

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: the election of the Chairman of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect as Chairman of the Annual General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: the adoption of the agenda of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to adopt the following 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 2016, 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 2016 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,

8. Adopting resolutions on:

- a) making changes to the Company's Articles of Association,
- b) granting the Supervisory Board authorization to establish a unified text Statute of the Company,
- c) determining the number of members of the Supervisory Board of the new term,
- d) appointing Members of the Supervisory Board for a new term,
- e) electing the Chairman of the Supervisory Board,
- f) the date of the first meeting of the Supervisory Board of the new term.

9. Closing the General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: the election of the Ballot Counting Committee

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect the following persons as members of the Ballot Counting Committee:

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 May June

Regarding: the approval of the Company’s financial statements for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Company’s financial statements for the financial year 2017, including:

- a) the statement of financial situation prepared as at 31 December 2017, presenting the total balance of assets and liabilities in the amount of PLN 901.017 thousand (nine hundred one million seventeen thousand zlotys),
- b) profit and loss account for the financial year ended on December 31, 2017 showing a net profit of PLN 54.405 thousand PLN (in words: fifty-four millions four hundred and five thousand zlotys),
- c) the statement of comprehensive income for the financial year ended 31 December 2017 showing total income of PLN 111,820 thousand zlotys (in words: one hundred eleven million, eight hundred and twenty thousand zlotys),
- d) the statement of changes in equity for the year ending on December 31, 2017, showing an increase in equity by PLN 108,441,000 PLN (in words: one hundred eight million four hundred and twelve thousand zlotys),
- e) statement of cash flows for the financial year ended 31 December 2017 showing a net decrease in cash and cash equivalents by PLN 19,483,000 PLN (nineteen million four hundred eighty-three thousand zlotys),
- f) accounting principles (policies) and additional explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: the approval of the Management Board’s report on the Company’s activities in the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Management Board’s report on the Company’s activities in the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: the distribution of the Company's net profit for the financial year 2017

§1

1. The Annual General Meetings of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides the net profit achieved in the financial year 2017 in the amount PLN 54,405,160.89 (say: fifty four million four hundred five thousand one hundred and seventy zlotys and eighty-nine cents) to be allocated to reserve capital.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

Justification in accordance with the principle I.Z.1.17. Good Practices of GPW Listed Companies

Proposed by the Management Board and positively evaluated by the Supervisory Board, the proposal to distribute net profit for the 2017 financial year assuming the allocation of all profit to reserve capital results from the implementation of large investment projects within the FABRYKI MEBLI "FORTE" SA Capital Group, in particular construction of a new wood-based panel factory, which was commissioned in March this year and the planned construction of a fifth furniture factory in Suwałki.

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Gert Coopmann, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Gert Coopmann, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Klaus Dieter Dahlem, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Klaus Dieter Dahlem, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Mariusz Jacek Gazda, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Mariusz Jacek Gazda, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: granting discharge to the Vice Chairman of the Supervisory Board Bernard Woźniak for the period from May 17, 2017 to December 31, 2017

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka grants discharge to Bernard Woźniak - the Deputy Chairman of the Supervisory Board for the period from May 17, 2017 to December 31, 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Tomasz Domagalski, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Supervisory Board, Tomasz Domagalski, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Stanisław Krauz, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered seat in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Supervisory Board, Stanisław Krauz, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2018
of the Annual General Meeting**

**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Jerzy Smardzewski, for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Supervisory Board, Jerzy Smardzewski, for the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: giving the Member of the Supervisory Board Stefan Golonka a vote of discharge performance of duties for the period from January 1, 2017 to May 17, 2017 year

§1

The Ordinary General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka grants to Stefan Golonka - a Member of the Supervisory Board discharged from performance of his duties for the period from January 1, 2017 to May 17, 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: the approval of the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2017

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2017, including:

- a) the consolidated statement of financial position (balance sheet) prepared as at December 31, 2017, which is closed on the side of assets and liabilities PLN 1,482,036 PLN (in words: one billion four hundred and eighty two million thirty six thousand zlotys),
- b) the consolidated profit and loss account for the financial year ending on 31 December 2017 showing a net profit of PLN 77,070 thousand PLN (in words: seventy-seven million seventy thousand zlotys),
- c) the consolidated statement of comprehensive income for the financial year ending December 31, 2017 showing a total income of 92,756 thousand. PLN (say: ninety-two million, seven hundred and fifty-six thousand Golden),
- d) the consolidated statement of changes in equity for the financial year ending on December 31, 2017 showing an increase in equity by PLN 85,3511,000 PLN (say: eighty-nine million, three hundred and fifty zlotys) one thousand zlotys),
- e) consolidated statement of cash flows for the financial year ending on December 31, 2017 showing a net decrease in the state cash and cash equivalents by PLN 42,699 thousand PLN (in words: forty two million six hundred ninety nine thousand zlotys),
- f) accounting principles (policies) and additional explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: 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

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Management Board’s report on the activities of the FABRYKI MEBLI “FORTE” S.A. Capital Group in the financial year 2017.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting

**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018**

Regarding: introducing amendments to the Company's Articles of Association

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to introduce the following amendments to the Company's Articles of Association:

§1

I. § 4.1. shall be amended to the following 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;”

§2

The resolution shall come into force on the moment of its adoption.

Chairman of the Annual General Meeting

Justification in accordance with the principle I.Z.1.17. Good Practices of GPW Listed Companies.

The proposed amendment to the Articles of Association results from the need to adjust the wording of § 4.1. Of the Articles of Association to the applicable share capital of the Company, which was increased due to the issue of 29,685 series H shares under the Incentive Scheme for Members of the Company's Management Board, adopted by Resolution No. 18/2014 of the Ordinary General Meeting of the Company of 10/06/2014.

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: granting the Supervisory Board authorisation to determine
the consolidated text of the Company's Articles of Association

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka authorises the Supervisory Board of FABRYKI MEBLI “FORTE” S.A. to determine the consolidated text of the Company's Articles of Association, which will include the amendments introduced at the Annual General Meeting of FABRYKI MEBLI “FORTE” S.A. on 21 June 2018, and to make the necessary editorial corrections.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: determining the number of members of the Supervisory Board of the new term

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to determine the number of members of the Supervisory Board of the new term to 5 (five) people.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: appointing Members of the Supervisory Board for a new term

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to appoint a new term of office to the Supervisory Board

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§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: election of the Chairman of the Supervisory Board

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides to elect the Chairman of the Supervisory Board

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§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

DRAFT

RESOLUTION NO /2018
of the Annual General Meeting
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka
of 21 June 2018

Regarding: the date of the first meeting of the Supervisory Board of the new term

§1

Bearing in mind §5 point 5.2.3. Of the Statutes of the Company, the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with registered office in Ostrów Mazowiecka authorizes the Management Board to fix the date of the first meeting of the newly elected Supervisory Board.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting