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# RESOLUTION NO /2024 of the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka of 3 September 2024

Regarding:

election of the Chairman of the Annual General Meeting

\$2 The resolution comes into force upon its adoption.

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 April 2023 to 31 March 2024,
  - b) consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024,
  - c) Management Report of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,
  - d) Management Board's proposal to cover the net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,
  - e) Report of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024.
- 7. Adoption of resolutions on:
  - a) approval of the financial statements of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,
  - b) approval of the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024,
  - c) approval of the Management Report of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,
  - d) coverage of net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,
  - e) approval of the Report of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024,

- f) granting discharge to Members of the Management Board in respect of their duties in the financial year from 1 April 2023 to 31 March 2024,
- g) granting discharge to Members of the Supervisory Board in respect of their duties in the financial year from 1 April 2023 to 31 March 2024,
- 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 April 2023 to 31 March 2024, prepared by the Supervisory Board,
- i) adoption of the Remuneration Policy for Members of the Management Board and the Supervisory Board,
- j) provision of additional security on the Company's assets,
- k) appointment of a Member of the Supervisory Board of the current term of office.
- 8. Closing of the Annual General Meeting.

\$2 The resolution comes into force upon its adoption.

#### 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.

Regarding:	approval of the financial statements of FABRYKI MEBLI "FORTE"
	S.A. for the financial year from 1 April 2023 to 31 March 2024

**§**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 April 2023 to 31 March 2024, including:

- a) statement of financial position (balance sheet) prepared as at 31 March 2024, showing total assets and liabilities of PLN 991,309 thousand (in words: nine hundred and ninety-one million three hundred and nine thousand zloty),
- b) profit and loss account for the financial year from 1 April 2023 to 31 March 2024, showing a net loss of PLN 53,401 thousand (in words: fifty-three million four hundred and one thousand zloty),
- c) statement of comprehensive income for the financial year from 1 April 2023 to 31 March 2024, showing a net comprehensive income of PLN 35,356 thousand (in words: thirty-five million, three hundred and fifty-six thousand zloty),
- d) statement of changes in equity for the financial year from 1 April 2023 to 31 March 2024, showing a increase in equity by PLN 35,356 thousand (in words: thirty-five million, three hundred and fifty-six thousand zloty),
- e) cash flow statement for the financial year from 1 April 2023 to 31 March 2024, showing a net decrease in cash and cash equivalents by PLN 6,088 thousand (in words: six million and eighty-eight thousand zloty),
- f) accounting principles (policies) and notes.

**§**2

The resolution comes into force upon its adoption.

§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 April 2023 to 31 March 2024, including:

- a) consolidated statement of financial position (balance sheet) prepared as at 31 March 2024, showing total assets and liabilities of PLN 1,438,382 thousand (in words: one billion four hundred and thirty-eight million three hundred and eighty-two thousand zloty),
- b) consolidated profit and loss account for the financial year ended 31 March 2024, showing a net loss of PLN 60,779 thousand (in words: sixty million seven hundred and seventy nine thousand zloty),
- c) consolidated statement of comprehensive income for the financial year ended 31 March 2024, showing a net comprehensive income of PLN 27,778 thousand (in words: twenty-seven million, seven hundred and seventy-eight thousand zloty),
- d) consolidated statement of changes in equity for the financial year ended 31 March 2024, showing an increase in equity of PLN 27,777 thousand (in words: twenty-seven million, seven hundred and seventy-seven thousand zloty),
- e) consolidated cash flow statement for the financial year ended 31 March 2024, showing a net increase in cash and cash equivalents of PLN 1,578 thousand (in words: one million, five hundred and seventy-eight thousand zloty),
- f) accounting principles (policies) and notes.

§2

The resolution comes into force upon its adoption.

Regarding: approval of the consolidated financial statements of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024

Regarding: approval of the Management Report of the FABRYKI MEBLI "FORTE" S.A. Group for the financial year from 1 April 2023 to 31 March 2024, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024, including the Management Report of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024.

§2 The resolution comes into force upon its adoption.

# Regarding: coverage of net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024 in the amount of PLN 53,400,824.93 (in words: fifty-three million four hundred thousand eight hundred and twenty-four zloty 93/100) from the reserve capital.

§2 The resolution comes into force upon its adoption.

Regarding: approval of the Report of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024.

\$2 The resolution comes into force upon its adoption.

Regarding:

granting discharge to President of the Management Board, Maria Małgorzata Florczuk, in respect of her duties in the financial year from 1 April 2023 to 31 March 2024

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to President of the Management Board, Maria Małgorzata Florczuk (serving as Member of the Management Board from 1 April 2023 to 31 August 2023) in respect of her duties in the financial year from 1 April 2023 to 31 March 2024.

§2

The resolution comes into force upon its adoption.

Regarding:

granting discharge to Member of the Management Board, Mariusz Jacek Gazda, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Management Board, Mariusz Jacek Gazda, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024.

§2

The resolution comes into force upon its adoption.

Regarding:

granting discharge to Member of the Management Board, Walter Stevens, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024.

\$2 The resolution comes into force upon its adoption.

Regarding:

granting discharge to Maciej Formanowicz in respect of his duties as President of the Management Board from 1 April 2023 to 31 August 2023

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Maciej Formanowicz in respect of his duties as President of the Management Board from 1 April 2023 to 31 August 2023.

§2

The resolution comes into force upon its adoption.

Regarding: granting discharge to Chairman of the Supervisory Board, Maciej Formanowicz, in respect of his duties in the financial year from 1 October 2023 to 31 March 2024

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Chairman of the Supervisory Board, Maciej Formanowicz in respect of his duties in the financial year from 1 October 2023 to 31 March 2024.

§2 The resolution comes into force upon its adoption.

Regarding: granting discharge to Vice Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§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, Zbigniew Mieczysław Sebastian (serving as Chairman of the Supervisory Board from 1 April 2023 to 30 September 2023), in respect of his duties in the financial year from 1 April 2023 to 31 March 2024.

§2 The resolution comes into force upon its adoption.

Regarding: granting discharge to Member of the Supervisory Board, Jakub Stanisław Papierski, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§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 1 April 2023 to 31 March 2024.

§2

The resolution comes into force upon its adoption.

Regarding: granting discharge to Member of the Supervisory Board, Jerzy Lucjan Smardzewski, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024.

§2 The resolution comes into force upon its adoption.

Regarding granting discharge to Member of the Supervisory Board, Piotr Marek Szczepiórkowski, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§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 April 2023 to 31 March 2024.

§2

The resolution comes into force upon its adoption.

Regarding: granting discharge to Member of the Supervisory Board, Bernard Woźniak, in respect of his duties in the financial year from 1 April 2023 to 31 March 2024

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Bernard Woźniak (serving as Vice Chairman of the Supervisory Board from 1 April 2023 to 25 October 2023) in respect of his duties in the financial year from 1 April 2023 to 31 March 2024.

\$2 The resolution comes into force upon its adoption.

Regarding: granting discharge to Member of the Supervisory Board, Agnieszka Maryla Zalewska, in respect of her duties in the period from 1 April 2023 to 31 March 2024

§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 1 April 2023 to 31 March 2024.

\$2 The resolution comes into force upon its adoption.

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 April 2023 to 31 March 2024, 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 April 2023 to 31 March 2024, 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 April 2023 to 31 March 2024 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  $395(2^1)$  of the CCC, the Annual General Meeting should also adopt a resolution referred to in Article 90g(6) of the Act.

Regarding:	adoption of the Remuneration Policy for Members of the Management
	Board and the Supervisory Board

**§**1

- 1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to adopt the Remuneration Policy for Members of the Management Board and the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.
- 2. The Remuneration Policy for Members of the Management Board and the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. is attached 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* Pursuant to Article 90d(1) et seq. of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies, the General Meeting adopts, by way of resolution, the remuneration policy for members of the Management Board and the Supervisory Board (hereinafter: the Policy). The Policy currently in force was adopted by resolution no 20/2020 of the Annual General Meeting. This resolution is required under Article 90e(4) of the above-mentioned Act, saying that a resolution on the Policy must be adopted at least every four years.

#### Regarding: provision of additional security on the Company's assets

§1

#### Preamble:

- (A) ING Bank Śląski S.A. based in Katowice ("ING"), mBank S.A. based in Warsaw ("mBank"), Powszechna Kasa Oszczędności Bank Polski S.A. based in Warsaw ("PKO") and Bank Gospodarstwa Krajowego based in Warsaw ("BGK"), hereinafter collectively referred to as the "Financing Entities" concluded with Tanne spółka z ograniczoną odpowiedzialnością based in Ostrów Mazowiecka ("Tanne") and FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka (the "Company") loan agreements and hedging agreements (the "Financing Agreements") under which the Financing Entities agreed to provide financing (the "Financing") to the Company and Tanne;
- (B) Tanne, the Company and its subsidiaries (hereinafter collectively referred to as the "Obligated Entities") concluded with the Financing Entities a joint terms agreement of 24.07.2024 (the "Joint Terms Agreement") to amend, unify certain provisions of the Financing Agreements and to amend the security provided and/or to provide new debt repayment security.

#### §2

Having regard to § 1 of this resolution and acting pursuant to Articles 393 and  $393^1$  of the Code of Commercial Companies, the Annual General Meeting hereby gives its consent that the Company as the pledger may establish a registered pledge in favour of PKO as the pledge administrator on a set of movable assets and property rights not yet encumbered by existing pledges established in favour of the Financing Entities, which are part of the Company's enterprise within the meaning of Article 55<sup>1</sup> of the Civil Code, to secure all monetary claims of the Financing Entities under the Financing Agreements and other Financing Documents (as defined in the Joint Terms Agreement), under the terms of the Joint Terms Agreement.

#### §3

The Annual General Meeting also gives its consent to execute all documents required by the Financing Entities in connection with the Financing, as specified in the Financing Agreements and/or the Joint Terms Agreement.

The Annual General Meeting hereby confirms that:

- 1) the Company may be represented by its management board, commercial attorneys [in Polish: prokurenci] or attorneys in accordance with the relevant rules of representation ("Authorised Persons");
- 2) each Authorised Person is authorised to sign on behalf of the Company the Financing Documents to which the Company is a party and to sign and/or provide any other documents and notices to be signed and/or provided by the Company pursuant to or in connection with the Financing Documents to which the Company is a party; and
- 3) each person authorised to sign the above-mentioned documents may specify their terms.

§5

The Annual General Meeting hereby declares that the consent to sign the above-mentioned documents also means consent to amend those documents as required by the Joint Terms Agreement, the Financing Agreements or other documents referred to above, in particular to amend the security provided and/or to provide new debt repayment security.

#### §6

The Annual General Meeting hereby gives its consent that the Company may take all other legal and factual actions to give effect to the foregoing.

The Annual General Meeting hereby confirms that it is in the best interest of the Company to sign the above-mentioned documents, provide the above-mentioned security and to meet the obligations arising from the above-mentioned documents.

**§**7

§8

The consent expressed in this resolution covers any manner of using the security, including taking ownership, sale, lease or management.

# §9

The security referred to in this resolution may be effected either by amending the security documents existing as at the date of this resolution or by executing new documents to establish such security.

#### §10

The resolution comes into force upon its adoption.

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021* On 24.07.2024, the Company concluded with the Banks a Joint Terms Agreement to amend, unify certain provisions of the Financing Agreements and to amend the security provided and/or to provide new security. Pursuant to the above-mentioned Agreement, the Company is required to provide a number of security measures on the terms described in the above-mentioned Agreement. One of those security measures is a registered pledge established in favour of the Banks on a set of movable assets and property rights forming part of the Company's enterprise within the meaning of Article 55<sup>1</sup> of the Civil Code, not encumbered by existing pledges. The consent of the Annual General Meeting is required in this respect.

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.

Chairman of the Annual General Meeting

*Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021* In connection with the information received by the Company about the death of the Vice Chairman of the Supervisory Board, Mr. Zbigniew Sebastian, and the expiration of his mandate, it is necessary to supplement the composition of the Company's Supervisory Board.