DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: election of the Chairman of the Annual General Meeting

§1

The Annual General Meeting of Grupa 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.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: adoption of the agenda of the Annual General Meeting

§1

The Annual General Meeting of Grupa 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 Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,
    b) consolidated financial statements of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026,
    c) Management Report of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026 (hereinafter: financial year 2025/2026), including the Management Report of Grupa Forte S.A. for the financial year 2025/2026,
    d) Management Board's proposal to cover the net loss of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,
    e) Report of the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026.
7. Adoption of resolutions on:
    a) approval of the financial statements of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,
    b) approval of the consolidated financial statements of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026,
    c) approval of the Management Report of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026 (hereinafter: financial year 2025/2026), including the Management Report of Grupa Forte S.A. for the financial year 2025/2026,
    d) cover the net loss of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,

e) approval of the Report of the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,
f) granting discharge to Members of the Management Board in respect of their duties in the financial year from 1 April 2025 to 31 March 2026,
g) granting discharge to Members of the Supervisory Board in respect of their duties in the financial year from 1 April 2025 to 31 March 2026,
h) giving an opinion on the Report on remuneration of Members of the Management Board and the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026,
i) amendment of § 5.1.3. of the Articles of Association of Grupa Forte S.A.
j) amendment of § 5.1.6. of the Articles of Association of Grupa Forte S.A.
k) authorising the Supervisory Board to draw up the uniform text of the Articles of Association of Grupa Forte S.A.
l) concerning the merger of Grupa Forte S.A. with DYSTRI-FORTE sp. z o. o. with its registered office in Ostrów Mazowiecka,
m) determining the number of Members of the Supervisory Board for a new term of office,
n) appointing Members of the Supervisory Board for a new term of office,
o) appointing Chairman of the Supervisory Board for a new term of office,
p) date of the first meeting of the Supervisory Board of the new term of office.

8. Closing of the Annual General Meeting.

§2

The resolution comes into force upon its adoption.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: election of the Ballot Counting Committee

§1

The Annual General Meeting of Grupa 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.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: approval of the financial statements of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve the financial statements of Grupa Forte Spółka Akcyjna for the financial year from 1 April 2025 to 31 March 2026, including:

a) statement of financial position (balance sheet) prepared as of 31 March 2026, showing total assets and liabilities of PLN 905,233 thousand (in words: nine hundred five million two hundred thirty-three thousand zloty),
b) profit and loss account for the financial ended 31 March 2026, showing a net loss of PLN 7,395 thousand (in words: seven million three hundred ninety-five thousand zloty),
c) statement of comprehensive income for the financial year ended 31 March 2026, showing a net comprehensive income of PLN (-) 79,949 thousand (in words: minus seventy-nine million nine hundred forty-nine thousand zloty),
d) statement of changes in equity for the financial year ended 31 March 2026, showing a decrease in equity by PLN 79,949 thousand (in words: seventy-nine million nine hundred forty-nine thousand zloty),
e) cash flow statement for the financial year from ended 31 March 2026, showing a net increase in cash and cash equivalents by PLN 52,971 thousand (in words: fifty-two million nine hundred seventy-one thousand zloty),
f) accounting principles (policies) and notes.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: approval of the consolidated financial statements of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026, including:

a) consolidated statement of financial position (balance sheet) prepared as of 31 March 2026, showing total assets and liabilities of PLN 1,373,011 thousand (in words: one billion three hundred seventy-three million eleven thousand zloty),
b) consolidated profit and loss account for the financial year ended 31 March 2026, showing a net profit of PLN 21,378 thousand (in words: twenty-one million three hundred seventy-eight thousand zloty),
c) consolidated statement of comprehensive income for the financial year ended 31 March 2026, showing a net comprehensive income of PLN (-) 50,236 thousand (in words: minus fifty million two hundred thirty-six thousand zloty),
d) consolidated statement of changes in equity for the financial year ended 31 March 2026, showing an decrease in equity of PLN 51,947 thousand (in words: fifty-one million nine hundred forty-seven thousand zloty),
e) consolidated cash flow statement for the financial year ended 31 March 2026, showing a net decrease in cash and cash equivalents of PLN 52,710 thousand (in words: fifty-two million seven hundred ten thousand zloty),
f) accounting principles (policies) and notes.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2025

Regarding: approval of the Management Report of the Grupa Forte S.A. Group for the financial year from 1 April 2025 to 31 March 2026 (hereinafter: financial year 2025/2026), including the Management Report of Grupa Forte S.A. for the financial year 2025/2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to approve the Management Report of the Grupa Forte S.A. Group for the financial year 2025/2026, including the Management Report of Grupa Forte S.A. for the financial year 2025/2026.

§2

The resolution comes into force upon its adoption.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: coverage the net loss of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to cover the net loss for the financial year from 1 April 2025 to 31 March 2026 in the amount of PLN 7,395.054,20 (in words: seven million three hundred ninety-five thousand fifty-four zloty and twenty groszy) from the reserve capital.

§2

The resolution comes into force upon its adoption.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: approval of the Report of the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby approves the Report of the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to President of the Management Board, Maria Małgorzata Florczuk, in respect of her duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to President of the Management Board, Maria Małgorzata Florczuk, in respect of her duties in the financial year from 1 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Management Board, Mariusz Jacek Gazda, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Management Board, Walter Stevens, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Chairman of the Supervisory Board, Maciej Formanowicz, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Vice Chairman of the Supervisory Board, Bernard Woźniak, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Ryszard Burka, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Ryszard Burka, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Ewa Mazurkiewicz, in respect of her duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Ewa Mazurkiewicz, in respect of her duties in the financial year from 1 April 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Jerzy Lucjan Smardzewski, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Piotr Marek Szczepiórkowski, in respect of his duties in the financial year from 1 April 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa 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 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Marta Kowalska - Marrodán, in respect of her duties for a period from 17 September 2025 to 31 March 2026

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Marta Kowalska - Marrodán, in respect of her duties for a period from 17 September 2025 to 31 March 2026.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: granting discharge to Member of the Supervisory Board, Jakub Stanisław Papierski, in respect of his for a period from 1 April 2025 to 17 September 2025

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby grants discharge to Member of the Supervisory Board, Jakub Stanisław Papierski, in respect of his duties for a period from 1 April 2025 to 17 September 2025.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: giving an opinion on the Report on remuneration of Members of the Management Board and the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026, prepared by the Supervisory Board

§1

1. The Annual General Meeting of Grupa 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 Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026, prepared by the Supervisory Board.
2. The Report on remuneration of Members of the Management Board and the Supervisory Board of Grupa Forte S.A. for the financial year from 1 April 2025 to 31 March 2026 is appended to this resolution.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: amendment of § 5.1.3. of the Articles of Association of Grupa Forte S.A.

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

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

"5.1.3 The Management Board adopts the Rules of Procedure of the Management Board. The Rules of Procedure of the Management Board set out the matters requiring a resolution of the Management Board."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.1.3. of the Articles of Association by the Registry Court.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
The amendment to § 5.1.3. is intended to clarify the provisions of the Articles of Association, specifying that the matters requiring a resolution of the Management Board are set out in the Management Board's Rules of Procedure.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: amendment of § 5.1.6 of the Articles of Association of Grupa Forte S.A.

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka resolves to amend the Company's Articles of Association as follows:

§1

§ 5.1.6 of the Articles of Association will read as follows:

"§ 5.1.6 In addition to other matters specified in mandatory provisions of law and in these Articles of Association, the following actions require the approval of the Supervisory Board:
a/ purchase and sale of real estate, perpetual usufruct or a share in a real estate, sale and transfer of usufructuary right to real estate, encumbering of property, establishing limited property rights regarding the Company's assets,
b/ taking up loans in excess of the financial plan of the Company,
c/ providing guarantees for an amount exceeding in total the equivalent of EUR 150,000,
d/ assuming third party's liabilities,
e/ accepting and establishing liens and other instruments of security, except for liens and instruments of security connected with ordinary business activities in the amount not exceeding in total the equivalent of EUR 150,000,
f/ entering into, terminating and amending lease agreements and other similar agreements if they cover a period longer than three years and if their annual rental fee paid by the Company exceeds the equivalent of EUR 150,000,
g/ leasing out the Company or its part,
h/ purchase and sale of plants and branches of the Company,
i/ sale of the Company or its part,
j/ permitting employees to share in profits and granting them special retirement and disability pension rights,
k/ developing annual plans /in particular: investment and financial plans/as well as strategic plans,
l/ extending loans, except for regular trade, for a total amount exceeding the equivalent of EUR 50,000."

§2

The resolution comes into force upon its adoption with effect as of the registration of the amendment to § 5.1.6. of the Articles of Association by the Registry Court.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
The proposed amendment to § 5.1.6 is of an organisational nature and serves to clarify that the term 'activities falling outside the scope of ordinary management' should refer to matters requiring a resolution of the Management Board, which is linked to the new proposal set out in § 5.1.3 of the Articles of Association. This amendment does not affect the scope of the Supervisory Board's powers.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: authorising the Supervisory Board to draw up the uniform text of the Articles of Association of Grupa Forte S.A.

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby authorises the Supervisory Board of Grupa 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 2 September 2026 by the Annual General Meeting of Grupa Forte S.A. and to make the necessary editorial amendments.

§2

The resolution comes into force upon its adoption.

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: merger of Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka

§1

1. Acting pursuant to Article 506 § 1 of the Commercial Companies Code, the Annual General Meeting of Grupa Forte Spółka Akcyjna with the registered office in Ostrów Mazowiecka resolves to merge Grupa Forte S.A. based in Ostrów Mazowiecka (the Acquiring Company) and DYSTRI-FORTE sp. z o.o. based in Ostrów 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 DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka to Grupa Forte S.A. based in Ostrów Mazowiecka.
2. At the same time, the Annual General Meeting of Grupa 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 28 July 2026, which constitutes an appendix to this resolution.

§2

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

§3

The Management Board of Grupa 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 Registry Court.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
On 28 July 2026, the Management Boards of Grupa Forte S.A. and DYSTRI-FORTE sp. z o.o., acting pursuant to Articles 498, 499 and 516 § 6 of the Commercial Companies Code, agreed upon and adopted a plan for the merger of the aforementioned companies. Bearing in mind that, in accordance with Article 506 § 1 of the Commercial Companies Code, a resolution of the Company's General Meeting is required, amongst other things, for the merger of the companies to take effect, the Management Board of Grupa Forte S.A. proposes that a resolution be passed on this matter. The merger is intended to optimise and simplify the conduct of logistics and warehousing operations within the Grupa Forte S.A., which, following the merger, will be managed by Grupa Forte S.A. under a centralised warehousing model.

MERGER PLAN

Grupa Forte S.A. based in Ostrów Mazowiecka (Acquiring Company)
and
DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka (Acquired Company)

On 28 July 2026, the Management Board of Grupa Forte S.A. based in Ostrów Mazowiecka (Management Board Resolution No. 14/2026) and the Management Board of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka (Management Board Resolution No. 2/2026), 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 2024, item 18 - 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. Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka, ul. Biala 1, 07-300 Ostrów Mazowiecka, Poland (hereinafter: the Acquiring Company)
   Grupa 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.
   Grupa 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 2025, item 592), whose shares are listed on the Warsaw Stock Exchange.

2. DYSTRI-FORTE spółka z ograniczona odpowiedzialnoscia based in Ostrów Mazowiecka, ul. Biala 1, 07-300 Ostrów Mazowiecka, Poland (hereinafter: the Acquired Company)
   DYSTRI-FORTE 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 0000543794, with the share capital of PLN 55,000 fully paid up, tax identification no. NIP 7591742167, statistical no. REGON 360806767. All shares in the share capital of DYSTRI-FORTE sp. z o.o. are held by one shareholder, which is the Acquiring Company - Grupa 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 DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka to Grupa 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

Grupa Forte S.A. and DYSTRI-FORTE 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. Omitted elements of the Merger Plan (Article 499(1)(2), (3) and (4) of the CCC).

Given that the Acquiring Company holds 100 per cent of the shares in the share capital of the Acquired Company, the merger will be carried out under the so-called simplified procedure, i.e. pursuant to Article 516 § 6 in conjunction with Article 516 § 5 of the Commercial Companies Code. Consequently, the Merger Plan does not include:

a) the exchange ratio of the Acquired Company's shares for shares in the Acquiring Company; in particular, no shares in the Acquiring Company will be issued to shareholders of the Acquired Company, nor does it cover the amount of any cash top-ups (Article 499 § 1(2) of the Commercial Companies Code),

b) the rules governing the allocation of shares in the Acquiring Company (Article 499(1)(3) of the Commercial Companies Code),

c) the date from which the shares in the Acquiring Company allocated to the shareholders of the Acquired Company entitle them to a share in the Acquiring Company's profits (Article 499(1)(4) of the Commercial Companies Code) .

Furthermore, given that the merger of the Companies will be carried out without an increase in the Acquiring Company's share capital (Article 515(1) of the Commercial Companies Code), i.e. it will not give rise to new circumstances requiring disclosure in the Acquiring Company's Articles of Association, the Articles of Association of Grupa Forte S.A., with its registered office in Ostrów Mazowiecka, will not be amended. For this reason, the requirements of Article 499 § 2(2) concerning the attachment of a draft amendment to the Articles of Association of the Acquiring Company to the Merger Plan do not apply.

II. 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.

III. 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.

IV. 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.

V. Consents and permits

Pursuant to Article 14(5) of the Act of 16.02.2007 on Competition and Consumer Protection (Journal of Laws of 2025, item 1714), 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 Grupa 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 2026, item 941).

VI. 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(2^1) of the CCC, the Merger Plan will be made publicly available starting from 28.07.2026, free of charge, on the websites of the merging companies, i.e.:

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

VII. 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.

VIII. 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 Grupa Forte S.A. on the merger of the Companies,
2. Appendix 2 - draft resolution of the Extraordinary Meeting of Shareholders of DYSTRI-FORTE sp. z o.o. on the merger of the Companies,
3. Appendix 3 - determination of the value of assets of DYSTRI-FORTE sp. z o.o. as of 30 June 2026,
4. Appendix 4 - statement containing information on the financial standing of DYSTRI-FORTE sp. z o.o. prepared for the purposes of the merger as of 30 June 2026, using the

same methods and the same layout as for the last annual balance sheet.

The Merger Plan was agreed upon and signed on 28 July 2026 in Ostrów Mazowiecka, as confirmed by signatures:

For the Management Board of Grupa Forte S.A.	For the Management Board of DYSTRI-FORTE sp. z o. o.
President of the Management Board -	President of the Management Board –
Maria Małgorzata Florczuk	Mariusz Jacek Gazda

Appendix 1
to the Merger Plan of Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka - draft resolution of the Extraordinary General Meeting of Grupa Forte S.A. (Acquiring Company) on the merger of the companies

RESOLUTION NO..... /2026
Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
dated 2026

Regarding: merger of Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka

§1

1. Acting pursuant to Article 506(1) of the Commercial Companies Code, the Annual General Meeting of Grupa Forte S.A. based in Ostrów Mazowiecka resolves to merge Grupa Forte S.A. based in Ostrów Mazowiecka (the Acquiring Company) and DYSTRI-FORTE 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 DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka to Grupa Forte S.A. based in Ostrów Mazowiecka.
2. At the same time, the Annual General Meeting of Grupa Forte S.A. based in Ostrów Mazowiecka consents to the Merger Plan agreed upon by the Management Boards of the merging Companies on 28 July 2026, which is appended to this resolution.

§2

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

§3

The Management Board of Grupa 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 Register Court.

Appendix 2
to the Merger Plan of Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka - draft resolution of the Extraordinary Meeting of Shareholders of DYSTRI-FORTE sp. z o.o. (Acquired Company) on the merger of the companies

RESOLUTION NO../2026
Extraordinary Meeting of Shareholders
of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka
dated 2026

Regarding: merger of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka and Grupa 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 DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka resolves to merge DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka (the Acquired Company) and Grupa 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 DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka to Grupa Forte S.A. based in Ostrów Mazowiecka.
2. At the same time, the Extraordinary Meeting of Shareholders of DYSTRI-FORTE sp. z o.o., based in Ostrów Mazowiecka consents to the Merger Plan agreed upon by the Management Boards of the merging Companies on 28 July 2026, 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 DYSTRI-FORTE 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 Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka - determination of the value of assets of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka (Acquired Company) as of 30 June 2026.

DETERMINATION OF THE VALUE OF ASSETS OF DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka as of 30 June 2026

For the purpose of determining the value of assets of DYSTRI-FORTE sp. z o.o. (hereinafter: DYSTRI-FORTE 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 DYSTRI-FORTE balance sheet prepared as of 30 June 2026, as shown in the Statement on the financial standing of DYSTRI-FORTE, 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 DYSTRI-FORTE's assets as of 30 June 2026 is as follows:

Statement of financial position	30.06.2026
Non-current assets	**24 414 293,20**
Tangible fixed assets	24 187 554,08
Deferred tax assets	226 739,12
Current assets	**18 205 359,40**
Reserves	843 113,85
Trade and other receivables	17 143 502,46
Cash and cash equivalents	218 743,09
TOTAL ASSETS	**42 619 652,60**

Statement of financial position	30.06.2026
Total equity	**33 755 960,54**
Share capital	55 000,00
Other reserves	43 975,00
Retained earnings	33 656 985,54
Non-current liabilities	**4 244 638,90**
Provision for post-employment benefits	286 279,00
Lease obligations	3 958 359,90
Current liabilities	**4 619 053,16**
Trade and other liabilities	4 430 115,97
Income tax liabilities	148,00
Lease obligations	146 683,19
Provision for post-employment benefits	42 106,00

Total liabilities	**8 863 692,06**
TOTAL EQUITY AND LIABILITIES	**42 619 652,60**

The value of net assets determined as the difference between assets and liabilities and provisions for liabilities as of 30.06.2026:

Assets	42 619 652,60
Liabilities and provisions for liabilities	8 863 692,06
Net assets	33 755 960,

Appendix 4
to the Merger Plan of Grupa Forte S.A. based in Ostrów Mazowiecka and DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka - Statement containing Information on the financial standing of DYSTRI-FORTE sp. z o.o. (Acquired Company) prepared for the purposes of the merger as of 30 June 2026.

STATEMENT

The Management Board of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka (the Acquired Company) represents that as of 30 June 2026, the financial standing of DYSTRI-FORTE sp. z o.o. based in Ostrów Mazowiecka is as follows:

Statement of financial position	30.06.2026
Non-current assets	**24 414 293,20**
Tangible fixed assets	24 187 554,08
Deferred tax assets	226 739,12
Current assets	**18 205 359,40**
Reserves	843 113,85
Trade and other receivables	17 143 502,46
Cash and cash equivalents	218 743,09
TOTAL ASSETS	**42 619 652,60**

Statement of financial position	30.06.2026
Total equity	**33 755 960,54**
Share capital	55 000,00
Other reserves	43 975,00
Retained earnings	33 656 985,54
Non-current liabilities	**4 244 638,90**
Provision for post-employment benefits	286 279,00
Lease obligations	3 958 359,90
Current liabilities	**4 619 053,16**
Trade and other liabilities	4 430 115,97
Income tax liabilities	148,00
Lease obligations	146 683,19
Provision for post-employment benefits	42 106,00
Total liabilities	**8 863 692,06**
TOTAL EQUITY AND LIABILITIES	**42 619 652,60**

The balance sheet on the assets and equity and liabilities side shows the amount of **PLN 42 619 652,60** (in words: forty-two million six hundred nineteen thousand six hundred fifty-two Polish zlotys 60/100).

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 30.06.2026, prepared to the best knowledge of the Management Board, presents fairly, in all material respects, the assets and financial position of the Company.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: determining the number of Members of the Supervisory Board for a new term of office

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves that the number of members of the Supervisory Board for the new term of office will be seven.

§2

The resolution comes into force upon its adoption.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
The adoption of this resolution is required due to the expiry of the term of office of the Supervisory Board. Prior to the election of the Supervisory Board for the new term of office, it is necessary to determine the number of members of the Supervisory Board; the General Meeting is authorised to do so in accordance with §5.2.1. of the Articles of Association.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: appointment Members of the Supervisory Board for the current term of office

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to appoint ..... as a Member of the Supervisory Board for the new 4 years term of office.

§2

The resolution comes into force upon its adoption.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
As the terms of office of the Members of the Supervisory Board are coming to an end, it is necessary to appoint the Members of the Supervisory Board for a new term of office. In accordance with Article 385 § 1 of the Commercial Companies Code, the election of members of the Supervisory Board falls within the remit of the General Meeting.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

Regarding: appointment Chairman of the Supervisory Board for the current term of office

§1

The Annual General Meeting of Grupa Forte Spółka Akcyjna based in Ostrów Mazowiecka hereby resolves to appoint …….. as the Chairman of the Supervisory Board for the new term of office.

§2

The resolution comes into force upon its adoption.

Justification in accordance with principle 4.6 of Best Practice for GPW Listed Companies 2021
Pursuant to §5.2.1. of the Articles of Association, the Chairman of the Supervisory Board is elected by the General Meeting from among its previously elected members.

DRAFT

RESOLUTION NO /2026
of the Annual General Meeting
of Grupa Forte S.A. based in Ostrów Mazowiecka
of 2 September 2026

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

§1

Pursuant to §5 point 5.2.3 of the Company's Articles of Association, the Annual General Meeting of Grupa Forte Spółka Akcyjna, with its registered office in Ostrów Mazowiecka, authorises the Management Board to set the date of the first meeting of the Supervisory Board for the new term of office.

§2

The resolution comes into force upon its adoption.

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

Pursuant to §5.2.3. of the Company's Articles of Association, the date of the first meeting of the newly elected Supervisory Board is set by the General Meeting or by the Management Board, if a resolution of the General Meeting so provides.