

**ANNOUNCEMENT OF THE MANAGEMENT BOARD  
ABOUT CALLING OF AN ANNUAL GENERAL MEETING  
OF FABRYKI MEBLI “FORTE” SPÓŁKA AKCYJNA  
WITH ITS REGISTERED OFFICE IN OSTRÓW MAZOWIECKA  
AS AT 21 JUNE 2018**

The Management Board of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka, ul. Biała 1, entered into the Register of Entrepreneurs maintained by the District Court for the capital city of Warsaw, 14<sup>th</sup> Commercial Division of the National Court Register, under KRS number 0000021840, acting on the basis of Article 395 §1, Article 399 §1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Code of Commercial Companies, convenes the Annual General Meeting for 10:00 a.m. on 21 June 2018 in Ostrów Mazowiecka, at the seat of the Company, in the conference room at ul. Biała 1.

**I. Agenda:**

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Declaration that the Annual General Meeting was correctly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Election of the Ballot Counting Committee.
6. Presentation and review of:
  - a) the Company’s financial statements for the financial year 2017,
  - b) the Management Board’s report on the Company’s activities in the financial year 2017,
  - c) the motion of the Management Board on the distribution of profit for the financial year 2017 and the payment of dividend,
  - d) the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2017,
  - e) the Management Board’s report on the activities of the FABRYKI MEBLI “FORTE” S.A. Capital Group in the financial year 2017,
  - f) The report of the Company’s Supervisory Board in the financial year 2017, including:
    - The report on the activities of the Supervisory Board in the financial year 2017,
    - The assessment of the company’s standing, including the assessment of internal control systems, risk management, compliance and the internal audit function,
    - The assessment of the manner in which the Company fulfils disclosure obligations connected with the application of corporate governance practices,

- The assessment of the rationality of the Company’s policy in relation to the sponsorship- and charity-related activities, and the Supervisory Board’s report on the assessment of reports indicated in items a, b, d, e and the motion of the Management Board indicated in item c above.
7. Adoption of resolutions regarding:
    - a) the approval of the Company’s financial statements for the financial year 2017,
    - b) the approval of the Management Board’s report on the Company’s activities in the financial year 2017,
    - c) the distribution of the Company's net profit for the financial year 2017 and the payment of dividend,
    - d) the acknowledgement of the fulfilment of duties by Members of the Management Board for the financial year 2017,
    - e) the acknowledgement of the fulfilment of duties by Members of the Supervisory Board for the financial year 2017,
    - f) the approval of the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2017,
    - g) the approval of the Management Board’s report on the activities of the FABRYKI MEBLI “FORTE” S.A. Capital Group in the financial year 2017,
    - h) introducing amendments to the Company's Articles of Association,
    - i) granting the Supervisory Board authorisation to determine the consolidated text of the Company's Articles of Association.
  8. Change in the composition of the Supervisory Board.
  9. Closing the General Meeting.

## **II. Information for Shareholders**

### ***1. The right to participate in the Annual General Meeting***

The Company's Management Board informs that in accordance with Article 406<sup>1</sup> of the Code of Commercial Companies, the only persons entitled to participate in the Annual General Meeting are the persons who are the Company's Shareholders 16 (sixteen) days before the date of the Annual General Meeting, i.e. on 5th June 2018 (date of registration of participation in the Annual General Meeting, hereinafter referred to as the “**Registration Day**”) subject that they present to the entity maintaining their securities account a request to issue a registered certificate of the right to participate in the Annual General Meeting in the period between the announcement on the convocation of the Annual General Meeting and the first working day after the Registration Day, i.e. by 6 June 2018.

The list of Shareholders entitled to participate in the Annual General Meeting will be prepared on the basis of the list provided by the entity maintaining the securities deposit (Krajowy Depozyt Papyrus Wartościowych S.A. in Warsaw) and will be displayed in the Secretariat of the Annual General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, at the Legal Office,

between 8:00 a.m. and 4:00 p.m. for 3 (three) working days before the Annual General Meeting, i.e. on 18, 19, and 20 June 2018.

A Company's Shareholder may require that the list of Shareholders be sent to them free of charge by electronic mail, and give the address to which the list should be sent. The request should be prepared in writing, signed by the Shareholder or persons entitled to represent the Shareholder and sent via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl) in PDF format. The request should be accompanied by copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder, including:

- a) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder or
- b) in the case of a Shareholder other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the Shareholder at the Annual General Meeting or
- c) in the case of submitting the request by a proxy – a copy of the letter of attorney signed by the Shareholder or by persons authorised to represent the Shareholder and a copy of the identity card, passport or another official identity document of the proxy or in the case of a proxy other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or another official identity document of the natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

## ***2. Selected rights of the Shareholders***

A Shareholder or Shareholders representing at least 1/20 (one twentieth) of the Company's share capital are entitled to:

- a) request for the inclusion of certain matters in the agenda of the Annual General Meeting; such requests should be submitted to the Company's Management Board no later than 21 (twenty-one) days before the date of the Annual General Meeting, i.e. no later than by 31 May 2018. The requests should be made in the Polish language, contain a justification or a draft resolution regarding the proposed item of the agenda; the request may be submitted via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl), or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka;
- b) submit to the Company, before the date of the Annual General Meeting, draft resolutions regarding matters included in the agenda of the Annual General Meeting or matters which are to be included in the agenda of the Annual General Meeting, in the Polish language, separately for each draft resolution, via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl), or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka.

The above-mentioned requests should be accompanied by copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder, including:

- a) a certificate or deposit certificate issued by the entity maintaining the securities account in which the Company's shares held by the Shareholder are recorded, which confirms that the Shareholder is in fact a Shareholder of the Company and the fact that they represent at least 1/20 (one twentieth) of the Company's share capital,
- b) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder or
- c) in the case of a Shareholder other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the Shareholder at the Annual General Meeting or
- d) in the case of submitting the request by a proxy – a copy of the letter of attorney signed by the Shareholder or by persons authorised to represent the Shareholder and a copy of the identity card, passport or another official identity document of the proxy or in the case of a proxy other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or another official identity document of the natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

Documents confirming identity sent electronically should be sent in the PDF format.

During the Annual General Meeting, each Shareholder of the Company may propose draft resolutions concerning matters included in the agenda. Proposals referred to herein should be prepared in writing in the Polish language, separately for each draft resolution and contain the name and surname or the business name of the Shareholder and the drafted content of the resolution.

### ***3. The manner of participating in the Annual General Meeting and exercising the voting right***

A Shareholder who is a natural person may participate in the Annual General Meeting and exercise the voting right in person or by proxy. A Shareholder other than a natural person may participate in the Annual General Meeting and exercise the voting right through a person authorised to make declarations of will on its behalf or by proxy.

The power of attorney should be prepared in writing or electronically. In the case of granting a power of attorney in writing, the letter of attorney signed by the Shareholder, or in the case of a Shareholder other than a natural person – by persons authorised to represent the Shareholder, should be sent to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka. Power of attorney granted in writing should be submitted at the moment of signing the attendance list by the Chairman of the Annual General Meeting at the latest.

The electronic power of attorney should be granted using the power of attorney form placed on the Company's website at the address [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

The Company should be informed of the granting of an electronic power of attorney no later than 1 (one) working day before the date of the Annual General Meeting, i.e. by 20 June 2018 via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl) by sending to the above-mentioned address the letter of attorney in PDF format signed by the Shareholder or, in the case of a Shareholder other than a natural person, by persons authorised to represent the Shareholder. In the case of Shareholders that are granted legal personality by the provisions of law, the power of attorney should be accompanied by the current excerpt from the relevant register in PDF format.

The electronic power of attorney does not require to be signed with a secure electronic signature verified with a valid qualified certificate.

The above-mentioned method of notification is intended to identify, at least in a limited scope, the Shareholder and their proxy and to verify the validity of the power of attorney. The verification may also have the form of a return question addressed electronically or by telephone to the Shareholder or the proxy in order to confirm the power of attorney and its scope. The Company may not guarantee that it will be able to verify the identity of Shareholders granting powers of attorney on the date of the Annual General Meeting.

This procedure applies accordingly to revoking the power of attorney.

In order to identify the Shareholder granting the power of attorney, the notification concerning granting the electronic power of attorney should contain (as appendix in PDF format):

- in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder;
- in the case of a Shareholder other than a natural person (legal person, organisational unit without legal personality) – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the Shareholder and a copy of the identity card, passport or another official identity document of the persons authorised to represent the Shareholder who signed the power of attorney.

In case of doubts as to the correctness of copies of the above-mentioned documents, the Company reserves the right to request the proxy to present during the preparation of the attendance list:

- in the case of a Shareholder who is a natural person – a copy certified as a true copy by a notary public or another entity authorised to certify as a true copy the identity card, passport or another official identity document of the Shareholder;
- in the case of a Shareholder other than a natural person (legal person, organisational unit without legal personality) – the original copy or a copy certified as a true copy by a notary

public or another entity authorised to certify as a true copy of the excerpt from the relevant register or another document.

The form referred to in Article 402<sup>3</sup> §1(5) of the Code of Commercial Companies, which enables to exercise the voting right by proxy is provided on the Company's website [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab. The Company is not liable for errors in filling in the power of attorney form.

At the same time, the Company's Management Board informs that in the case of granting the power of attorney by a Shareholder together with voting instructions, the Company shall not verify whether the proxies exercise the voting right in accordance with the instructions received from the Shareholders. Therefore, the Company's Management Board informs that the voting instructions should be provided only to the proxy.

The Company's Articles of Association do not provide for the option to participate in the Annual General Meeting, take the floor during the Annual General Meeting, or exercise the voting right using electronic means of communication. Neither does the Company's Articles of Association provide for an option to exercise the voting right by mail.

#### ***4. Documentation regarding the Annual General Meeting***

A person authorised to participate in the Annual General Meeting may receive the full text of the documentation which is to be presented at the Annual General Meeting, including draft resolutions regarding matters included in the agenda of the Annual General Meeting or matters which are to be included in the agenda, before the date of the Annual General Meeting on the Company's website [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab or in the Secretariat of the Annual General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, between 8:00 a.m. and 4:00 p.m.

#### ***5. Registration of attendance at the Annual General Meeting***

Persons authorised to participate in the Annual General Meeting are requested to register and collect their voting cards at the conference room door 30 minutes before the opening of the Annual General Meeting. It is recommended that persons authorised to participate in the Annual General Meeting carry with them on the date of the Annual General Meeting the registered certificate constituting the basis for participation in the Annual General Meeting.

#### ***6. Other information***

The remarks of the Company's Management Board or Supervisory Board regarding matters included in the agenda of the Annual General Meeting or matters which are to be included in the agenda before the date of the Annual General Meeting will be available on the Company's website promptly after their preparation.

Information regarding the Annual General Meeting will be placed on the Company's website [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

The risk related to using electronic means of communication, in particular the request to include certain matters in the agenda of the Annual General Meeting, submitting draft resolutions regarding matters included in the agenda or matters which are to be included in the agenda before the date of the Annual General Meeting and notifying the Company of the appointment of a proxy to the email address indicated in this announcement, lies with the Shareholder.

All documents sent by Shareholders to the Company should be prepared in the Polish language. Documents prepared in a foreign language should be presented together with a translation to the Polish language made by a sworn translator.

At the same time, the Company's Management Board informs that for the matters not covered by this announcement, the provisions of the Code of Commercial Companies, the Company's Articles of Association and the Regulations of General Meetings apply accordingly, and therefore it asks the Company's Shareholders to become acquainted with the above-mentioned regulations.

In the case of questions or doubts related to participation in the Annual General Meeting, please contact the AGM Secretariat, tel. (029) 6442115 or 6442188, email: [zwz@forte.com.pl](mailto:zwz@forte.com.pl).

### **III. Amendments to the Company's Articles of Association**

In relation to the intention to introduce amendments to the Company's Articles of Association, the Management Board announces the content of the currently valid provisions of the Articles of Association and the proposed amendments (see item 7h of the agenda).

#### **I. § 4(1):**

Current wording:

“4.1. The Company’s share capital amounts to:  
23,901,084 (twenty-three million nine hundred one thousand eighty-four) zlotys and is divided into: 8,793,992 (eight million seven hundred ninety-three thousand nine hundred ninety-two) bearer shares of A series of the nominal value of 1 (one) zloty each; 2,456,380 (two million four hundred fifty-six thousand three hundred eighty) bearer shares of B series of the nominal value of 1 (one) zloty each; 6,058,000 (six million fifty-eight thousand) ordinary bearer shares of C series of the nominal value of 1 (one) zloty each; 2,047,619 (two million forty-seven thousand six hundred nineteen) ordinary bearer shares of D series of the nominal value of 1 (one) zloty each; 4,327,093 (four million three hundred twenty-seven thousand ninety-three) ordinary bearer shares of E series of the nominal value of 1 (one) zloty each; 150,000 (one hundred fifty thousand) ordinary bearer shares of F series of the nominal value of 1 (one) zloty each.”

Proposed wording:

“4.1. The Company’s share capital amounts to:

23,930,769 (twenty-three million nine hundred thirty thousand seven hundred sixty-nine) zlotys and is divided into: 8,793,992 (eight million seven hundred ninety-three thousand nine hundred ninety-two) bearer shares of A series of the nominal value of 1 (one) zloty each; 2,456,380 (two million four hundred fifty-six thousand three hundred eighty) bearer shares of B series of the nominal value of 1 (one) zloty each; 6,058,000 (six million fifty-eight thousand) ordinary bearer shares of C series of the nominal value of 1 (one) zloty each; 2,047,619 (two million forty-seven thousand six hundred nineteen) ordinary bearer shares of D series of the nominal value of 1 (one) zloty each; 4,327,093 (four million three hundred twenty-seven thousand ninety-three) ordinary bearer shares of E series of the nominal value of 1 (one) zloty each; 68,000 (sixty-eight thousand) ordinary bearer shares of F series of the nominal value of 1 (one) zloty each; 150,000 (one hundred fifty thousand) ordinary bearer shares of G series of the nominal value of 1 (one) zloty each; 29,685 (twenty nine thousand six hundred eighty-five) ordinary bearer shares of H series of the nominal value of 1 (one) zloty each.”