

Ostrów Mazowiecka, 19th July 2019

CURRENT REPORT NO. 17/2019

Subject:

Amendments of the agenda of the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna convened on 9th August 2019

The Management Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka informs that, in connection with the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. (hereinafter the Issuer) convened on 9th August 2019, it received on 18th July 2019 from the PZU Open Pension Fund "Złota Jesień" (hereinafter the Shareholder), i.e., the Shareholder having at least one twentieth of nominal capital, a request for the inclusion of certain matter in the agenda of the Extraordinary General Meeting of FABRYKI MEBLI "FORTE" S.A.

The Shareholder requests that the following item 6 is added to the agenda after item 5 "Election of the Vote Counting Committee":

"6. Amendments of the statute of FABRYKI MEBLI "FORTE" S. A.

- a) **Creation of the Audit Committee in the Company,**
- b) **Clarification of the definition of independence of members of the Supervisory Board,**
- c) **Change of elements of remuneration paid to members of the Supervisory Board."**

Acting pursuant to Article 401 § 2 of the Polish Commercial Companies Code, the Management Board of FABRYKI MEBLI "FORTE" S.A. announces the amended agenda where item 6 shall read as follows:

"6. Amendments of the statute of FABRYKI MEBLI "FORTE" S. A.

- a) **Creation of the Audit Committee in the Company,**
- b) **Clarification of the definition of independence of members of the Supervisory Board,**
- c) **Change of elements of remuneration paid to members of the Supervisory Board."**

According to the explanation provided by the Shareholder, the previous items 6), 7) and 8) of the agenda shall become respectively items 7), 8) and 9) of the agenda. Having regard to the above, the Issuer provides the amended agenda below, in consideration of the changes proposed by the Shareholder:

L Amended agenda:

1. Opening of the session of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Ascertainment of the fact that the Extraordinary General Meeting was convened properly and is capable of adopting resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Election of the Vote Counting Committee.
6. Amendments of the statute of FABRYKI MEBLI "FORTE" S.A.
 - a) Creation of the Audit Committee in the Company,
 - b) Clarification of the definition of independence of members of the Supervisory Board,
 - c) Change of elements of remuneration paid to members of the Supervisory Board.
7. Changes in the composition of the Supervisory Board.

8. Adoption of the resolution on bearing the costs of convening and holding the Extraordinary General Meeting.
9. Conclusion of the Meeting.

Justification of the new item of the agenda provided by the Shareholder:

Re: 6) a) Art. 128 par. 1 of the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and Public Supervision (the “Certified Auditors Act”) requires public interest entities to establish an audit committee. As an issuer of securities admitted to trading on the regulated market, FABRYKI MEBLI “FORTE” S.A. belongs to a group of entities covered by this obligation pursuant to Art. 2 pt. 9 a). Thus, the amendment of the statute is a fulfilment of the statutory obligation to have an audit committee within the Supervisory Board of the Company.

Re: 6. b) The current content of the Statute does not contain the definition of independence of a member of the Supervisory Board.

The proposed amendment of the statute introduces a definition based on the content of the Certified Auditors Act.

Re: 6. c) The current content of the Statute provides for the awarding of “profit dividends” to members of the Supervisory Board. In the Shareholder’s opinion, members of the Supervisory Board should receive only fixed remuneration determined by the General Meeting in order to maintain an objective approach in the fulfilment of their obligations.

The Shareholder’s request containing the addition of the new item 6 of the agenda and draft resolutions along with a justification of amendments are attached to this report.

The Issuer attaches also the content of draft resolutions.

Legal basis:

Art. 56 par. 1 pt. 2 of the Act of 29th July 2005 on the Public Offer and the Conditions for Listing Financial Instruments in the Regulated Market System and on Public Companies (i.e., Journal of Laws 2009, No. 185, item 1439, as amended).

PTE PZU SA in Warsaw
Management Board
ul. Jana Pawła II 24, 00-133 Warszawa
T: 22 582 29 03, F: 22 582 29 05



Warsaw, 18th July 2019

B1/1807 /2019

Management Board
FABRYKA MEBLI "FORTE" S.A.
ul. Biała 1
07-300 Ostrów Mazowiecka

REQUEST FOR THE INCLUSION OF CERTAIN ITEMS IN THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF FABRYKI MEBLI "FORTE" S.A. ("FORTE S.A.", "Company")

APPLICANT

A shareholder representing at least one twentieth of the nominal capital of Fabryka Mebli FORTE S.A., a limited liability company, entitled to submit the request referred to in Art. 401 § 1 of the Code of Commercial Companies.

PZU Open Pension Fund "Złota Jesień" entered into the register of pension funds kept by the Regional Court in Warsaw, 7th Civil Registration Department under the number RFE 6, administered and represented by Powszechnie Towarzystwo Emerytalne PZU, a joint stock company based in Warsaw, address: Al. Jana Pawła II 24, 00-133

Warszawa, entered into the register of enterprises of the National Court Register kept by the District Court for the Capital Court of Warsaw in Warsaw, 12th Commercial Department of the National Court Register under the number KRS 0000040724, REGON (National Business Registry Number): 013273720, NIP (Taxpayer's Identification Number): 5262260035

al. Jana Pawła II 24

00-133 Warszawa

ptepzu@ptepzu.pl

Phone: 22 582 29 00

(contact details: e-mail, phone)

holding 2,656,891 shares in FORTE S.A. accounting for 11.10%

(please enter the number of shares held) (please enter the percentage in the total quantity of shares)

nominal capital of the Company, entitling the holder to exercise 2,656,891 votes

(please enter the quantity of votes from shares held)

at the Extraordinary Meeting of FORTE S.A., which accounts for 11.10% of the total number of votes.

(please enter the percentage of total votes)

Represented by:

Marek Sakowski - President of the Management Board

Marian Kopa - Proxy

REQUEST FOR THE INCLUSION OF CERTAIN ITEMS IN THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF Fabryka Mebli FORTE S.A.

CONTENT OF THE REQUEST (cd.)

Pursuant to Article 401 §1 of the CCC, the Applicant requests that the following matters be included in the agenda of the Extraordinary General Meeting of Fabryka Mebli FORTE S.A. based in Ostrów Mazowiecka, which was convened on 9th August 2019:

Addition of an item of the agenda after item 5. Election of the Vote

Counting Committee

6. Amendments of the statute of FABRYKI MEBLI

"FORTE" S.A.

- a. Creation of the Audit Committee in the Company**
- b. Clarification of the definition of independence of members of the Supervisory Board**
- c. Change of elements of remuneration paid to members of the Supervisory Board**

Justification

Re: a) Art. 128 par. 1 of the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and Public Supervision (the "Certified Auditors Act") requires public interest entities to establish an audit committee. As an issuer of securities admitted to trading on the regulated market, FABRYKI MEBLI "FORTE" S.A. belongs to a group of entities covered by this obligation pursuant to Art. 2 pt. 9 a). Thus, the amendment of the statute is a fulfilment of the statutory obligation to have an audit committee within the Supervisory Board of the Company.

Re: b) The current content of the Statute does not contain the definition of independence of a member of the Supervisory Board. The proposed amendment of the statute introduces a definition based on the content of the Certified Auditors Act.

Re: c) The current content of the Statute provides for the awarding of "tandem dividends" to members of the Supervisory Board. In the Shareholder's opinion, members of the Supervisory Board should receive only fixed remuneration determined by the General Meeting in order to maintain an objective approach in the fulfilment of their obligations.

**Draft resolutions to item 6 of the agenda of the Extraordinary General Meeting of Shareholders of FABRYKI
MEBLI "FORTE" S.A.:**

RESOLUTION NO. [...]

regarding: amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Ordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§ 1

1. § 5 par. 5.2.11 of the Statute of FABRYKI MEBLI "FORTE" S.A. is added, reading as follows:

The Supervisory Board creates internal committees consisting of members of the Supervisory Board, particularly the audit committee ("Audit Committee"). The organisation, competencies and scope of internal obligations of committees are specified by the Regulations of the Supervisory Board.

A majority of members of the Audit Committee, including its chairperson, meets the conditions of independence specified in the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and on Public Supervision. At least one member of the Audit Committee has qualifications in the field of accountancy and financial revision.

§ 2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

RESOLUTION NO [...]

regarding: amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Ordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§ 1

1. § 5 par. 5.2.1 of the Statute of FABRYKI MEBLI "FORTE" S.A. shall read as follows:

The Supervisory Board consists of five to seven members. At least two Members of the Supervisory Board are members meeting the conditions of independence specified in the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and on Public Supervision. The General Meeting determines the number of Members of the Supervisory Board. Members of the Supervisory Board are appointed for a joint term of four years. Mandates of the Members of the Supervisory Board shall expire not later than **on** the date of holding the General Meeting approving the Company's financial statement for the last full accounting year of the joint term of the Supervisory Board. The Chairperson of the Supervisory Board is elected by the General Meeting from among its previously elected members.

§ 2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

RESOLUTION NO. [...]

regarding: amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Ordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§ 1

1. § 5 par. 5.2.9 of the Statute of FABRYKI MEBLI "FORTE" S.A. shall read as follows:

Members of the Supervisory Board receive remuneration for the fulfilment of their obligations. The amount of remuneration for Members of the Supervisory Board is determined by the General Meeting.

§ 2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

Warsaw, 18th July 2019

Signatures:

**RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka
of 9th August 2019**

Regarding the election of the Chairperson of the Extraordinary General Meeting

§1

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

.....

§2

This resolution comes into force as of the time of its adoption.

Chairperson of the Extraordinary

General Meeting

RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka
of 9th August 2019

Regarding the adoption of the agenda of the Extraordinary General Meeting

§1

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

1. Opening of the session of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Ascertainment of the fact that the Extraordinary General Meeting was convened properly and is capable of adopting resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Election of the Vote Counting Committee.
6. Amendments of the statute of FABRYKI MEBLI “FORTE” S. A.
 - a) Creation of the Audit Committee in the Company,
 - b) Clarification of the definition of independence of members of the Supervisory Board,
 - c) Change of elements of remuneration paid to members of the Supervisory Board.
7. Changes in the composition of the Supervisory Board.
8. Adoption of the resolution on bearing the costs of convening and holding the Extraordinary General Meeting.
9. Conclusion of the Meeting.

§2

This resolution comes into force as of the time of its adoption.

Chairperson of the Extraordinary

General Meeting

DRAFT

**RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI “FORTE” S.A. based in Ostrów Mazowiecka
of 9th August 2019**

Regarding: the election of the Vote Counting Committee

§1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna based in Ostrów Mazowiecka decides to elect the following persons as members of the Vote Counting Committee:

.....

§2

This resolution comes into force as of the time of its adoption.

Chairperson of the Extraordinary

General Meeting

RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
of 9th August 2019

Regarding amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§1

§ 5 par. 5.2.11 of the Statute of FABRYKI MEBLI „FORTE" S.A. is added, reading as follows:
“The Supervisory Board creates internal committees consisting of members of the Supervisory Board, particularly the audit committee (“Audit Committee”). The organisation, competencies and scope of internal obligations are specified by the Regulations of the Supervisory Board.
A majority of members of the Audit Committee, including its chairperson, meets the conditions of independence specified in the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and on Public Supervision. At least one member of the Audit Committee has qualifications in the field of accountancy and financial revision.”

§2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

Chairperson of the Extraordinary

General Meeting

RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
of 9th August 2019

Regarding: amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§1

§ 5 par. 5.2.1 of the Statute of FABRYKI MEBLI "FORTE" S.A. shall read as follows:

"The Supervisory Board consists of five to seven members. At least two Members of the Supervisory Board are members meeting the conditions of independence specified in the Act of 11th May 2017 on Certified Auditors and their Autonomy, Authorised Auditors of Financial Statements and on Public Supervision. The General Meeting determines the number of Members of the Supervisory Board. Members of the Supervisory Board are appointed for a joint term of four years. Mandates of the Members of the Supervisory Board shall expire not later than on the date of holding the General Meeting approving the Company's financial statement for the last full accounting year of the joint term of the Supervisory Board. The Chairperson of the Supervisory Board is elected by the General Meeting from among its previously elected members."

§2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

Chairperson of the Extraordinary

General Meeting

RESOLUTION NO. /2019
of the Extraordinary General Meeting
of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka
of 9th August 2019

Regarding: amendments of the Statute of FABRYKI MEBLI "FORTE" S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting passes the following amendment of the Statute of FABRYKI MEBLI "FORTE" S.A.:

§1

§ 5 par. 5.2.9 of the Statute of FABRYKI MEBLI "FORTE" S.A. shall read as follows:
"Members of the Supervisory Board receive remuneration for the fulfilment of their obligations. The amount of remuneration for Members of the Supervisory Board is determined by the General Meeting."

§2

This resolution shall come into force on the date of its adoption; however, the amendments of the Statute shall become effective as of the day of their entry into the register of enterprises of the National Court Register.

Chairperson of the Extraordinary

General Meeting

