

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: election of the Chairman of the Annual General Meeting

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to elect as Chairman of the Annual General Meeting:.....

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: adoption of the agenda of the Annual General Meeting

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat 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 2013,
  - b) the Management Board's report on the Company's operations in the financial year 2013,
  - c) the motion of the Management Board on the distribution of profit for the financial year 2013 and the payment of dividend,
  - d) the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Capital Group for the financial year 2013,
  - e) the Management Board's report on the operations of the FABRYKI MEBLI "FORTE" S.A. Capital Group in the financial year 2013,
  - f) the report on the Company's Supervisory Board's activities in the financial year 2013 and the Supervisory Board's report on the assessment of the Company's standing, including the assessment of the internal control system and significant risk management system, 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) approval of the Company's financial statements for the financial year 2013,
  - b) approval of the Management Board's report on the Company's operations in the financial year 2013,
  - c) distribution of the Company's net profit for the financial year 2013 and the payment of dividend,
  - d) acknowledgement of the fulfilment of duties by Members of the Management Board for the financial year 2013,
  - e) acknowledgement of the fulfilment of duties by Members of the Supervisory Board for the financial year 2013,
  - f) approval of the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Capital Group for the financial year 2013,
  - g) approval of the Management Board's report on the operations of the FABRYKI MEBLI "FORTE" S.A. Capital Group in the financial year 2013.
8. Adoption of resolutions regarding:
  - a) adoption of an incentive scheme for Members of the Management Board of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka and issuance of series D, E and F subscription warrants with the exclusion of pre-emptive rights to series D, E and F subscription warrants,
  - b) conditional increase of the Company's share capital through the issue of series H shares

- of the Company with the exclusion of pre-emptive rights to series H shares,
  - c) introducing amendments to the Company's Articles of Association,
  - d) granting the Supervisory Board authorisation to determine the consolidated text of the Company's Articles of Association,
  - e) determination of the number of Members of the Supervisory Board of the new term,
  - f) appointment of members of the Supervisory Board for the new term,
  - g) election of the Chairman of the Supervisory Board,
  - h) date of the first meeting of the Supervisory Board of the new term.
9. Closing the General Meeting.

## § 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: appointment of the Ballot Counting Committee

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to elect as members of the Ballot Counting Committee:

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: approval of the Company's financial statements for the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to approve the Company's financial statements for the financial year 2013, including:

- a) additional information on the adopted accounting policy;
- b) the statement of financial situation prepared as at 31 December 2013, presenting the total balance of assets and liabilities in the amount of PLN 539,725 thousand (five hundred thirty-nine million seven hundred twenty-five thousand zlotys),
- c) the profit and loss account for the financial year from 1 January to 31 December 2013, presenting a net profit of PLN 56,538 thousand (fifty-six million five hundred thirty-eight thousand zlotys),
- d) the statement of comprehensive income for the financial year from 1 January to 31 December 2013, presenting comprehensive income in the amount of PLN 56,896 thousand (fifty-six million eight hundred ninety-six thousand zlotys),
- e) the statement of changes in equity for the financial year from 1 January to 31 December 2013, presenting an increase in equity in the amount of PLN 34,332 thousand (thirty-four million three hundred thirty-two thousand zlotys),
- f) the cash flow statement for the financial year from 1 January to 31 December 2013, presenting an increase in net cash by PLN 42,718 thousand (forty-two million seven hundred eighteen thousand zlotys),
- g) as well as additional notes and explanations.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: approval of the Management Board's report on the Company's operations  
in the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to approve the Management Board's report on the Company's operations in the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: distribution of the Company's net profit for the financial year 2013 and the payment of dividend

§ 1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to distribute the net profit achieved in the financial year 2013 in the amount of PLN 56,537,973.28 (fifty-six million five hundred thirty-seven thousand nine hundred seventy-three zlotys 28/100) in the following manner:
  - a) allocate the amount of PLN 35,626,626.00 (thirty-five million six hundred twenty-six thousand six hundred twenty-six zlotys) to dividend,
  - b) allocate the amount of PLN 20,911,347.28 (twenty million nine hundred eleven thousand three hundred forty-seven zlotys 28/100) to supplementary capital.
2. The amount of dividend per share is PLN 1.50 (one zloty 50/100).

§ 2

The Company's Annual General Meeting resolves to set:

- a) the dividend record date for 25 June 2014,
- b) the dividend payment date for 9 July 2014.

§ 3

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

**DRAFT**

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2013

**§ 1**

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka acknowledges the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2013.

**§ 2**

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting



DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Robert Sławomir Rogowski, for the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Vice President of the Management Board, Robert Sławomir Rogowski, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Gert Coopmann, for the financial year 2013

§ 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 Management Board, Gert Coopmann, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by Member of the  
Management Board, Klaus Dieter Dahlem, for the financial year 2013

§ 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  
Management Board, Klaus Dieter Dahlem, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by the Vice Chairman of the Supervisory Board, Władysław Frasyniuk, for the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Vice Chairman of the Supervisory Board, Władysław Frasyniuk, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Tomasz Domagalski, for the financial year 2013

§ 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, Tomasz Domagalski, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Stanisław Krauz, for the financial year 2013

§ 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 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

**DRAFT**

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: acknowledgement of the fulfilment of duties by Member of the Supervisory Board, Marek Rocki, for the financial year 2013

§ 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, Marek Rocki, for the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: approval of the consolidated financial statements of the FABRYKI MEBLI  
"FORTE" S.A. Capital Group for the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Capital Group for the financial year 2013, including:

- a) additional information on the adopted accounting policy,
- b) the consolidated statement of financial situation prepared as at 31 December 2013, presenting the total balance of assets and liabilities in the amount of PLN 554,854 thousand (five hundred fifty-four million eight hundred fifty-four thousand zlotys),
- c) the consolidated profit and loss account for the financial year from 1 January to 31 December 2013, presenting a net profit in the amount of PLN 57,920 thousand (fifty-seven million nine hundred twenty thousand zlotys),
- d) the consolidated statement of comprehensive income for the financial year from 1 January to 31 December 2013, presenting comprehensive income in the amount of PLN 58,290 thousand (fifty-eight million two hundred ninety thousand zlotys),
- e) the consolidated statement of changes in equity for the financial year from 1 January to 31 December 2013, presenting an increase in equity in the amount of PLN 35,724 thousand (thirty-five million seven hundred twenty-four thousand zlotys),
- f) the consolidated cash flow statement for the financial year from 1 January to 31 December 2013, presenting an increase in net cash by PLN 46,109 thousand (forty-six million one hundred and nine thousand zlotys),
- g) as well as additional notes and explanations.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: approval of the Management Board's report on the operations of the  
FABRYKI MEBLI "FORTE" S.A. Capital Group in the financial year 2013

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to approve the Management Board's report on the operations of the FABRYKI MEBLI "FORTE" S.A. Capital Group in the financial year 2013.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: adoption of an incentive scheme for Members of the Management Board of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka and issuance of series D, E and F subscription warrants with the exclusion of pre-emptive rights to series D, E and F subscription warrants

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka (the "Company") resolves to adopt an incentive scheme for Members of the Company's Management Board for the years 2014–2016 ("Incentive Scheme II"), which is to be implemented in the following periods: from 1 January 2014 to 31 December 2014 ("Period I"), from 1 January 2015 to 31 December 2015 ("Period II"), and from 1 January 2016 to 31 December 2016 ("Period III") – hereinafter referred to also, unnumbered, depending on the context, as: the "Period" or "Periods".
2. The purpose of Incentive Scheme II is to strive for the development of the Company's Capital Group and its subsidiaries ("Capital Group") by creating incentive mechanisms for individuals responsible for management, which would relate to financial results of the Capital Group and the increase in value of Company shares.
3. Incentive Scheme II covers persons who, subject to item 4 of this resolution, jointly fulfil the following conditions ("Entitled Persons"):
  - a) served as Members of the Management Board for at least six months in a given Period and remained Members at the end of a given Period,
  - b) obtained acknowledgement of fulfilment of duties of Member of the Management Board in a given Period.
4. Maciej Formanowicz – the President of the Company's Management Board – is not covered by Incentive Scheme II.
5. In order to implement Incentive Scheme II, the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka resolves to issue a total of 450,000 (four hundred fifty thousand) registered subscription warrants of the Company ("Warrants"), including 150,000 (one hundred fifty thousand) series D subscription warrants, 150,000 (one hundred fifty thousand) series E subscription warrants and 150,000 (one hundred fifty thousand) series F subscription warrants.
6. Each Warrant entitles to acquire one series H share of the Company, which will be issued by way of a conditional increase of the Company's share capital, for an issue price equal to the arithmetic mean of the price of the Company shares listed on the Warsaw Stock Exchange, calculated on the basis of quotations of these shares in the period from 28 April 2014 to 10 June 2014. The issue price of series H shares of the Company will be determined by amount by a resolution of the Supervisory Board adopted no later than by 31 October 2014.
7. Current shareholders are, in the interests of the Company, entirely excluded from pre-emptive rights to the Warrants.
8. Warrants shall be offered only to Entitled Persons, if the conditions stipulated in item 15 of this resolution have been met.
9. Warrants are issued free of charge.
10. Warrants are non-transferable.
11. After their acquisition by an Entitled Person, Warrants may be inherited.
12. Warrants are issued in the form of documents and are not subject to dematerialisation.

13. Warrants remain deposited with the Company until the resulting right to require series H shares is executed or until they expire for other reasons determined in this resolution.
14. Warrants of individual series will be offered to Entitled Persons for given Periods. Series D Warrants will be offered for Period I, series E Warrants will be offered for Period II, and series F Warrants will be offered for Period III.
15. Warrants of individual series will be offered to Entitled Persons after fulfilment of the following conditions:
  - a) with respect to series D Warrants, the joint fulfilment of two conditions, i.e.:
    - increase of net profit per Company's share by at least 10% (ten percent) as at the end of Period I as compared to the status as at 31 December 2013,
    - increase by at least 10% (ten percent) of the average price of the Company shares on the Warsaw Stock Exchange, calculated on the basis of all quotations of these shares in December 2014 as compared to the average price of the Company shares on the Warsaw Stock Exchange calculated on the basis of all quotations of these shares in December 2013;
  - b) with respect to series E Warrants, the joint fulfilment of two conditions, i.e.:
    - increase of net profit per Company's share by at least 10% (ten percent) as at the end of Period II as compared to the status as at the end of Period I,
    - increase by at least 10% (ten percent) of the average price of the Company shares on the Warsaw Stock Exchange, calculated on the basis of all quotations of these shares in December 2015 as compared to the average price of the Company shares on the Warsaw Stock Exchange calculated on the basis of all quotations of these shares in December 2014;
  - c) with respect to series F Warrants, the joint fulfilment of two conditions, i.e.:
    - increase of net profit per Company's share by at least 10% (ten percent) as at the end of Period III as compared to the status as at the end of Period II,
    - increase by at least 10% (ten percent) of the average price of the Company shares on the Warsaw Stock Exchange, calculated on the basis of all quotations of these shares in December 2016 as compared to the average price of the Company shares on the Warsaw Stock Exchange calculated on the basis of all quotations of these shares in December 2015.
16. The increase of net profit per Company share, which is the condition for offering Warrants due for a given Period, is determined on the basis of the consolidated annual financial statements of the Capital Group, reviewed by a certified auditor and approved by a resolution of the Company's Annual General Meeting.
17. An Entitled Person is entitled to Warrants for a given Period in the number being a quotient of 150,000 (one hundred fifty thousand) and the number of Entitled Persons for that Period, subject that if an Entitled Person was not a member of the Company's Management Board for the whole Period, the number of Warrants offered to that person is reduced in proportion to the shorter period of service in that Period.
18. Warrants intended for an Entitled Person for a given Period expire in the number not offered to that Entitled Person for the reason of shorter period of service as member of the Management Board.
19. Fractions resulting from the arithmetic division of Warrants between Entitled Persons in accordance to the rules determined in item 17 of this resolution are rounded down to full units.
20. The Supervisory Board is authorised to determine the group of Entitled Persons in individual Periods, determine whether the conditions stipulated in item 15 of this resolution have been met, calculate the number of Warrants falling to individual Entitled Persons for given Periods, offer Warrants to Entitled Persons and accept declarations of acquisition of Warrants. The Supervisory Board shall promptly inform the Management Board of the submitted offers of acquisition of Warrants and their acceptance by Entitled Persons. The declaration of acquisition of Warrants is submitted by an Entitled Person to the Supervisory Board in writing.

21. Warrants for a given Period are offered to Entitled Persons no earlier than after the Supervisory Board has accepted the report from the assessment of the consolidated financial statements of the Capital Group covering that Period and no later than one month from the end of the Annual General Meeting of the Company during which the resolution on the approval of the consolidated financial statements covering that Period is adopted.  
If Warrants for a given Period are offered before the Annual General Meeting during which the resolution on the approval of the consolidated financial statements covering that Period is to be adopted, the offer of acquisition of Warrants should contain a reservation that it binds the Company from the date of closing of that General Meeting and is placed on condition that the General Meeting adopts resolutions on the approval of the consolidated financial statements covering that Period and on acknowledging the fulfilment of duties of the addressee of the offer in that Period.
22. An Entitled Person is required to submit a declaration of acquisition of Warrants offered to them for a given Period within one month from the day on which the acquisition offer became binding for the Company.
23. Warrants for a given Period which were not acquired within the period stipulated in item 22 of this resolution expire on the expiry of that period.
24. Rights from Warrants may be exercised no sooner than after a year from the date on which the Entitled Person submitted the declaration of acquisition to the Company's Management Board and no later than by 30 November 2018.

Chairman of the Annual General Meeting

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: conditional increase of the Company's share capital through the issue of series H shares of the Company with the exclusion of pre-emptive rights to series H shares

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka (the "Company") resolves to conditionally increase the share capital of the Company by the amount no higher than PLN 450,000 (four hundred fifty thousand) by way of issuing up to 450,000 (four hundred fifty thousand) series H ordinary bearer shares with a nominal value of PLN 1 (one) each ("Series H Shares").
2. The conditional increase of the Company's share capital is effected with a view to granting rights to acquire Series H Shares to holders of Series D, E and F subscription warrants of the Company, issued within the incentive scheme for Members of the Company's Management Board, except for Maciej Formanowicz – President of the Management Board, on the terms specified in resolution No .. of the Annual General Meeting adopted today.
3. All Series H Shares will be acquired in exchange for a cash contribution.
4. The issue price of one Series H Share equals the arithmetic mean of the price of the Company shares listed on the Warsaw Stock Exchange in the period from 28 April 2014 until 10 June 2014 and will be determined by amount by a resolution of the Supervisory Board adopted no later than by 31 October 2014.
5. The persons entitled to acquire Series H Shares are the holders of series D, E and F subscription warrants of the Company who acquired subscription warrants on the terms stipulated in the resolution of the Annual General Meeting of the Company indicated in item 2 of this resolution ("Warrant Holders").
6. Series H Shares participate in dividends from 1 January of the Company's previous financial year if they are posted to the Warrant Holder's securities account no later than on the dividend date for the previous financial year within the meaning of Article 348 § 2 of the Code of Commercial Companies. Series H Shares posted to the securities account of a Warrant Holder after the dividend date for the previous financial year participate in dividends from 1 January of the financial year in which they were posted to the securities account of the Warrant Holder.
7. All Series H Shares will be offered to Warrant Holders. Series H Shares are acquired when the addressee of the offer submits to the Company a written declaration of acceptance of the offer on the form prepared by the Company. Each subscription warrant of the Company entitles to acquire one Series H Share of the Company.
8. Series H Shares may be acquired as a result of exercising rights from warrants of a given series no sooner than after a year from the date on which the Warrant Holder submitted to the Company's Supervisory Board the declaration of acquisition of subscription warrants of that series and no later than by 30 November 2018.
9. Following the examination of the written opinion of the Company's Management Board, the Company's shareholders are excluded from pre-emptive rights to Series H Shares, considering that this lies in the Company's interest.
10. Series H Shares will be issued in dematerialised form and will be subject to application for admission to trading on the regulated market on the Warsaw Stock Exchange.
11. The Company's Management Board is hereby authorised to perform any actions necessary to introduce Series H Shares to trading on the regulated market on the

Warsaw Stock Exchange.

12. The following justification for this resolution is adopted:

“The Shareholders of the Company acknowledge that in order to ensure its further development and the rise of share value, it is of paramount importance that the managing staff possess a high level of qualifications and be adequately motivated, which will lead to the stabilisation of its composition. To that aim, it is reasonable to create an incentive scheme for Members of the Company's Management Board, relating to the financial results and the rise of value of its shares.

Due to a perspective of several years in the implementation of the incentive scheme, it was assumed that the most adequate manner of implementing the scheme will be to issue subscription warrants whose holders will acquire the right to acquire Series H Shares issued within the conditional increase of the share capital. The maximum number of shares issued in that manner shall not exceed 1.9% of the total number of currently existing Company shares.

Subscription warrants may be acquired by Members of the Management Board if in individual periods of implementation of the incentive scheme in which they served, both a material increase in profit and a material increase in the value of Company shares is observed. This is to lead to an increase in the interest of Members of the Management Board in the current development of the Company.

The incentive scheme does not cover Maciej Formanowicz – President of the Company's Management Board – because incentive instruments based on the Company's results are already included in the construction of his remuneration.

Warrants will be issued free of charge as they merely constitute an instrument facilitating the implementation of the incentive scheme and entitle to the paid acquisition of shares.

Determining the issue price of Series H Shares at the level of the average price of shares listed on the stock exchange from 28 April 2014 to 10 June 2014 is to be an additional incentive for Members of the Management Board to participate in the incentive scheme.

Series H Shares may be acquired no sooner than after a year from the acquisition of subscription warrants. Postponing the exercise of rights from warrants is intended to make the entitled persons interested in maintaining high prices of Company shares in the long term as a result of their management.

Similar to the Company shares of all previous issues, Series H Shares are also to be traded on the regulated market on the Warsaw Stock Exchange.”

Chairman of the Annual General Meeting

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

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

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

§ 1

I. The following item 4.1" is added after item 4.1' in § 4:

"4.1". The Company's share capital was conditionally increased by the amount no higher than PLN 450,000 (four hundred fifty thousand) by way of issuing up to 450,000 (four hundred fifty thousand) series H ordinary bearer shares with a nominal value of PLN 1 (one) each, in order to grant the rights to acquire series H shares by the holders of series D, E and F subscription warrants issued on the basis of the Resolution of the Annual General Meeting of the Company of 10 June 2014."

II. § 5 item 5.1.1. shall read as follows:

"5.1.1. The Management Board consists of between one and seven members appointed for a joint term of office. By way of a resolution, the Supervisory Board determines the number of Members of the Management Board, elects the President of the Management Board and the remaining members, from among whom it may appoint the Vice President of the Management Board. The term of office of the first Management Board is one year. The term of office of the subsequent Management Boards lasts five years."

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting



DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

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 seat 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 10 June 2014, and to make necessary editorial corrections.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: determination of 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 seat in Ostrów Mazowiecka resolves to determine the number of Members of the Supervisory Board of the new term at 5 (five) persons.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: appointment of members of the Supervisory Board for the new term

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to appoint the following persons to the Supervisory Board for the new term

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

Regarding: election of the Chairman of the Supervisory Board

§ 1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered seat in Ostrów Mazowiecka resolves to elect as Chairman of the Supervisory Board

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO /2014 of the Annual General Meeting of  
FABRYKI MEBLI "FORTE" S.A. with its registered seat in  
Ostrów Mazowiecka of 10 June 2014**

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

§ 1

Pursuant to § 5 item 5.2.3 of the Company's Articles of Association, the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna sets the date of the first meeting of the Supervisory Board of the new term on 10 June 2014.

§ 2

The resolution becomes effective on the day of its adoption.

Chairman of the Annual General Meeting