

Ostrów Mazowiecka, 9 August 2023

**CURRENT REPORT NO. 10/2023**

**Subject:** Notice of convening the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna to be held on 6 September 2023

The Management Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka hereby provides as an attachment a notice of convening the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna to be held on 6 September 2023 along with draft resolutions.

**Legal basis:** Article 56(1)(2) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies (consolidated text in Journal of Laws of 2009, No. 185, item 1439 as amended)



**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.”

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: election of the Chairman of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to elect ..... as Chairman of the Annual General Meeting.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: adoption of the agenda of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI „FORTE” Spółka Akcyjna based 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. 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

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: election of the Ballot Counting Committee

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to elect the following persons as members of the Ballot Counting Committee:

.....

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023**  
**of the Annual General Meeting**  
**of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka**  
**of 6 September 2023**

Regarding: approval of the financial statements of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve the financial statements of FABRYKI MEBLI "FORTE" Spółka Akcyjna for the financial year from 1 January 2022 to 31 March 2023, including:

- a) statement of financial position (balance sheet) prepared as at 31 March 2023, showing total assets and liabilities of PLN 1,006,812 thousand (in words: one billion six million eight hundred and twelve thousand zloty),
- b) profit and loss account for the financial year from 1 January 2022 to 31 March 2023, showing a net loss of PLN 104,837 thousand (in words: one hundred and four million eight hundred and thirty-seven thousand zloty),
- c) statement of comprehensive income for the financial year from 1 January 2022 to 31 March 2023, showing a net comprehensive income of PLN - 57,748 thousand (in words: minus fifty-seven million seven hundred and forty-eight thousand zloty),
- d) statement of changes in equity for the financial year from 1 January 2022 to 31 March 2023, showing a decrease in equity by PLN 105,610 thousand (in words: one hundred and five million six hundred and ten thousand zloty),
- e) cash flow statement for the financial year from 1 January 2022 to 31 March 2023, showing a net increase in cash and cash equivalents by PLN 6,834 thousand (in words: six million eight hundred and thirty-four thousand zloty),
- f) accounting principles (policies) and notes.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: 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

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 January 2022 to 31 March 2023, including:

- a) consolidated statement of financial position (balance sheet) prepared as at 31 March 2023, showing total assets and liabilities of PLN 1,496,103 thousand (in words: one billion four hundred and ninety-six million, one hundred and three thousand zloty),
- b) consolidated profit and loss account for the financial year ended 31 March 2023, showing a net profit of PLN 87,642 thousand (in words: eighty-seven million six hundred and forty-two thousand zloty),
- c) consolidated statement of comprehensive income for the financial year ended 31 March 2023, showing a net comprehensive income of PLN 135,020 thousand (in words: one hundred and thirty-five million twenty thousand zloty),
- d) consolidated statement of changes in equity for the financial year ended 31 March 2023, showing an increase in equity of PLN 87,155 thousand (in words: eighty-seven million one hundred and fifty-five thousand zloty),
- e) consolidated cash flow statement for the financial year ended 31 March 2023, showing a net increase in cash and cash equivalents of PLN 757 thousand (in words: seven hundred and fifty-seven thousand zloty),
- f) accounting principles (policies) and notes.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: 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

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve 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.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: coverage of net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to cover the net loss for the financial year from 1 January 2022 to 31 March 2023 in the amount of PLN 104,837,399.55 (in words: one hundred and four million eight hundred and thirty-seven thousand three hundred and ninety-nine zloty and 55/100) from the reserve capital.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: 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

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby approves the Report of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                   granting discharge to President of the Management Board, Maciej Formanowicz, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to President of the Management Board, Maciej Formanowicz, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: granting discharge to Member of the Management Board, Maria Małgorzata Florczuk, in respect of her duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Management Board, Maria Małgorzata Florczuk, in respect of her duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    granting discharge to Member of the Management Board, Jacek Gazda, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Management Board, Jacek Gazda, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    granting discharge to Member of the Management Board, Walter Stevens, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Management Board, Walter Stevens, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: granting discharge to Member of the Management Board, Andreas Disch, in respect of his duties in the financial year from 1 January 2022 to 28 February 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Management Board, Andreas Disch, in respect of his duties in the financial year from 1 January 2022 to 28 February 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: granting discharge to Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                   granting discharge to Vice Chairman of the Supervisory Board, Bernard Woźniak, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Vice Chairman of the Supervisory Board, Bernard Woźniak, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: granting discharge to Member of the Supervisory Board, Jerzy Lucjan Smardzewski, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Jerzy Lucjan Smardzewski, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: granting discharge to Member of the Supervisory Board, Piotr Marek Szczepiórkowski, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Piotr Marek Szczepiórkowski, in respect of his duties in the financial year from 1 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                   granting discharge to Member of the Supervisory Board, Jakub Stanisław Papierski, in respect of his duties in the financial year from 4 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Jakub Stanisław Papierski, in respect of his duties in the financial year from 4 January 2022 to 31 March 2023

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    granting discharge to Member of the Supervisory Board, Agnieszka Maryla Zalewska, in respect of her duties in the period from 4 January 2022 to 31 March 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Agnieszka Maryla Zalewska, in respect of her duties in the period from 4 January 2022 to 31 March 2023.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    granting discharge to Member of the Supervisory Board, Jacek Tucharz, in respect of his duties in the financial year from 1 January 2022 to 4 January 2022.

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Jacek Tucharz in respect of his duties as a Member of the Supervisory Board in the financial year from 1 January 2022 to 4 January 2022.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: 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

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka gives a positive 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.
2. 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 is appended to this resolution.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The adoption of this resolution is required under Article 90g(6) of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies (hereinafter the "Act") read together with Article 395(2<sup>1</sup>) of the Code of Commercial Companies (hereinafter the "CCC").*

*Pursuant to Article 90g(6) of the Act, the General Meeting adopts a resolution giving an opinion on the remuneration report. The resolution is advisory in nature.*

*In addition, pursuant to Article 395(2<sup>1</sup>) of the CCC, the Annual General Meeting should also adopt a resolution referred to in Article 90g(6) of the Act.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: dissolution of the reserve capital earmarked for the acquisition of own shares

§1

Due to the expiry of the authorisation granted to the Company's Management Board to acquire the Company's own shares under § 1 of Resolution no. 21/2016 of the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. of 17 May 2016 (hereinafter: the Resolution), the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A, acting under Article 396 § 5 of the Code of Commercial Companies, resolves to dissolve the reserve capital of PLN 239,988,736 (in words: two hundred and thirty-nine million nine hundred and eighty-eight thousand seven hundred and thirty-six zloty) created under § 3 of the Resolution for the purpose of acquiring the Company's own shares and to transfer the above-mentioned amount to the Company's reserve capital.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The reserve capital created by Resolution no. 21/2016 of the Annual General Meeting of 17 May 2016 was to be used in full to acquire own shares on the basis of the authorisation granted by the Annual General Meeting, as contained in the above-mentioned resolution, and to finance that acquisition.*

*The notice of the commencement of the buyback of own shares was made public by the Management Board on 8 December 2016 via current report no. 43/2016. On 15 December 2016, the Management Board informed via current report no. 45/2016 that the Company's shareholders had not responded to the invitation addressed to them and had not placed any orders to sell their shares. Considering that the Management Board's authorisation to acquire own shares expired on 31 December 2017 and that no decisions have been taken on the use of the reserve capital, the Management Board requests its dissolution, as the maintenance of the above-mentioned reserve capital presents a distorted picture of the Company's equity.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendment to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

§ 1.5. of the Articles of Association will read as follows:

"1.5. The Company has branch offices in Suwałki and Hajnówka."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 1.5. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The proposed amendment consist in deleting the Białystok Branch Office from the Company's Articles of Association due to its liquidation. The liquidation was formally completed by a resolution of the Management Board adopted on 19.01.2023, while the Białystok Branch Office was deleted from the National Court Register on 16.03.2023.*

**RESOLUTION NO /2023**  
**of the Annual General Meeting**  
**of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka**  
**of 6 September 2023**

Regarding:                    amendment to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

§ 5.1.1. of the Articles of Association will read as follows:

"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."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.1.1. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The proposed amendment to the Company's Articles of Association consists in deleting the historically significant clause "The term of office of the first Management Board is one year" and, accordingly, changing the sentence "The term of office of subsequent Management Boards is 5 years" to "The term of office of a member of the Management Board is 5 years". Furthermore, in view of the new wording of Article 369 § 1 of the Code of Commercial Companies in force as of 13.10.2022, according to which the term of office is calculated in full financial years, unless the company's articles of association provide otherwise, it is proposed to add the last sentence "The term of office is calculated in full financial years". In order to avoid interpretation doubts, the Company has decided to align the*

*wording of the Articles of Association with the new wording of the above-mentioned Article in this regard.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    amendment to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

§ 5.2.2. of the Articles of Association will read as follows:

"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."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.2.2. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The proposed amendment to § 5.2.2. of the Articles of Association results from the change in the wording of Article 382 § 4 of the Code of Commercial Companies effective as of 13.10.2022. The amendment consists in extending the list of entities from which the Supervisory Board may request reports on all activities of the Company to include also 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. In addition to requesting the reports, the Supervisory Board will also be entitled to request the above-mentioned entities to prepare or submit any information and*

documents. The proposed amendment involves an editorial amendment to adjust part of § 5.2.2 to the current wording of Article 382 § 4 of the Code of Commercial Companies.

DRAFT

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendment to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

§ 5.2.4. of the Articles of Association will read as follows:

"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."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.2.4. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021

*The proposed amendment to § 5.2.4. of the Articles of Association results from the change in the wording of Article 389 § 2 and Article 389 § 7 of the Code of Commercial Companies effective as of 13.10.2022. Pursuant to new Article 389 § 2 of the Code of Commercial Companies, the notice of the meeting should also specify the date and the method of using means of direct remote communication during the meeting, which was added in the wording of the resolution. At the same time, an editorial amendment was made to adjust the provision to the current wording of Article 389 § 2 of the Code of Commercial Companies in this regard. In addition, in accordance with the new wording of Article 389 § 7 of the Code of Commercial Companies, the Supervisory Board should meet as required but at least*

*once in each quarter of the financial year, instead of the previous wording, which provided for convening meetings at least three times per financial year.*



**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: authorising the Supervisory Board to draw up the uniform text of the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby authorises the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. to draw up the uniform text of the Company's Articles of Association to include the amendments to the Articles of Association adopted on 6 September 2023 by the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. and to make the necessary editorial amendments.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendments to the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Regulations of the Supervisory Board as follows:

§1

§ 4.5. of the Regulations of the Supervisory Board will read as follows:

“5. 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.”

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.2.2. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*  
*The proposed amendment to § 4.5. of the Regulations of the Supervisory Board results from the change in the wording of Article 382 § 4 of the Code of Commercial Companies effective as of 13.10.2022. The amendment consists in extending the list of entities from which the Supervisory Board may request reports on all activities of the Company to include also 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. In addition to requesting the reports, the Supervisory Board will also be entitled to request the above-mentioned entities to prepare or submit any information and documents. The proposed*

*amendment involves an editorial amendment to adjust part of § 4.5. to the current wording of Article 382 § 4 of the Code of Commercial Companies. At the same time, it is proposed to delete the passage reading “When such an examination requires special knowledge, qualifications or specialised activities, the Board may oblige the Management Board to commission experts to prepare an expert report or opinion for its use” in connection with the introduction of Article 382.1 of the Code of Commercial Companies under which the Supervisory Board may adopt a resolution to have a certain matter concerning the Company's operations or its assets examined by a selected advisor at the Company's expense.*

DRAFT

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendments to the Regulations of the Supervisory Board of FABRYKI MEBLI “FORTE” S.A.

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Regulations of the Supervisory Board as follows:

§1

§ 5.1. of the Regulations of the Supervisory Board will read as follows:

“1. Board meetings are held at the Company's registered office or in Warsaw. Members of the Supervisory Board may also attend a Board meeting using means of direct remote communication.”

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021  
The proposed amendment to the Regulations of the Supervisory Board is intended to clarify that Members of the Supervisory Board may also attend a meeting using means of direct remote communication. Such possibility exists as of 31.03.2020 on the basis of new Article 388 § 11 of the Code of Commercial Companies, which reads as follows “The Supervisory Board meeting may also be*

*attended using means of direct remote communication, unless the Company's Articles of Association provide otherwise". Since neither the Company's Articles of Association nor the Regulations of the Supervisory Board provide for the possibility of holding meetings in the above-mentioned manner, it is advisable to introduce a clarification to the Regulations of the Supervisory Board in order to avoid interpretation doubts.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendment to the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Regulations of the Supervisory Board as follows:

§1

§ 5.3. of the Regulations of the Supervisory Board will read as follows:

“5.3. 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.”

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.2.4. of the Articles of Association by the Registry Court.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The proposed amendment to § 5.3. of the Regulations of the Supervisory Board results from the change in the wording of Article 389 § 2 and Article 389 § 7 of the Code of Commercial Companies effective as of 13.10.2022. Pursuant to new Article 389 § 2 of the Code of Commercial Companies, the notice of the meeting should also specify the date and the method of using means of direct remote communication during the meeting, which was added in the wording of the resolution. At the same time, an editorial amendment was made to adjust the provision to the current wording of Article 389 § 2 of the Code of Commercial Companies in this regard. In addition, in accordance with the new wording of Article 389 § 7 of the Code of Commercial Companies, the Supervisory Board should meet as required but at least once in each quarter of the financial year, instead of the previous wording, which provided for convening meetings at least three times per financial year. Once § 5.2.4. of the*

*Company's Articles of Association has been amended, it is also advisable to adjust the Regulations of the Supervisory Board in this respect.*

DRAFT

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: amendments to the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Regulations of the Supervisory Board as follows:

§1

§ 5.5. of the Regulations of the Supervisory Board will read as follows:

“5. The Board is capable of adopting resolutions if all its members have been invited and at least half of the members attend the meeting. Resolutions are adopted by a simple majority of votes cast. A vote for or against a resolution is considered a vote cast. In the event of an equality of votes, the Chairman's vote is decisive. This also applies to the results of elections, unless otherwise expressly provided by law. Voting by the Board is public, unless the Articles of Association or these Regulations provide otherwise. Resolutions adopted in writing or by means of direct remote communication are considered adopted when more than half of the members of the Supervisory Board or at least half, together with the Chairman of the Supervisory Board, have voted in favour of a resolution within the time limit set by the Chairman of the Supervisory Board.”

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*  
*The proposed amendment to the Regulations of the Supervisory Board consists in adding the following sentences: "Voting by the Board is public, unless the Articles of Association or these Regulations provide otherwise. Resolutions adopted in writing or by means of direct remote communication are considered adopted when more than half of the members of the Supervisory Board or at least half, together with the Chairman of the Supervisory Board, have voted in favour of a*

*resolution within the time limit set by the Chairman of the Supervisory Board*". The introduction of the first sentence results from the change in the wording of Article 388 § 31 of the Code of Commercial Companies effective from 13.10.2022. The introduction of the following sentences is intended to clarify at which point in time a resolution is to be considered adopted, in view of the fact that the act of voting itself is usually stretched out over time.

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    increasing the number of Members of the Supervisory Board of the current term of office

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to increase the number of members of the Supervisory Board by one person and determine that the Supervisory Board of the current term of office (2022-2026) will be composed of seven persons.

§2

The resolution comes into force upon its adoption with effect from 01.10.2023.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The resolution was proposed on the basis of a request from the shareholder MaForm Holding AG. The shareholder reasoned that the objective is to appoint Mr Maciej Formanowicz as Member of the Supervisory Board and Chairman of the Supervisory Board as of 01.10.2023. Therefore, it is necessary to adopt a resolution to increase the number of members of the Supervisory Board of the current term to appoint a new member. Mr Zbigniew Sebastian resigned from his position as Chairman of the Supervisory Board as of 30.09.2023, while remaining Member of the Supervisory Board.*



**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding:                    appointment of a Member of the Supervisory Board of the current term of office

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to appoint ..... as Member of the Supervisory Board of the current term of office (2022-2026).

§2

The resolution comes into force upon its adoption with effect from 01.10.2023.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The resolution was proposed on the basis of a request from the shareholder MaForm Holding AG. The shareholder reasoned that the objective is to appoint Mr Maciej Formanowicz as Member of the Supervisory Board and Chairman of the Supervisory Board as of 01.10.2023. Mr Zbigniew Sebastian resigned from his position as Chairman of the Supervisory Board as of 30.09.2023, while remaining Member of the Supervisory Board.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: election of the Chairman of the Supervisory Board of the current term of office

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to elect ..... as Chairman of the Supervisory Board of the current term of office (2022-2026).

§2

The resolution comes into force upon its adoption with effect from 01.10.2023.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The resolution was proposed on the basis of a request from the shareholder MaForm Holding AG. The shareholder reasoned that the objective is to appoint Mr Maciej Formanowicz as Member of the Supervisory Board and Chairman of the Supervisory Board as of 01.10.2023. Mr Zbigniew Sebastian resigned from his position as Chairman of the Supervisory Board as of 30.09.2023, while remaining Member of the Supervisory Board.*

**RESOLUTION NO /2023  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka  
of 6 September 2023**

Regarding: changes in the remuneration of Members of the Supervisory Board

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to change the monthly remuneration of Members of the Supervisory Board and to set it as follows:
  - 1) Chairman of the Supervisory Board – PLN 12,000 (in words: twelve thousand),
  - 2) Vice Chairman of the Supervisory Board – PLN 10,000 (in words: ten thousand),
  - 3) Chairman of the Audit Committee – PLN 10,000 (in words: ten thousand),
  - 4) other Members of the Supervisory Board – PLN 7,000 (in words: seven thousand).
2. In the event that the Chairman of the Supervisory Board or the Vice Chairman of the Supervisory Board is elected the Chairman of the Audit Committee, he/she will be entitled to the remuneration specified in item 1.1) or 1.2) above, respectively.

§2

The remuneration referred to in §1 of this resolution will be paid in arrears by the tenth day of each month.

§3

Resolution no. 23/2015 of the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna of 19.05.2015 and Resolution no. 19/2021 of the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna of 16.06.2021 are hereby repealed.

§4

The resolution comes into force upon its adoption with effect from 01.10.2023.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021*

*The resolution was proposed on the basis of a request from the shareholder MaForm Holding AG. The shareholder reasoned that the proposed changes are intended to take into account the current situation, in particular a significant increase in inflation, as well as the increased responsibilities and duties of members of the Supervisory Board in connection with the amendments made to the Code of Commercial Companies. The Shareholder further pointed out that the last remuneration regulations covering all members of the Supervisory Board were introduced in 2015.*

