

Ostrów Mazowiecka, 13 December 2023

CURRENT REPORT NO. 18/2023

Subject:

Notice of convening the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna to be held on 9 January 2024

The Management Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka hereby provides as an attachment a notice of convening the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna to be held on 6 January 2024 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 EXTRAORDINARY GENERAL MEETING OF
FABRYKI MEBLI "FORTE" SPÓŁKA AKCYJNA
BASED IN OSTRÓW MAZOWIECKA
TO BE HELD ON 9 JANUARY 2024**

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 4021 and Article 4022 of the Code of Commercial Companies, convenes the Extraordinary General Meeting to be held on 9 January 2024, 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 Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Election of the Ballot Counting Committee.
6. Adoption of a resolution concerning the merger of FABRYKI MEBLI "FORTE" S.A. with FORTE BRAND sp. z o.o. with its registered office in Ostrów Mazowiecka.
7. Closing of the Extraordinary General Meeting.

II. Information for Shareholders

1. The right to participate in the Extraordinary General Meeting

The Company's Management Board informs that pursuant to Article 4061 of the Code of Commercial Companies, the Extraordinary General Meeting may only be attended by persons who are Shareholders of the Company 16 (sixteen) days before the date of the Extraordinary General Meeting, i.e. on 24 December 2023 (date of registration of participation in the Extraordinary 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 Extraordinary General Meeting in the period between the notice of convening the Extraordinary General Meeting and the first working day after the Registration Day, i.e. by 27 December 2023.

A list of Shareholders entitled to participate in the Extraordinary 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 Extraordinary General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, at the Legal Department, between 8:00 a.m. and 5 4:00 p.m. for 3 (three) working days before the date of the Extraordinary General Meeting, i.e. on 4, 5 and 8 January 2024.

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 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, i.e. no later than by 19 December 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, or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Extraordinary General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka;
- b) submit to the Company, before the date of the Extraordinary General Meeting, draft resolutions regarding matters included in the agenda of the Extraordinary General Meeting or matters which are to be included in the agenda of the Extraordinary General Meeting, in Polish, separately for each draft resolution, by email to the

address: zwz@forte.com.pl, or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting and prior to the Extraordinary General Meeting, in writing or by email to zwz@forte.com.pl.

3. The manner of participating in the Extraordinary General Meeting and exercising the voting right

A Shareholder who is a natural person may participate in the Extraordinary General Meeting and exercise the voting right in person or by proxy. A Shareholder other than a natural person may participate in the Extraordinary 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 Extraordinary 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 Extraordinary 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 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 Extraordinary General Meeting, i.e. by 8 January 2024 by email to 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 Extraordinary 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 4023 (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 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 Extraordinary General Meeting, speak during the Extraordinary 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 Extraordinary General Meeting

A person authorised to participate in the Extraordinary General Meeting may receive the full text of documents to be presented at the Extraordinary General Meeting, including draft resolutions on matters included in the agenda of the Extraordinary General Meeting or matters which are to be included in the agenda, before the date of the Extraordinary General Meeting on the Company's website www.forte.com.pl in the INVESTOR RELATIONS/GENERAL

MEETING tab or in the Secretariat of the Extraordinary 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 Extraordinary General Meeting

Persons authorised to participate in the Extraordinary General Meeting are requested to register and collect their voting cards at the conference room door 30 minutes before the opening of the Extraordinary General Meeting. It is recommended that persons authorised to participate in the Extraordinary General Meeting carry with them, on the date of the Extraordinary General Meeting, a personal certificate confirming their right to participate in the Extraordinary General Meeting.

6. Other information

All information on the Extraordinary 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 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, please contact the Company at zwz@forte.com.pl.

RESOLUTION NO /2024
Extraordinary General Meeting
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka
of 9 January 2024

Regarding: election of the Chairman of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna based in Ostrów Mazowiecka resolves to elect
as Chairman of the Extraordinary General Meeting

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

RESOLUTION NO /2024
Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
of 9 January 2024

Regarding: adoption of the agenda of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of FABRYKI MEBLI „FORTE” Spółka Akcyjna based in Ostrów Mazowiecka resolves to adopt the following agenda:

8. Opening of the Extraordinary General Meeting.
9. Election of the Chairman of the Extraordinary General Meeting.
10. Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
11. Adoption of the agenda of the Extraordinary General Meeting.
12. Election of the Ballot Counting Committee.
13. Adoption of a resolution concerning the merger of FABRYK MEBLI "FORTE" S.A. with FORTE BRAND sp. z o.o. with its registered office in Ostrów Mazowiecka.
14. Closing of the Extraordinary General Meeting.

§2

The resolution comes into force upon its adoption.

Chairman of the Annual General Meeting

RESOLUTION NO /2024
Extraordinary General Meeting
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka
of 9 January 2024

Regarding: election of the Ballot Counting Committee

§1

The Extraordinary 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 /2024
Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
of 9 January 2024

Regarding: merger of FABRYK MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka

§1

1. Acting pursuant to Article 506 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of FABRYK MEBLI "FORTE" Spółka Akcyjna with the registered office in Ostrow Mazowiecka resolves to merge FABRYK MEBLI "FORTE" S.A. based in Ostrow Mazowiecka (the Acquiring Company) and FORTE BRAND sp. z o.o. based in Ostrow Mazowiecka (the Acquired Company) in the manner provided for in article 492 § 1 item 1 of the Code of Commercial Companies, i.e. through the transfer of all assets of FORTE BRAND sp. z o.o. based in Ostrow Mazowiecka to FABRYKI MEBLI "FORTE" S.A. based in Ostrow Mazowiecka.
2. At the same time, the Extraordinary General Meeting of FABRYK MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka expresses its consent to the Merger Plan agreed upon by the Management Boards of the merging Companies on 6 December 2023, which constitutes an appendix to this resolution.

§2

The merger of the Companies shall be effected without increasing the share capital of FABRYK MEBLI "FORTE" S.A., pursuant to Article 515 § 1 of the Code of Commercial Companies.

§3

The Management Board of FABRYK MEBLI "FORTE" S.A. is hereby authorised to undertake all factual and legal actions necessary to carry out the merger.

§4

The resolution shall enter into force upon its adoption with effect from the date of registration of the merger by the court.

Chairman of the Annual General Meeting

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

Adoption of the proposed resolution is aimed at reorganising the organisational structure of the FABRYK MEBLI "FORTE" S.A. Capital Group, which will ultimately have an impact on reducing the operating costs of the FABRYK MEBLI "FORTE" S.A. Capital Group and,

consequently, will make it possible to achieve long-term economic and organisational benefits, in particular it will make it possible to reduce the costs incurred in the management process, optimise the management costs and manage human resources economicall

MERGER PLAN

FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka (Acquiring Company) and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (Acquired Company)

On 6 December 2023, the Management Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka (Management Board Resolution No. 17/2023) and the Management Board of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (Management Board Resolution No. 3/2023), acting pursuant to Article 498, Article 499 and Article 516(6) of the Commercial Companies Code of 15 September 2000 (consolidated text in Journal of Laws of 2022, item 1467 – hereinafter: the CCC) agreed and adopted the following plan of merger of the Companies (hereinafter: the Merger Plan).

I. Legal form, business name, registered office of each of the merging companies (Article 499(1)(1) of the CCC)

1. FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka, ul. Biała 1, 07-300 Ostrów Mazowiecka, Poland (hereinafter: the Acquiring Company)

FABRYKI MEBLI "FORTE" S.A. is a joint-stock company entered in the Register of Enterprises kept by the District Court in Białystok, 12th Commercial Division of the National Court Register under no. KRS 0000021840, with the share capital of PLN 23,930,769 fully paid up, tax identification no. NIP 7590005082, statistical no. REGON 550398784.

FABRYKI MEBLI "FORTE" S.A. is a public company within the meaning of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies (consolidated text in Journal of Laws of 2022, item 2554), whose shares are listed on the Warsaw Stock Exchange.

2. FORTE BRAND spółka z ograniczoną odpowiedzialnością based in Ostrów Mazowiecka, ul. Biała 1, 07-300 Ostrów Mazowiecka, Poland (hereinafter: the Acquired Company)

FORTE BRAND sp. z o.o. is a limited liability company entered in the Register of Enterprises kept by the District Court in Białystok, 12th Commercial Division of the National Court Register under no. KRS 0000535948, with the share capital of PLN 76,000 fully paid up, tax identification no. NIP 5272726311, statistical no. REGON 360368238.

All shares in the share capital of FORTE BRAND sp. z o.o. are held by one shareholder, which is the Acquiring Company – FABRYKI MEBLI "FORTE" S.A.

The Acquired Company and the Acquiring Company are referred to in this Merger Plan as the Companies.

II. Method of merger (Article 499(1)(1) of the CCC)

The merger will be carried out in accordance with Article 492(1)(1) of the CCC through the transfer of all assets of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka to FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka, taking into account the provisions on the simplified merger procedure specified in Article 516(6) of the CCC.

Pursuant to Article 516(6) read together with Article 516(5) of the CCC, the Merger Plan of FABRYKI MEBLI "FORTE" S.A. and FORTE BRAND sp. z o.o. will not be audited by an expert appointed by the registry court, nor will written reports of the Management Boards of each of the merging companies justifying the merger be prepared.

Taking into account Article 506(1) of the CCC, an Extraordinary General Meeting of the Acquiring Company and an Extraordinary Meeting of Shareholders of the Acquired Company will be convened to adopt resolutions on the merger of the Companies.

III. Rights granted by the Acquiring Company to shareholders and persons with special rights in the Acquired Company (Article 499(1)(5) of the CCC)

In connection with the merger, the Acquiring Company is not expected to grant any rights to shareholders or persons with special rights in the Acquired Company.

IV. Special benefits for members of governing bodies of the merging companies as well as other persons participating in the merger (Article 499(1)(6) of the CCC)

In connection with the merger, no special benefits are expected to be granted to members of governing bodies of the merging companies or to other persons participating in the merger.

V. Information pursuant to Article 499(4) of the CCC

The Acquiring Company represents that due to the fact that it meets the requirements set forth in Article 499(4) of the CCC, i.e. that it is a public company which, in accordance with the regulations on public offering and conditions governing the introduction of financial instruments to organised trading and on public companies, publishes and makes available to shareholders its semi-annual financial statements, the Acquiring Company is not required to prepare and attach to the Merger Plan the information on financial standing referred to in Article 499(2)(4) of the CCC.

VI. Elements of the Merger Plan omitted pursuant to Article 516(6) of the CCC

Due to the fact that the Acquiring Company holds 100% of shares in the share capital of the Acquired Company, the merger will be carried out under the so-called simplified procedure, i.e. in accordance with Article 516(6) read together with Article 516(5) of the CCC. Accordingly, the Merger Plan does not include:

- a) the ratio of the shares to be exchanged in the Acquired Company for shares in the Acquiring Company, in particular, no shares of the Acquiring Company will be issued to a shareholder of the Acquired Company; it does not include the amount of any additional payments (Article 499(1)(2) of the CCC) either,
- b) the rules for granting shares in the Acquiring Company (Article 499(1)(3) of the CCC),
- c) the date from which the shares of the Acquiring Company granted to shareholders of the Acquired Company entitle them to participate in profits of the Acquiring Company (Article 499(1)(4) of the CCC).

Since the merger of the Companies will be carried out without increasing the share capital of the Acquiring Company (Article 515(1) of the CCC), i.e. it will not give rise to any new

circumstances requiring disclosure in the Articles of Association of the Acquiring Company, the Articles of Association of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka will not be amended. Therefore, Article 499(2)(2) requiring that draft amendments to the Articles of Association of the Acquiring Company be attached to the Merger Plan will not apply.

VII. Consents and permits

Pursuant to Article 14(5) of the Act of 16.02.2007 on Competition and Consumer Protection (Journal of Laws of 2023, item 1689), the merger does not need to be notified to the President of the Office of Competition and Consumer Protection because the Acquiring Company and the Acquired Company belong to the same group, i.e. the FABRYKI MEBLI "FORTE" S.A. Group.

The Acquired Company is neither owner nor perpetual usufructuary of agricultural land within the meaning of Article 2(1) of the Act of 11.04.2003 on Formation of the Agricultural System (Journal of Laws of 2022, item 2569).

VIII. Announcement of the Merger Plan

The Management Boards of both companies will report the Merger Plan to the Registry Court in accordance with Article 500(1) of the CCC read together with Article 516(6) of the CCC, and, acting on the basis of Article 500(2¹) of the CCC, the Merger Plan will be made publicly available starting from 06.12.2023, free of charge, on the websites of the merging companies, i.e.:

- a) Acquiring Company – www.forte.com.pl
- b) Acquired Company – www.fortebrand.pl

IX. Other provisions

If any provision of the Merger Plan proves to be invalid or unenforceable, the validity or enforceability of the remaining provisions of the Merger Plan will not be affected. The invalid or unenforceable provision will be replaced by a valid and enforceable provision that best reflects the purpose of the invalid or unenforceable provision and its original intent. The same applies analogously to any gaps in the Merger Plan.

X. Appendices to the Merger Plan

In accordance with Article 499(2) of the CCC, the following documents are appended to the Merger Plan:

1. Appendix 1 – draft resolution of the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. on the merger of the Companies,
2. Appendix 2 – draft resolution of the Extraordinary Meeting of Shareholders of FORTE BRAND sp. z o.o. on the merger of the Companies,
3. Appendix 3 – determination of the value of assets of FORTE BRAND sp. z o.o. as of 30 November 2023,
4. Appendix 4 – statement containing information on the financial standing of FORTE BRAND sp. z o.o. prepared for the purposes of the merger as of 30 November 2023, using the same methods and the same layout as for the last annual balance sheet.

The Merger Plan was agreed upon and signed on 6 December 2023 in Ostrów Mazowiecka, as confirmed by signatures:

For the Management Board
of FABRYKI MEBLI "FORTE" S.A.
o.o.

For the Management Board
of FORTE BRAND sp. z

.....
President of the Management Board –
Management Board –
Maria Malgorzata Florczuk

.....
President of the
Mariusz Jacek Gazda

Appendix 1

to the Merger Plan of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka – draft resolution of the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. (Acquiring Company) on the merger of the companies

**RESOLUTION NO. .../2024
Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
dated 2024**

Regarding: merger of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka

§1

3. Acting pursuant to Article 506(1) of the Commercial Companies Code, the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka resolves to merge FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka (the Acquiring Company) and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (the Acquired Company) in a manner compliant with Article 492(1)(1) of the Commercial Companies Code, i.e. by transferring all assets of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka to FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka.
4. At the same time, the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka consents to the Merger Plan agreed upon by the Management Boards of the merging Companies on 6 December 2023, which is appended to this resolution.

§2

The merger of the Companies takes place without increasing the share capital of FABRYKI MEBLI "FORTE" S.A., pursuant to Article 515(1) of the Commercial Companies Code.

§3

The Management Board of FABRYKI MEBLI "FORTE" S.A. is authorised to take all steps and factual and legal actions necessary to carry out the merger.

§4

The resolution comes into force upon its adoption with effect from the date of registration of the merger by the court.

Appendix 2

to the Merger Plan of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka – draft resolution of the Extraordinary Meeting of Shareholders of FORTE BRAND sp. z o.o. (Acquired Company) on the merger of the companies

**RESOLUTION NO. .../2024
Extraordinary Meeting of Shareholders
of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka
dated 2024**

Regarding: merger of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka and FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka

§1

1. Acting pursuant to Article 506(1) of the Commercial Companies Code, the Extraordinary Meeting of Shareholders of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka resolves to merge FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (the Acquired Company) and FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka (the Acquiring Company) in a manner compliant with Article 492(1)(1) of the Commercial Companies Code, i.e. by transferring all assets of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka to FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka.
2. At the same time, the Extraordinary Meeting of Shareholders of FORTE BRAND sp. z o.o., based in Ostrów Mazowiecka consents to the Merger Plan agreed upon by the Management Boards of the merging Companies on 6 December 2023, which is appended to this resolution.

§2

The merger will be carried out under the so-called simplified procedure, i.e. under Article 516(6) of the Commercial Companies Code.

§3

The Management Board of FORTE BRAND sp. z o.o. is authorised to take all steps and factual and legal actions necessary to carry out the merger.

§4

The resolution comes into force upon its adoption with effect from the date of registration of the merger by the court.

Appendix 3

to the Merger Plan of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka – determination of the value of assets of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (Acquired Company) as of 30 November 2023.

DETERMINATION OF THE VALUE OF ASSETS OF FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka as of 30 November 2023

For the purpose of determining the value of assets of FORTE BRAND sp. z o.o. (hereinafter: FORTE BRAND or the Company), in accordance with Article 499(2)(3) of the Commercial Companies Code, an accounting valuation was adopted, based on the figures disclosed in FORTE BRAND's balance sheet prepared as of 30 November 2023, as shown in the Statement on the financial standing of FORTE BRAND, made Appendix 4 to the Merger Plan.

The essence of the accounting valuation is to assume that the value of the Company's assets is equal to its net asset value, calculated on the basis of the Company's prepared balance sheet, and thus is the difference between total assets and total liabilities and provisions for liabilities. The value of FORTE BRAND's assets as of 30 November 2023 is as follows:

Statement of financial position	30.11.2023
Non-current assets	234 561 801.77
Tangible fixed assets	2 236.90
Intangible assets	152 104 000.00
Investments in subsidiaries	51 332 000.00
Investments valued using the equity method	9 195 464.87
Other non-current financial assets	21 928 100.00
Current assets	18 747 148.22
Trade and other receivables	8 636 083.91
Other financial assets	10 019 675.21
Cash and cash equivalents	91 389.10
TOTAL ASSETS	253 308 949.99
Statement of financial position	30.11.2023
Total equity	224 415 957.35
Share capital	76 000.00
Other reserves	8 636.00
Retained earnings	224 331 321.35
Non-current liabilities	28 045 872.94
Deferred tax liabilities	28 027 286.94
Provision for post-employment benefits	18 586.00
Current liabilities	847 119.70
Trade and other liabilities	841 362.46
Lease obligations	2 243.24
Provision for post-employment benefits	3 514.00

Total liabilities	28 892 992.64
TOTAL EQUITY AND LIABILITIES	253 308 949.99

The value of net assets determined as the difference between assets and liabilities and provisions for liabilities as of 30.11.2023:

Assets	253	
308 949.99		
-		
Liabilities and provisions for liabilities		28
892 992.64		
=		
Net assets		224
415 957.35		

Appendix 4

to the Merger Plan of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka and FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka – statement containing information on the financial standing of FORTE BRAND sp. z o.o. (Acquired Company) prepared for the purposes of the merger as of 30 November 2023.

STATEMENT

The Management Board of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka (the Acquired Company) represents that as of 30 November 2023, the financial standing of FORTE BRAND sp. z o.o. based in Ostrów Mazowiecka is as follows:

Statement of financial position	30.11.2023
Non-current assets	234 561 801.77
Tangible fixed assets	2 236.90
Intangible assets	152 104 000.00
Investments in subsidiaries	51 332 000.00
Investments valued using the equity method	9 195 464.87
Other non-current financial assets	21 928 100.00
Current assets	18 747 148.22
Trade and other receivables	8 636 083.91
Other financial assets	10 019 675.21
Cash and cash equivalents	91 389.10
TOTAL ASSETS	253 308 949.99
Statement of financial position	30.11.2023
Total equity	224 415 957.35
Share capital	76 000.00
Other reserves	8 636.00
Retained earnings	224 331 321.35
Non-current liabilities	28 045 872.94
Deferred tax liabilities	28 027 286.94
Provision for post-employment benefits	18 586.00
Current liabilities	847 119.70
Trade and other liabilities	841 362.46
Lease obligations	2 243.24
Provision for post-employment benefits	3 514.00
Total liabilities	28 892 992.64
TOTAL EQUITY AND LIABILITIES	253 308 949.99

The balance sheet on the assets and equity and liabilities side shows the amount of **PLN 253 308 949.99** (in words: two hundred and fifty-three million, three hundred and eight thousand, nine hundred and forty-nine zloty 99/100).

The Company's Management Board assures that the balance sheet prepared for the purposes of the merger clearly presents the Company's assets and financial position. When preparing the balance sheet, the Management Board ensured the selection of appropriate valuation principles and their continuous application.

In addition, the Management Board hereby represents that:

1. there have been no irregularities in the Company's management;
- 2 the Company has not received any objections from relevant authorities regarding discrepancies or irregularities in its financial reporting;
3. the Company's balance sheet as of 30.11.2023, prepared to the best knowledge of the Management Board, presents fairly, in all material respects, the assets and financial position of the Company.