere za obresti od Obveznic GV02.

the GV02 Notes

This power of attorney is made in the English and Slovenian language. In the event of a discrepancy between the English and Slovenian text, the Slovenian text shall take precedence.

Date: 17.5.2019

Signature:



gorenje

020

Gorenje, d.o.o.
Partizanska cesta 12, SI-3320 Velenje

To pooblastilo je dano v angleškem in slovenskem jeziku. V primeru neskladja med angleškim in slovenskim besedilom ima prednost besedilo v slovenskem jeziku.

Datum: 17.5.2019

Podpis:



gorenje

020

Gorenje, d.o.o.
Partizanska cesta 12, SI-3320 Velenje