

**MANAGEMENT BOARD'S NOTICE OF  
CONVENING THE ANNUAL GENERAL MEETING OF  
FABRYKI MEBLI "FORTE" SPÓŁKA AKCYJNA  
BASED IN OSTRÓW MAZOWIECKA  
TO BE HELD ON 6 SEPTEMBER 2023**

The Management Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka, ul. Biała 1, entered in the Register of Enterprises kept by the District Court in Białystok, 12th Commercial Division of the National Court Register, under number KRS 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 to be held on 6 September 2023, 10:00 a.m., at the Company's registered office in Ostrów Mazowiecka, ul. Biała 1, in the conference room.

**I. Agenda:**

1. Opening of the Annual General Meeting
2. Election of the Chairman of the Annual General Meeting
3. Confirmation that the Annual General Meeting has been duly convened and is capable of adopting resolutions
4. Adoption of the agenda of the Annual General Meeting
5. Election of the Ballot Counting Committee
6. Presentation and review of:
  - a) financial statements of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - b) consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 January 2022 to 31 March 2023,
  - c) Management Report of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 January 2022 to 31 March 2023, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - d) Management Board's proposal to cover the net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - e) Report of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023
7. Adoption of resolutions on:
  - a) approval of the financial statements of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - b) approval of the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 January 2022 to 31 March 2023,
  - c) approval of the Management Report of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 January 2022 to 31 March 2023, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023,

- d) coverage of net loss of FABRYKI MEBLI “FORTE” S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - e) approval of the Report of the Supervisory Board of FABRYKI MEBLI “FORTE” S.A. for the financial year from 1 January 2022 to 31 March 2023,
  - f) granting discharge to Members of the Management Board in respect of their duties in the financial year from 1 January 2022 to 31 March 2023,
  - g) granting discharge to Members of the Supervisory Board in respect of their duties in the financial year from 1 January 2022 to 31 March 2023,
  - h) giving an opinion on the Report on remuneration of Members of the Management Board and the Supervisory Board of FABRYKI MEBLI “FORTE” S.A. for the financial year from 1 January 2022 to 31 March 2023, prepared by the Supervisory Board
8. Adoption of resolutions on:
- a) dissolution of the reserve capital earmarked for the acquisition of own shares,
  - b) amendments to the Articles of Association of FABRYKI MEBLI “FORTE” S.A.,
  - c) authorising the Supervisory Board to draw up the uniform text of the Articles of Association of FABRYKI MEBLI “FORTE” S.A.,
  - d) amendments to the Regulations of the Supervisory Board of FABRYKI MEBLI “FORTE” S.A.,
  - e) increasing the number of Members of the Supervisory Board of the current term of office,
  - f) appointment of a Member of the Supervisory Board of the current term of office,
  - g) election of the Chairman of the Supervisory Board of the current term of office,
  - h) changes in the remuneration of Members of the Supervisory Board
9. Closing of the Annual General Meeting

## **II. Information for Shareholders**

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

The Company's Management Board informs that pursuant to Article 406<sup>1</sup> of the Code of Commercial Companies, the Annual General Meeting may only be attended by persons who are Shareholders of the Company 16 (sixteen) days before the date of the Annual General Meeting, i.e. on 21 August 2023 (date of registration of participation in the Annual General Meeting, hereinafter the “**Registration Day**”) provided that they present to the entity maintaining their securities account a request for a personal certificate confirming their right to participate in the Annual General Meeting in the period between the notice of convening the Annual General Meeting and the first working day after the Registration Day, i.e. by 22 August 2023.

A list of Shareholders entitled to participate in the Annual General Meeting will be prepared on the basis of the a provided by the entity operating the securities depository (Krajowy Depozyt Papierów Wartościowych S.A. in Warsaw) and will be made available at the Secretariat of the Annual General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, at the Legal Department, between 8:00 a.m. and 4:00 p.m. for 3 (three) working days before the date of the Annual General Meeting, i.e. on 1, 4 and 5 September 2023.

A Company's Shareholder may request that the list of Shareholders be sent to them free of charge by email, and provide the address to which the list should be sent. The request should be made in writing, signed by the Shareholder or persons authorised to represent the Shareholder and sent by email 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) if a Shareholder is a natural person – a copy of the identity card, passport or other official identity document of the Shareholder, or
- b) if a Shareholder is not a natural person – a copy of an excerpt from the relevant register or other document confirming the authorisation of a natural person (natural persons) to represent the Shareholder at the Annual General Meeting, or
- c) if the request is made by a proxy – a copy of the power 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 if the proxy is not a natural person – a copy of the excerpt from the relevant register or other document confirming the authorisation of a natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or other official identity document of a natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

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

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

- a) request that certain matters be included 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 16 August 2023. The requests should be made in Polish and include reasons or a draft resolution regarding the proposed agenda item; the request may be submitted by email to the address: [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 Polish, separately for each draft resolution, by email to the address: [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, confirming that the Shareholder is in fact a Shareholder of the Company and that the Shareholder represents at least 1/20 (one twentieth) of the Company's share capital,
- b) if a Shareholder is a natural person – a copy of the identity card, passport or other official identity document of the Shareholder, or
- c) if a Shareholder is not a natural person – a copy of an excerpt from the relevant register or other document confirming the authorisation of a natural person (natural persons) to represent the Shareholder at the Annual General Meeting, or
- d) if the request is made by a proxy – a copy of the power 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 if the proxy is not a natural person – a copy of the excerpt from the relevant register or other document confirming the authorisation of a natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or other official identity document of a natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

Identity documents sent electronically should be in PDF format. Even if the Shareholder sends the above-mentioned documents to the Company, the Shareholder is not exempt from the obligation to present documents while the attendance list of Shareholders entitled to participate in the Annual General Meeting is being prepared.

The date of submission of the request by the Shareholder will be the date of its receipt by the Company and if electronic form is used – the date of placing the request in the Company's email system (receipt by the Company's email server).

Requests submitted by Shareholders using electronic means of communication other than the above-mentioned email address or without complying with the requirements set out above will not have legal effects on the Company and as such will not be taken into account.

During the Annual General Meeting, each Shareholder of the Company may propose draft resolutions on matters included in the agenda. Such proposals should be made in writing in Polish, separately for each draft resolution and contain the full name or business name of the Shareholder and the content of the draft resolution.

Each Shareholder of the Company may ask questions regarding items on the agenda during the Annual General Meeting and prior to the Annual General Meeting, in writing or by email to [zwz@forte.com.pl](mailto:zwz@forte.com.pl).

### ***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 through a proxy.

The power of attorney should be prepared in writing or electronically. If granted in writing, the power of attorney, signed by the Shareholder or if the Shareholder is not 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. The 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 may be granted using the power of attorney form placed on the Company's website at [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

The Company must 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 5 September 2023 by email to [zwz@forte.com.pl](mailto:zwz@forte.com.pl), by sending to the above-mentioned address the power of attorney in PDF format signed by the Shareholder or, if the Shareholder is not a natural person, by persons authorised to represent the Shareholder. If the Shareholder is a legal person under the applicable laws or an organisational unit without legal personality, the power of attorney should be accompanied by a valid excerpt from the relevant register in PDF format.

The electronic power of attorney does not require a secure electronic signature verified by 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. Verification may also have the form of a return question addressed electronically or by telephone to the Shareholder or proxy to confirm the power of attorney and its scope. The Company cannot guarantee that it will be able to verify the identity of Shareholders granting powers of attorney on the date of the Annual General Meeting.

The above procedure applies to revoking the power of attorney accordingly.

In order to identify the Shareholder granting the power of attorney, the notice of granting the electronic power of attorney should include (attached as PDF file):

- if a Shareholder is a natural person – a copy of the identity card, passport or other official identity document of the Shareholder;
- if a Shareholder is not a natural person (legal person, organisational unit without legal personality) – a copy of an excerpt from the relevant register or other document confirming the authorisation of a natural person (natural persons) to represent the Shareholder and a copy of the identity card, passport or other official identity document of the persons authorised to represent the Shareholder who signed the power of attorney.

If there is any doubt as to the correctness of copies of the above-mentioned documents, the Company reserves the right to request the proxy to present them at the time of making the attendance list:

- if a Shareholder is a natural person – a copy of the identity card, passport or other official identity document of the Shareholder, certified as a true copy by a notary public or other certifying entity;
- if a Shareholder is not a natural person (legal person, organisational unit without legal personality) – the original copy or a copy of an excerpt from the relevant register or other document, certified as a true copy by a notary public or other certifying entity.

The power of attorney form described in Article 402<sup>3</sup>(1)(5) of the Code of Commercial Companies 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 if the Shareholder decides to grant a power of attorney including voting instructions, the Company will not verify whether the proxy exercises their voting rights as instructed by the Shareholder. Therefore, the Company's Management Board informs that the voting instructions should be provided to the proxy only.

The Company's Articles of Association do not provide for the option to participate in the Annual General Meeting, speak during the Annual General Meeting or exercise the voting right using electronic means of communication. Neither do the Company's Articles of Association provide for the 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 documents to be presented at the Annual General Meeting, including draft resolutions on 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, a personal certificate confirming their right to participate in the Annual General Meeting.

## **6. Other information**

All information on the Annual General Meeting, including information on the processing of personal data of the Company's Shareholders, will be made available on the Company's website at [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

Risks associated with using electronic means of communication, in particular the request to include certain matters in the agenda of the Annual General Meeting, submitting draft resolutions on 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 provided in this notice, lies with the Shareholder.

All documents sent by Shareholders to the Company should be drawn up in Polish. Documents in a foreign language should be submitted with their translation into Polish made by a sworn translator. Documents drawn up in a foreign language without a sworn translation will not have legal effects.

At the same time, the Company's Management Board informs that in matters not covered by this notice, the Code of Commercial Companies, the Company's Articles of Association and the General Meeting Rules are applicable, and therefore it asks the Company's Shareholders to read the above-mentioned regulations.

If you have any questions or doubts regarding your participation in the Annual General Meeting, please contact the Company at [zwz@forte.com.pl](mailto:zwz@forte.com.pl).

## **III. Amendments to the Articles of Association**

In view of the intention to amend the Articles of Association of the Company, the Management Board provides the Articles of Association in their current and proposed wording (ad 8b of the agenda).

### **I. § 1.5.**

#### Current wording:

“1.5. The Company has branch offices in Suwałki, Białystok and Hajnówka.”

#### Proposed wording:

“1.5. The Company has branch offices in Suwałki and Hajnówka.”

**II.** § 5.1.1.

Current wording:

“5.1.1. The Management Board consists of one to seven members appointed for a joint term of office. The Supervisory Board determines by resolution the number of members of the Management Board, elects the President of the Management Board and the other 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 subsequent Management Boards is 5 years.”

Proposed wording:

“5.1.1. The Management Board consists of one to seven members appointed for a joint term of office. The term of office of a member of the Management Board is 5 years. The Supervisory Board determines by resolution the number of members of the Management Board, elects the President of the Management Board and the other members, from among whom it may appoint the Vice President of the Management Board. The term of office is calculated in full financial years.”

**III.** § 5.2.2.

Current wording:

“5.2.2. Rights and duties of the Supervisory Board are defined by law and the Articles of Association. In particular, the Supervisory Board exercises control over the entire business of the Company and reviews and inspects all books, letters and property documents accordingly. The Supervisory Board may require reports from the Management Board on all activities of the Company, its legal and commercial relations with enterprises and persons with which it has dealings, as well as on the commercial activities of those enterprises and persons. In addition, the Supervisory Board selects a certified auditor to audit the Company's financial statements.”

Proposed wording:

“5.2.2. Rights and duties of the Supervisory Board are defined by law and the Articles of Association. In order to perform its duties, the Supervisory Board may examine all the Company's documents, review the Company's assets and request the Management Board, holders of a commercial power of attorney and persons employed by the Company under a contract of employment or performing specific activities for the Company on a regular basis under a contract for specific work, a contract of mandate or any other contract of a similar nature to prepare or provide any information, documents, reports or explanations concerning the Company, in particular its operations or assets. The Supervisory Board may also request from a governing body or an obligated person information, reports or explanations concerning subsidiaries and related companies. In addition, the Supervisory Board selects a certified auditor to audit the Company's financial statements.”



**IV. § 5.2.4.**

Current wording:

“5.2.4. The Supervisory Board meets as required but at least three times per financial year. Members of the Management Board are invited to attend meetings of the Supervisory Board. Meetings are convened by the Chairman in writing or by email to the addresses provided by members of the Supervisory Board 7 (seven) days before the scheduled date of the meeting. In cases of urgency, the Chairman may shorten this time and convene the meeting orally, by telephone or by email. The notice of the meeting should specify the place of the meeting, start time, agenda and proposed resolutions.”

Proposed wording:

“5.2.4. The Supervisory Board meets as required but at least once in each quarter of the financial year. Members of the Management Board are invited to attend meetings of the Supervisory Board. Meetings are convened by the Chairman in writing or by email to the addresses provided by members of the Supervisory Board 7 (seven) days before the scheduled date of the meeting. In cases of urgency, the Chairman may shorten this time and convene the meeting orally, by telephone or by email. The notice of the meeting should specify the date, time, place of the meeting, the proposed agenda and proposed resolutions, as well as the method of using means of direct remote communication during the meeting.”