

Ostrów Mazowiecka, 9 August 2019

### **CURRENT REPORT NO. 20/2019**

Subject: content of resolutions adopted by the Extraordinary General Meeting of FABRYKI MEBLI „FORTE” S.A. and content of a draft resolution which was put to the vote but was not adopted by the Extraordinary General Meeting of FABRYKI MEBLI „FORTE” S.A. held on 9 August 2019

The Management Board of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka presents below the content of resolutions adopted by the Extraordinary General Meeting of FABRYKI MEBLI „FORTE” S.A. and content of a draft resolution which was put to the vote but was not adopted by the Extraordinary General Meeting of FABRYKI MEBLI „FORTE” S.A. held on 9 August 2019.

The Management Board of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka further informs that the Extraordinary General Meeting did not depart from considering any of the items on the planned agenda. Ad item 7) "Changes in the composition of the Supervisory Board", the shareholder requesting that the Extraordinary General Meeting be convened, as well as other shareholders, did not submit draft resolutions or candidates for the Supervisory Board.

#### **RESOLUTION NO. 1/2019 of the Extraordinary General Meeting of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka dated 9 August 2019**

regarding: election of the Chairperson of the Extraordinary General Meeting

#### §1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect Mr Zbigniew Mieczysław Sebastian as Chairperson of the Extraordinary General Meeting.

#### §2

The resolution shall come into force upon its adoption.

In a secret vote, the Shareholders voted as follows:

- votes in favour – 18,191,757,
- votes against – 0,
- abstentions – 0.

1) Number of shares under which valid votes were cast – 18,191,757.

- 2) Percentage share in the share capital – 76.018 %.
- 3) Total number of valid votes – 18,191,757.
- 4) No objections were raised.

**RESOLUTION NO. 2/2019**  
**of the Extraordinary General Meeting**  
**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka**  
**dated 9 August 2019**

regarding:                    adoption of the agenda of the Extraordinary General Meeting

§1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to adopt the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Stating that the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Election of the Vote Counting Committee.
6. Amendments to the Articles of Association of FABRYKI MEBLI “FORTE” S. A.
  - a) establishment of an Audit Committee in the Company,
  - b) clarification of the definition of independence of members of the Supervisory Board,
  - c) a change in components of remuneration paid to members of the Supervisory Board.
7. Changes in the composition of the Supervisory Board.
8. Adoption of a resolution regarding the costs of convening and holding the Extraordinary General Meeting.
9. Closing of the Extraordinary General Meeting.

§2

The resolution shall come into force upon its adoption.

In an open vote, the Shareholders voted as follows:

- votes in favour – 16,141,757,
  - votes against – 2,050,000,
  - abstentions – 0.
- 1) Number of shares under which valid votes were cast – 18,191,757.
  - 2) Percentage share in the share capital – 76.018 %.
  - 3) Total number of valid votes – 18,191,757.
  - 4) No objections were raised.

**RESOLUTION NO. 3/2019**  
**of the Extraordinary General Meeting**  
**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka**  
**dated 9 August 2019**

regarding: election of the Vote Counting Committee

§1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect the following persons as members of the Vote Counting Committee:

- Łukasz Lipski,
- Adrian Rejowski.

§2

The resolution shall come into force upon its adoption.

In a secret vote, the Shareholders voted as follows:

- votes in favour – 16,141,757,
- votes against – 0,
- abstentions – 0.

1) Number of shares under which valid votes were cast – 16,141,757.

2) Percentage share in the share capital – 67.451 %.

3) Total number of valid votes – 16,141,757.

4) No objections were raised.

**RESOLUTION NO. 4/2019**  
**of the Extraordinary General Meeting**  
**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka**  
**dated 9 August 2019**

regarding: amendments to the Articles of Association of FABRYKI MEBLI “FORTE” S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting resolves to amend the Articles of Association of FABRYKI MEBLI “FORTE” S.A., as follows:

§1

§ 5 sec. 5.2.11 of the Articles of Association of FABRYKI MEBLI “FORTE” S.A. shall be added, reading as follows:

“The Supervisory Board shall establish internal committees consisting of members of the Supervisory Board, in particular an audit committee (“Audit Committee”). The composition, manner of appointment, tasks, scope of activity and procedures of work of internal committees shall be specified in the regulations of a given committee adopted by the Supervisory Board. A





**RESOLUTION NO. 7/2019**  
**of the Extraordinary General Meeting**  
**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka**  
**dated 9 August 2019**

regarding: costs of convening and holding the Extraordinary General Meeting

§1

The Extraordinary General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves that the costs of convening and holding this Extraordinary General Meeting be borne by FABRYKI MEBLI „FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka.

§2

The resolution shall come into force upon its adoption.

In an open vote, the Shareholders voted as follows:

- votes in favour – 17,714,337,
- votes against – 477,420,
- abstentions – 0.

1) Number of shares under which valid votes were cast – 18,191,757.

2) Percentage share in the share capital – 76.018 %.

3) Total number of valid votes – 18,191,757.

4) No objections were raised.

**CONTENT OF A DRAFT RESOLUTION WHICH WAS PUT TO THE VOTE BUT WAS**  
**NOT ADOPTED BY THE EXTRAORDINARY GENERAL MEETING OF FABRYKI**  
**MEBLI „FORTE” S.A. HELD ON 9 AUGUST 2019**

**RESOLUTION NO. 4/2019**  
**of the Extraordinary General Meeting**  
**of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka**  
**dated 9 August 2019**

regarding: amendments to the Articles of Association of FABRYKI MEBLI “FORTE” S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting resolves to amend the Articles of Association of FABRYKI MEBLI “FORTE” S.A., as follows:

§1

§ 5 sec. 5.2.11 of the Articles of Association of FABRYKI MEBLI “FORTE” S.A. shall be added, reading as follows:

“The Supervisory Board shall establish internal committees consisting of members of the Supervisory Board, in particular an audit committee (“Audit Committee”). The organisation, competencies and responsibilities of internal committees shall be set out in the Regulations of the Supervisory Board.

A majority of members of the Audit Committee, including its chairperson, shall meet the independence requirements as set out in the Act of 11 May 2017 on Statutory Auditors and their Self-government, Entities Authorised to Audit Financial Statements and Public Supervision. At least one member of the Audit Committee shall be qualified in the field of accounting and auditing.”

## §2

The resolution shall come into force upon its adoption; however, the amendments to the Articles of Association shall take effect from the day they are entered into the register of entrepreneurs of the National Court Register.

### **Legal basis:**

Art. 56 sec. 1 item 2 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (consolidated text in Journal of Laws Dz.U. of 2009 No. 185, item 1439 as amended)