

Ostrów Mazowiecka, dn. 19 czerwca 2018 r.

## RAPORT BIEŻĄCY NR 20/2018

**Temat:** informacja uzyskana w trybie art. 69 ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych

Zarząd spółki FABRYKI MEBLI „FORTE” S.A. z siedzibą w Ostrowi Mazowieckiej informuje, że w dniu 19 czerwca 2018 r. otrzymał zawiadomienia na podstawie art. 69 w związku z art. 69a ust. 1 pkt 1) i art. 87 ust. 1 pkt 3a ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych o odpowiednio zmniejszeniu stanu posiadania oraz przekroczeniu progu 25% ogólnej liczby głosów w spółce FABRYKI MEBLI „FORTE” S.A. („Spółka”) od:

1. MaForm S.a.r.l. z siedzibą w Luksemburgu („MaForm”), informującego, że na skutek zmiany przez depozytariusza akcji Spółki posiadanych przez MaForm - Bank Julius Baer & Co. Ltd. z siedzibą w Zurychu („Julius Baer”) sub-depozytariusza w Polsce, w tym zmiany typu rachunku, na którym zapisane jest 7.763.889 akcji w Spółce („Akcje”), która to zmiana spowodowała niezamierzoną zmianę właściciela prawnego Akcji w rozumieniu polskich przepisów z MaForm na Julius Baer („Zmiana”) MaForm przestał być właścicielem prawnym Akcji oraz, że 19 czerwca 2018 r. na skutek przeniesienia Akcji przez Julius Baer z rachunku zwykłego na rachunek zbiorczy u sub-depozytariusza i wskazania MaForm jako uprawnionego z Akcji, MaForm ponownie stał się właścicielem prawnym w rozumieniu polskich przepisów Akcji stanowiących 32,44% kapitału zakładowego w Spółce i reprezentujących 7.763.889 głosów, stanowiących 32,44% ogólnej liczby głosów na walnym zgromadzeniu Spółki; oraz
2. Julius Baer, informującego, że na skutek tej samej Zmiany stał się w rozumieniu polskich przepisów właścicielem prawnym Akcji stanowiących 32,44% kapitału zakładowego w Spółce i reprezentujących 7.763.889 głosów, stanowiących 32,44% ogólnej liczby głosów na walnym zgromadzeniu Spółki oraz, że 19 czerwca 2018 r. na skutek przeniesienia Akcji przez Julius Baer z rachunku zwykłego na rachunek zbiorczy u sub-depozytariusza i wskazania MaForm jako uprawnionego z Akcji Julius Baer przestał być właścicielem prawnym Akcji, w rezultacie nie posiada żadnych akcji w Spółce.

Zgodnie z przekazanymi zawiadomieniami:

- powyższa Zmiana dotyczyła jedynie tytułu własności do Akcji w sensie prawnym i miała charakter tymczasowy. Julius Baer oraz MaForm wskazały, że MaForm nieprzerwanie był i jest właścicielem rzeczywistym Akcji, a Julius Baer jedynie jest właścicielem rachunku, na którym zapisane są Akcje, na rzecz MaForm;
- przed Zmianą i obecnie, Julius Baer nie posiada bezpośrednio lub pośrednio jakichkolwiek Akcji w Spółce.

W załączeniu treść otrzymanych zawiadomień w języku angielskim, w wersji otrzymanej przez Spółkę.

**Podstawa prawna:**

Art. 70 pkt 1 Ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych (tj. Dz.U. z 2018 r., poz. 512, z późn. zm.).

# Julius Bär

Notifying entity:

June 19, 2018

**Bank Julius Baer & Co. Ltd.**  
Bahnhofstrasse 36, P.O. Box  
8010 Zurich, Switzerland

**Fabryki Mebli "FORTE" S.A.**  
ul. Biała 1,  
07-300 Ostrów Mazowiecka, Poland

**Polish Financial Supervision Authority**  
Plac Powstańców Warszawy 1  
00-030 Warsaw, Poland

## **NOTIFICATION ON CHANGE OF VOTES AT THE GENERAL MEETING OF SHAREHOLDERS IN A PUBLIC COMPANY**

On behalf of Bank Julius Baer & Co. Ltd. with its registered office at Bahnhofstrasse 36, P.O. Box, 8001 Zurich, Switzerland ("**Julius Baer**"), pursuant to Article 69 section 1 point 1) in connection with Article 69a section 1 point 1) and Article 87 section 1 point 3a of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the "**Polish Law on Public Offering**"), we hereby notify on temporary exceedance of the threshold of 25% of total number of votes of Fabryki Mebli "FORTE" S.A. with its registered office at ul. Biała 1, 07-300 Ostrów Mazowiecka, Poland, entered in the register of entrepreneurs of the National Court Register under KRS number: 21840 (the "**Company**") and after the Transfer (as described below) on decreasing below threshold of 5% of total number of votes of the Company.

*This notification is made purely for pre-cautionary reasons; due to Polish securities law provisions Julius Baer hereby stresses that below described situation was unintended and did not change the reality.*

### 1. The date and kind of the event resulting in the change of in shareholding:

Julius Baer is a custodian bank with respect to 7,763,889 Company's shares (the "**Shares**") owned by MaForm S.a.r.l. with its registered office at 74 Route de Thionville, L-2610 Luxembourg ("**MaForm**"). On 5 September 2017 as a result of change of the local sub-custodian in Poland by Julius Baer, the Shares held on the omnibus account in mBank S.A. by Julius Baer for MaForm were transferred to the securities account with Bank Pekao S.A. opened for Julius Baer. Unintended result of the change of the sub-custodian in Poland, but also a change of the type of the account on which the Shares were deposited, is that the legal ownership to the Shares according to the Polish legal provisions has also been changed from MaForm to Julius Baer (the "**Change**"). On 15 June 2018 MaForm sent a request to Julius Baer to open the omnibus account in Bank Pekao S.A. for MaForm and transfer Shares therein in order to reverse the unintended change described above and reflect MaForm as a legal and beneficial owner of the Shares pursuant to Article 8a section 4 of the Polish Act of 29 July 2005 on Trading in Financial Instruments. On 19 June 2018 the Shares were transferred back from the securities account to the omnibus account and MaForm was indicated pursuant to Article 8a section 4 of the Polish Act of 29 July 2005 on Trading in Financial Instruments as entity authorized from these Shares and consequently MaForm became again a legal owner of the Shares pursuant to Polish security law provisions (the "**Transfer**").

For the avoidance of any doubts, Julius Baer hereby stresses that MaForm never stopped being the beneficiary owner of the Shares as Julius Baer held the Shares on the securities account on behalf of MaForm.

### 2. The number of shares held before the change in the shareholding and the percentage number of the shares in the share capital of the Company and number of votes attached to these shares and their percentage number of the total number of votes:

# Julius Bär

Before execution of the Change, Julius Baer did not hold directly or indirectly any shares in the Company.

Before execution of the Transfer, but after the Change, Julius Baer, according to the Polish security law provisions, held directly 7,763,889 shares in the Company, constituting 32.44% of the share capital of the Company, which represent 7,763,889 votes, constituting 32.44% of the total votes in the Company.

3. The number of currently held shares and their percentage number in the share capital of the Company and number of votes attached to these shares and their percentage number of the total number of votes:

As the date hereof, after the Transfer, Julius Baer does not hold legally directly or indirectly any shares in the Company.

4. Subsidiaries of the notifying shareholder, holding shares of the Company:

Neither subsidiaries (if any) of Julius Baer nor its dominant entity (if any) hold any shares in the Company.

5. The persons referred to in Article 87 section 1 point 3 letter c) of the Polish Law on Public Offering:

It has to be stressed that due to arrangement between Julius Baer and MaForm, the beneficial owner of the Shares, i.e. MaForm, after the Change but before the Transfer, had all powers to decide on all actions, including but not limited to corporate actions and exercising its, voting rights on the shareholders meetings of the Company, with respect to the Shares.

6. The information referred to in Article 69 section 4 point 7 of the Polish Law on Public Offering:

Not applicable.

7. The information referred to in Article 69 section 4 point 8 of the Polish Law on Public Offering:

Not applicable.

8. The total sum of votes indicated on the basis of Article 69 section 4 points 2, 7 and 8 of the Polish Law on Public Offering and its percentage share in the total number of votes.

As indicated in point 2 above.

On behalf of the **Bank Julius Baer & Co. Ltd.**



Daniel Portmann  
Compliance Markets



Rico Cattini  
Compliance Markets

Notifying entity:

June 19, 2018

**MaForm S.a.r.l.**  
74 Route de Thionville,  
L-2610 Luxembourg

**Fabryki Mebli "FORTE" S.A.**  
ul. Biała 1,  
07-300 Ostrów Mazowiecka, Poland

**Polish Financial Supervision Authority**  
Plac Powstańców Warszawy 1  
00-030 Warsaw, Poland

## **NOTIFICATION ON CHANGE OF VOTES AT THE GENERAL MEETING OF SHAREHOLDERS IN A PUBLIC COMPANY**

On behalf of MaForm S.a.r.l. with its registered office at 74 Route de Thionville, L-2610 Luxembourg ("**MaForm**"), pursuant to Article 69 section 1 point 2) in connection with Article 69a section 1 point 1) of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the "**Polish Law on Public Offering**"), we hereby notify on temporary decrease below threshold of 5% of total number of votes of Fabryki Mebli "**FORTE**" S.A. with its registered office at ul. Biała 1, 07-300 Ostrów Mazowiecka, Poland, entered in the register of entrepreneurs of the National Court Register under KRS number: 21840 (the "**Company**") and after the Transfer (as described below) on exceeding threshold of 25% of total number of votes of the Company.

*This notification is made purely for pre-cautionary reasons; due to Polish securities law provisions and MaForm hereby stresses that below described situation was unintended and did not change the reality.*

### 1. The date and kind of the event resulting in the change of in shareholding:

Bank Julius Baer & Co. Ltd. with its registered office at Hohlstrasse 606, P.O. Box 8010 Zurich, Switzerland ("**Julius Baer**") is a custodian bank with respect to 7,763,889 Company's shares (the "**Shares**") owned by MaForm. MaForm was informed that on 5 September 2017 as a result of change of the local sub-custodian in Poland by Julius Baer, the Shares held on the omnibus account in mBank S.A. by Julius Baer for MaForm were transferred to the securities account with Bank Pekao S.A. opened for Julius Baer. Unintended result of the change of the sub-custodian in Poland, but also a change of the type of the account on which the Shares were deposited, on which MaForm was not informed up and until 13 June 2018, was that the legal ownership to the Shares according to the Polish legal provisions was also changed from MaForm to Julius Baer (the "**Change**"). On 19 June 2018 the Shares were transferred back by Julius Baer from the securities account to the omnibus account and MaForm was indicated pursuant to Article 8a section 4 of the Polish Act of 29 July 2005 on Trading in Financial Instruments as entity authorized from these Shares and consequently MaForm became again a legal owner of the Shares pursuant to Polish security law provisions ("**Transfer**").

For the avoidance of any doubts, MaForm hereby stresses that it never stopped being the beneficiary owner of the Shares as Julius Baer held the Shares on the securities account on behalf of MaForm.

### 2. The number of shares held before the change in the shareholding and the percentage number of the shares in the share capital of the Company and number of votes attached to these shares and their percentage number of the total number of votes:

Before execution of the Change, MaForm held directly 7,763,889 shares in the Company, constituting 32.44% of the share capital of the Company, which represent 7,763,889 votes, constituting 32.44% of the total votes in the Company.

Before execution of the Transfer, but after the Change, MaForm did not hold legally directly or indirectly any shares in the Company.

3. The number of currently held shares and their percentage number in the share capital of the Company and number of votes attached to these shares and their percentage number of the total number of votes:

As at the date hereof, after the Transfer, according to the Polish security law provisions, MaForm holds legally directly 7,763,889 shares in the Company, constituting 32.44% of the share capital of the Company, which represent 7,763,889 votes, constituting 32.44% of the total votes in the Company.

4. Subsidiaries of the notifying shareholder, holding shares of the Company:

Neither subsidiaries (if any) of MaForm nor its dominant entities hold any shares in the Company.

5. The persons referred to in Article 87 section 1 point 3 letter c) of the Polish Law on Public Offering:

It has to be stressed that due to arrangement between Julius Baer and MaForm, the beneficial owner of the Shares, i.e. MaForm, after the Change but before the Transfer, had all powers to decide on all actions, including but not limited to corporate actions and exercising its voting rights on the shareholders meetings of the Company, with respect to the Shares.

6. The information referred to in Article 69 section 4 point 7 of the Polish Law on Public Offering:

Not applicable.

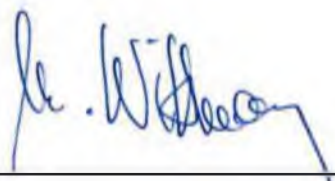
7. The information referred to in Article 69 section 4 point 8 of the Polish Law on Public Offering:

Not applicable.

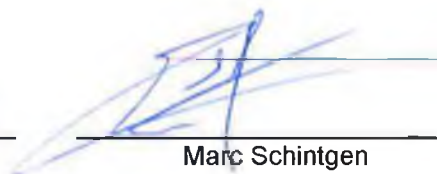
8. The total sum of votes indicated on the basis of Article 69 section 4 points 2, 7 and 8 of the Polish Law on Public Offering and its percentage share in the total number of votes.

As indicated in point 2 above.

On behalf of the **MaForm**:



Michal Wittmann  
Manager



Marc Schintgen  
Manager