

Ostrów Mazowiecka, 19 May 2021

## **CURRENT REPORT NO. 10/2021**

**Subject:** Announcement on convening the Annual General Meeting of FABRYKI MEBLI "FORTE" S. A. to be held at 16 June 2021

The Management Board of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka, ul. Biała 1, entered into the Register of Entrepreneurs maintained by the District Court for the capital city of Białystok, 12th Commercial Division of the National Court Register, under KRS number 0000021840, acting on the basis of Article 395 §1, Article 399 §1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Code of Commercial Companies, convenes the Annual General Meeting for 10:00 a.m. on 16 June 2021 in Ostrów Mazowiecka, at the seat of the Company, in the conference room at ul. Biała 1, Annual General Meeting.

### **I. Agenda:**

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Declaration that the Annual General Meeting was correctly convened and is capable of adopting binding resolutions
4. Adoption of the agenda of the Annual General Meeting
5. Election of the Ballot Counting Committee.
6. Presentation and review of:
  - a) FABRYKI MEBLI „FORTE” S.A. financial statements for the financial year 2020,
  - b) The consolidated financial statements of the FABRYKI MEBLI “FORTE” S. A. Capital Group for the financial year 2020,
  - c) Reports of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2020 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020,
  - d) the Management Board's motion to distribute the net profit of FABRYKI MEBLI "FORTE" S.A. for the financial year 2020, allocating a part of the reserve capital for dividends and dividend payments,
  - e) The report of FABRYKI MEBLI „FORTE” S.A. Supervisory Board in the financial year 2020, including:
    - The report on the activities of the Supervisory Board in the financial year 2020,
    - The assessment of the Company’s standing, including the assessment of internal control systems, risk management, compliance and the internal audit function,
    - Assessment of the manner in which the Company fulfils its disclosure obligations regarding the application of the corporate governance principles set out in the Regulations of the Warsaw Stock Exchange S.A.

and the provisions on current and periodic information published by issuers of securities,

- The assessment of the rationality of the Company's policy in relations to the sponsorship and charity-related activities

and the Supervisory Board's report on the assessment of reports indicated in points a,b,c and the motion of the Management Board indicated in point d above.

7. Adoption of resolutions regarding:

- a) The approval of the Company's financial statements for the financial year 2020,
- b) approval of the Consolidated Financial Statements of the FABRYKI MEBLI "FORTE" S.A. Capital Group for the financial year 2020,
- c) approval of the Report of the Management Board on the operations of FABRYKI MEBLI "FORTE" S.A. Capital Group in the financial year 2020 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020,
- d) distribution of the net profit of FABRYKI MEBLI "FORTE" S.A. for the financial year 2020, allocating a part of the reserve capital for dividends and dividend payments,
- e) granting a vote of approval to Members of the Management Board for the performance of their duties for the financial year 2020,
- f) granting a vote of approval to Members of the Supervisory Board from performing their duties for the financial year 2020.

8. Adopting resolutions on:

- a) determining the remuneration of the Supervisory Board Member and the Chairman of the Audit Committee,
- b) compensation for Members of the Supervisory Board of FABRYKI MEBLI, FORTE "S A for the reduced remuneration for the period from 1 April 2020 to 30 June 2020.
- c) giving an opinion on the Report on the remuneration of the Members of the Management Board and Supervisory Board of FABRYKI MEBLI, FORTE "S.A. prepared by the Supervisory Board for the 2019-2020 financial years,
- d) changes in the financial and fiscal year of FABRYKI MEBLI "FORTE" S.A. and related changes to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.
- e) amending the Articles of Association of FABRYKI MEBLI "FORTE" S.A.
- f) amending the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.
- g) authorizing the Supervisory Board to establish the consolidated text of the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

9. Closing the Annual General Meeting.

## **II. Information for Shareholders**

## ***1. The right to participate in the Annual General Meeting***

The Company's Management Board informs that in accordance with Article 406<sup>1</sup> of the Code of Commercial Companies, the only persons entitled to participate in the Annual General Meeting are the persons who are the Company's Shareholders 16 (sixteen) days before the date of the Annual General Meeting, i.e. on 31 May 2021 (date of registration of participation in the Annual General Meeting, hereinafter referred to as the “**Registration Day**”) subject that they present to the entity maintaining their securities account a request to issue a registered certificate of the right to participate in the Annual General Meeting in the period between the announcement on the convocation of the Annual General Meeting and the first working day after the Registration Day, i.e. by 1 June 2021.

The list of Shareholders entitled to participate in the Annual General Meeting will be prepared on the basis of the list provided by the entity maintaining the securities deposit (National Securities Depository S.A. in Warsaw) and will be displayed in the Secretariat of the Annual General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, at the Legal Office, between 8:00 a.m. and 4:00 p.m. for 3 (three) working days before the Annual General Meeting, i.e. on 11, 14, and 15 June 2021.

A Company's Shareholder may require that the list of Shareholders be sent to them free of charge by electronic mail, and give the address to which the list should be sent. The request should be prepared in writing, signed by the Shareholder or persons entitled to represent the Shareholder and sent via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl) in PDF format. The request should be accompanied by copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder, including:

- a) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder or
- b) in the case of a Shareholder other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the Shareholder at the Annual General Meeting or
- c) in the case of submitting the request by a proxy – a copy of the letter of attorney signed by the Shareholder or by persons authorised to represent the Shareholder and a copy of the identity card, passport or another official identity document of the proxy or in the case of a proxy other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or another official identity document of the natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

## ***2. Selected rights of the Shareholders***

A Shareholder or Shareholders representing at least 1/20 (one twentieth) of the Company's share capital are entitled to:

- a) request for the inclusion of certain matters in the agenda of the Annual General Meeting; such requests should be submitted to the Company's Management Board no later than 21 (twenty-one) days before the date of the Annual General Meeting, i.e. no later than by 26 May

2021. The requests should be made in the Polish language, contain a justification or a draft resolution regarding the proposed item of the agenda; the request may be submitted via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl), or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka;

b) submit to the Company, before the date of the Annual General Meeting, draft resolutions regarding matters included in the agenda of the Annual General Meeting or matters which are to be included in the agenda of the Annual General Meeting, in the Polish language, separately for each draft resolution, via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl), or in writing to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka.

The above-mentioned requests should be accompanied by copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder, including:

- a) a certificate or deposit certificate issued by the entity maintaining the securities account in which the Company's shares held by the Shareholder are recorded, which confirms that the Shareholder is in fact a Shareholder of the Company and the fact that they represent at least 1/20 (one twentieth) of the Company's share capital,
- b) in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder or
- c) in the case of a Shareholder other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the Shareholder at the Annual General Meeting or
- d) in the case of submitting the request by a proxy – a copy of the letter of attorney signed by the Shareholder or by persons authorised to represent the Shareholder and a copy of the identity card, passport or another official identity document of the proxy or in the case of a proxy other than a natural person – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Annual General Meeting and the identity card, passport or another official identity document of the natural person (natural persons) authorised to represent the proxy at the Annual General Meeting.

Documents confirming identity sent electronically should be sent in the PDF format.

Sending the above-mentioned documents to the Company does not constitute an exemption from the obligation to present documents when preparing the attendance list of Shareholders entitled to participate in the Annual General Meeting.

The date of submission of the request by the Shareholder will be evidenced by the date of its receipt by the Company, and in the case of using electronic form, the date of placing the request in the Company's electronic mail system (entering the Company's mail server).

Requests submitted by Shareholders using electronic communication means other than via the e-mail address indicated above or without complying with the requirements set out above will not have legal effects on the Company and as such will not be taken into account.

During the Annual General Meeting, each Shareholder of the Company may propose draft resolutions concerning matters included in the agenda. Proposals referred to herein should be prepared in writing in the Polish language, separately for each draft resolution and contain the name and surname or the business name of the Shareholder and the drafted content of the resolution.

Each Shareholder of the Company may ask questions regarding items on the agenda during the Annual General Meeting as well as before the Annual General Meeting, in writing or via electronic mail to [zwz@forte.com.pl](mailto:zwz@forte.com.pl).

### ***3. The manner of participating in the Annual General Meeting and exercising the voting right***

A Shareholder who is a natural person may participate in the Annual General Meeting and exercise the voting right in person or by proxy. A Shareholder other than a natural person may participate in the Annual General Meeting and exercise the voting right through a person authorised to make declarations of will on its behalf or by proxy.

The power of attorney should be prepared in writing or electronically. In the case of granting a power of attorney in writing, the letter of attorney signed by the Shareholder, or in the case of a Shareholder other than a natural person – by persons authorised to represent the Shareholder, should be sent to the Company's address: Sekretariat Zwyczajnego Walnego Zgromadzenia (Secretariat of the Annual General Meeting), ul. Biała 1, 07-300 Ostrów Mazowiecka. Power of attorney granted in writing should be submitted at the moment of signing the attendance list by the Chairman of the Annual General Meeting at the latest.

The electronic power of attorney should be granted using the power of attorney form placed on the Company's website at the address [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

The Company should be informed of the granting of an electronic power of attorney no later than 1 (one) working day before the date of the Annual General Meeting, i.e. by 15 June 2021 via electronic mail to the address of [zwz@forte.com.pl](mailto:zwz@forte.com.pl) by sending to the above-mentioned address the letter of attorney in PDF format signed by the Shareholder or, in the case of a Shareholder other than a natural person, by persons authorised to represent the Shareholder. In the case of Shareholders that are granted legal personality by the provisions of law, the power of attorney should be accompanied by the current excerpt from the relevant register in PDF format.

The electronic power of attorney does not require to be signed with a secure electronic signature verified with a valid qualified certificate.

The above-mentioned method of notification is intended to identify, at least in a limited scope, the Shareholder and their proxy and to verify the validity of the power of attorney. The verification may also have the form of a return question addressed electronically or by telephone to the Shareholder or the proxy in order to confirm the power of attorney and its scope. The Company may not guarantee that it will be able to verify the identity of Shareholders granting powers of attorney on the date of the Annual General Meeting.

This procedure applies accordingly to revoking the power of attorney.

In order to identify the Shareholder granting the power of attorney, the notification concerning granting the electronic power of attorney should contain (as appendix in PDF format):

- in the case of a Shareholder who is a natural person – a copy of the identity card, passport or another official identity document of the Shareholder;
- in the case of a Shareholder other than a natural person (legal person, organisational unit without legal personality) – a copy of the excerpt from the relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the Shareholder and a copy of the identity card, passport or another official identity document of the persons authorised to represent the Shareholder who signed the power of attorney.

In case of doubts as to the correctness of copies of the above-mentioned documents, the Company reserves the right to request the proxy to present during the preparation of the attendance list:

- in the case of a Shareholder who is a natural person – a copy certified as a true copy by a notary public or another entity authorised to certify as a true copy the identity card, passport or another official identity document of the Shareholder;
- in the case of a Shareholder other than a natural person (legal person, organisational unit without legal personality) – the original copy or a copy certified as a true copy by a notary public or another entity authorised to certify as a true copy of the excerpt from the relevant register or another document.

The form referred to in Article 402<sup>3</sup> §1 (5) of the Code of Commercial Companies, which enables to exercise the voting right by proxy is provided on the Company's website [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab. The Company is not liable for errors in filling in the power of attorney form.

At the same time, the Company's Management Board informs that in the case of granting the power of attorney by a Shareholder together with voting instructions, the Company shall not verify whether the proxies exercise the voting right in accordance with the instructions received from the Shareholders. Therefore, the Company's Management Board informs that the voting instructions should be provided only to the proxy.

The Company's Articles of Association do not provide for the option to participate in the Annual General Meeting, take the floor during the Annual General Meeting, or exercise the voting right using electronic means of communication. Neither does the Company's Articles of Association provide for an option to exercise the voting right by mail.

#### ***4. Documentation regarding the Annual General Meeting***

A person authorised to participate in the Annual General Meeting may receive the full text of the documentation which is to be presented at the Annual General Meeting, including draft resolutions regarding matters included in the agenda of the Annual General Meeting or matters which are to be included in the agenda, before the date of the Annual General Meeting on the Company's website [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab or in the Secretariat of the Annual General Meeting: ul. Biała 1, 07-300 Ostrów Mazowiecka, between 8:00 a.m. and 4:00 p.m.

#### ***5. Registration of attendance at the Annual General Meeting***

Persons authorised to participate in the Annual General Meeting are requested to register and collect their voting cards at the conference room door 45 minutes before the opening of the Annual General Meeting. It is recommended that persons authorised to participate in the Annual General Meeting carry with them on the date of the Annual General Meeting the registered certificate constituting the basis for participation in the Annual General Meeting.

## **6. Other information**

Information regarding the Annual General Meeting, including information regarding the processing of personal data of the Company's Shareholders, will be made available on the Company's website at [www.forte.com.pl](http://www.forte.com.pl) in the INVESTOR RELATIONS/GENERAL MEETING tab.

The risk related to using electronic means of communication, in particular the request to include certain matters in the agenda of the Annual General Meeting, submitting draft resolutions regarding matters included in the agenda or matters which are to be included in the agenda before the date of the Annual General Meeting and notifying the Company of the appointment of a proxy to the email address indicated in this announcement, lies with the Shareholder.

All documents sent by Shareholders to the Company should be prepared in the Polish language. Documents prepared in a foreign language should be presented together with a translation to the Polish language made by a sworn translator. Documents prepared in a foreign language without a sworn translation will not have legal effects.

At the same time, the Company's Management Board informs that for the matters not covered by this announcement, the provisions of the Code of Commercial Companies, the Company's Articles of Association and the Regulations of General Meetings apply accordingly, and therefore it asks the Company's Shareholders to become acquainted with the above-mentioned regulations.

In the case of questions or doubts related to participation in the Annual General Meeting, please contact the Company at the e-mail address provided. [zwz@forte.com.pl](mailto:zwz@forte.com.pl).

## **III. Amendments to the Company's Articles of Association**

In connection with the intention to introduce changes to the Articles of Association, the Management Board announces the content of the provisions of the Articles of Association in force so far as well as the content of the proposed changes (Ad. 8d and Ad. 8e of the agenda).

### **I. § 5.2.6.**

#### **Current wording:**

„5.2.6. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another Member of the Supervisory Board. Casting a vote in writing may not apply to matters placed on the agenda at the meeting of the Supervisory Board. A vote cast in writing should contain the content of the resolution. The Supervisory Board may also adopt resolutions in writing or using means of direct remote communication.

The resolution is valid when all Supervisory Board members have been notified of the content of the draft resolution. Adoption by the Supervisory Board of resolutions on the above-mentioned The procedures do not apply to the election of the Vice-Chairman of the Supervisory Board, appointment of a Member of the Management Board and dismissal and suspension of these persons.”

Proposed wording.

„5.2.6. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another Member of the Supervisory Board. Voting in writing may not apply to matters introduced to the agenda during the meeting of the Supervisory Board. A vote cast in writing should contain the content of the resolution. The Supervisory Board may also adopt resolutions in writing or using means of direct remote communication. The resolution is valid when all members of the Supervisory Board have been notified of the content of the draft resolution.”

**II. § 6.2.**

Current wording:

„6.2. The financial year is the calendar year. The first balance sheet year ends on 31 December 1994.”

Proposed wording:

„6.2. The Company's financial and fiscal year is a period of 12 (in words: twelve) consecutive full calendar months, beginning on 1<sup>st</sup> April of a given calendar year and ending on 31<sup>st</sup> March of the following calendar year. The Company's financial and fiscal year from 1 January 2021 to 31 December 2021 remains unchanged. The Company's financial and fiscal year starting on 1 January 2022 will be temporary and will end on 31 March 2023 (i.e. it will last 15 months). The first financial and fiscal year of the Company determined in accordance with the first sentence of this §6 point 6.2. will start on 1 April 2023 and end on 31 March 2024.”

Draft resolutions are attached to this report.

**Legal basis:**

Article 56, paragraph 1 point 2 of the Act of 29 July 2005 on public offer and terms introduction of financial instruments to the organized trading system and o public companies (i.e. Journal of Laws from 2009 No. 185, item 1439 with later amendments)



**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                    the election of the Chairman of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect  
..... as Chairman  
of the Annual General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: the adoption of the agenda of the Annual General Meeting

§1

The Annual 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 Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting
3. Declaration that the Annual General Meeting was correctly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Annual General Meeting
5. Election of the Ballot Counting Committee.
6. Presentation and review of:
  - a) the Company’s financial statements for the financial year 2020,
  - b) the consolidated financial statements of the FABRYKI MEBLI „FORTE” S.A. Capital Group for the financial year 2020,
  - c) reports of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2020 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020,
  - d) the Management Board's motion to cover the net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year 2020
  - e) the report of FABRYKI MEBLI „FORTE” S.A. Supervisory Board in the financial year 2020, including:
    - The report on the activities of the Supervisory Board in the financial year 2020,
    - The assessment of the company’s standing, including the assessment of internal control systems, risk management, compliance and the internal audit function,
    - The assessment of the manner in which the Company fulfils its disclosure obligations regarding the application of the corporate governance principles set out in the Regulations of the Warsaw Stock Exchange S.A. and the provisions on current and periodic information published by issuers of securities,

- The assessment of the rationality of the Company's policy in relations to the sponsorship and charity-related activities and the Supervisory Board's report on the assessment of reports indicated in items a,b,c and the motion of the Management Board indicated in item d above.

7. Adoption of resolutions regarding:

- a) the approval of the Company's financial statements for the financial year 2020,
- b) the approval of the Consolidated Financial Statements of the Capital Group FABRYKI MEBLI "FORTE" S.A. for the financial year 2020,
- c) the approval of the Report of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2020 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020,
- d) the distribution of the net profit of FABRYKI MEBLI "FORTE" S.A. for the financial year 2020, allocating a part of the reserve capital for dividends and dividend payments,
- e) granting a vote of approval to Members of the Management Board for the performance of their duties for the financial year 2020,
- f) granting a vote of approval to Members of the Supervisory Board from performing their duties for the financial year 2020.

8. Adopting resolutions on:

- a) determining the remuneration of the Supervisory Board Member and the Chairman of the Audit Committee,
- b) compensation for Members of the Supervisory Board of FABRYKI MEBLI, FORTE "S A for the reduced remuneration for the period from 1 April 2020 to 30 June 2020.
- c) giving an opinion on the Report on the remuneration of the Members of the Management Board and Supervisory Board of FABRYKI MEBLI FORTE "S.A. prepared by the Supervisory Board for the 2019-2020 financial years,
- d) changes in the financial and fiscal year of FABRYKI MEBLI "FORTE" S.A. and related changes to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.
- e) amending the Articles of Association of FABRYKI MEBLI "FORTE" S.A.
- f) amending the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.
- g) authorizing the Supervisory Board to establish the consolidated text of the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

9. Closing the Annual General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                   the election of the Ballot Counting Committee

§1

The Annual 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 Ballot Counting Committee: .....

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: the approval of the FABRYKI MEBLI “FORTE” S.A. financial statements for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Company’s financial statements for the financial year 2020, including:

- a) the statement of financial situation (balance sheet) prepared as at 31 December 2020, presenting the total balance of assets and liabilities in the amount of PLN 878,271 thousand (eight hundred seventy eight million two hundred seventy one thousand zlotys),
- b) profit and loss account for the financial year from 1 January to 31 December 2020 showing a net loss of PLN 33,324 thousand PLN (in words: thirty three million three hundred twenty four thousand zlotys),
- c) the statement of comprehensive income for the financial year from 1 January to 31 December 2020 showing a decrease of total income by PLN -5,791 thousand zlotys (in words: minus five million seven hundred ninety one thousand zlotys),
- d) the statement of changes in equity for the year from 1 January to 31 December 2020, showing a decrease in equity by PLN 5,791 thousand zlotys (in words: five million seven hundred ninety one thousand zlotys),
- e) statement of cash flows for the financial year from 1 January to 31 December 2020 showing a net decrease in cash and cash equivalents by PLN 37,431 thousand zlotys (in words: thirty seven million four hundred thirty one thousand zlotys),
- f) accounting principles (policies) and additional explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: the approval of the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2020, including:

- a) the consolidated statement of financial position (balance sheet) prepared as at 31 December 2020, which is closed on the side of assets and liabilities PLN 1, 471.965 (in words: one billion four hundred seventy one million nine hundred sixty five thousand zlotys),
- b) the consolidated profit and loss account for the financial year from 1 January to 31 December 2020 showing a net profit of PLN 49,553 (in words: forty-nine million five hundred and fifty-three thousand zlotys),
- c) the consolidated statement of comprehensive income for the financial from 1 January to 31 December 2020 showing a decrease of total income by PLN 12,330 (in words: twelve million three hundred and thirty thousand zlotys),
- d) the consolidated statement of changes in equity for the financial year from 1 January to 31 December 2020 showing a decrease in equity by PLN 15 008 (in words: fifteen million eight thousand zlotys),
- e) consolidated statement of cash flows for the financial year ending on 31 December 2020 showing a net decrease in the state cash and cash equivalents by PLN 33,634 (in words: thirty three million six hundred thirty four thousand zlotys),
- f) accounting principles (policies) and additional explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: approval of the Report of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2020 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Management Board's Report on the operations of the Capital Group FABRYKI MEBLI "FORTE" S.A. in the financial year 2020 comprising the Management Board's Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2020.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: distribution of the net profit of FABRYKI MEBLI "FORTE" S.A. for the financial year 2020, allocating a part of the reserve capital for dividends and dividend payments

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka, acting pursuant to Art. 395 § 2 point 2 in connection with with art. 348 § 1 and 4 of the Commercial Companies Code and §6 point 6.6. letter a / of the Company's Articles of Association, decides to adopt this resolution with the following wording:

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka (hereinafter the "Company") resolves the net profit achieved in the financial year 2020 in the amount of PLN 33,324,051.84 (in words: thirty three million three hundred twenty four thousand fifty one zlotys and eighty-four groszy) should be allocated entirely to dividends.

§2

Moreover, the Annual General Meeting of the Company resolves to allocate an additional amount of PLN 62,399,024.16 (in words: sixty two million three hundred ninety nine thousand twenty four zlotys and sixteen groszy) to the dividend constituting part of the reserve capital created from the net profit of the Company.

§3

1. Bearing in mind § 1 and § 2 of this resolution, the Annual General Meeting of the Company decides to allocate for the payment of dividends, i.e. both from the net profit achieved in the financial year 2020 as well as from the part of the reserve capital created from the net profit of the Company, in total the amount of 95,723 PLN 076.00 (in words: ninety-five million seven hundred and twenty-three thousand and seventy-six zlotys).
2. The amount of dividend per share will be PLN 4,00 (in words: four zlotys).
3. The Annual General Meeting of the Company decides to determine:
  - a) the date of establishing the right to dividend is 23 June 2021,
  - b) the dividend payment date is 5 July 2021.

§4

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                    acknowledgement of the fulfilment of duties by the President of the  
   Management Board, Maciej Formanowicz, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2020.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2020.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                    acknowledgement of the fulfilment of duties by Member of the  
   Management Board, Mariusz Jacek Gazda, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Mariusz Jacek Gazda, for the financial year 2020.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                    acknowledgement of the fulfilment of duties by Member of the  
   Management Board, Klaus Dieter Dahlem, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Klaus Dieter Dahlem, for the financial year 2020.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: acknowledgement of the fulfilment of duties by the Vice Chairman of the Supervisory Board, Bernard Woźniak, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Vice Chairman of the Supervisory Board, Bernard Woźniak, for the financial year 2020

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting









**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding:                    acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Jacek Tucharz, for the financial year 2020

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Member of the Supervisory Board, Jacek Tucharz, for the financial year 2020

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: determining the remuneration of a Supervisory Board Member - Chairman of the Audit Committee

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides to increase the monthly remuneration for the Supervisory Board Member acting as the Chairman of the Audit Committee and set it in the amount of PLN 7,000.00 (in words: seven thousand).
2. The remuneration described in Act I above will be paid in arrears by the tenth day of each month.

§2

The resolution shall come into force upon its adoption with effect from 1 July 2021

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. Good Practices of WSE Listed Companies

The basis for adopting this resolution is point III.1.D. of the Remuneration Policy of the Members of the Management Board and the Supervisory Board of FABRYKI MEBLI "FORTE" S.A, according to which the Chairman of the Audit Committee may receive higher remuneration than other Members of the Supervisory Board, taking into account the increased workload related to the performance of this function. So far, the Chairman of the Audit Committee received remuneration like other Supervisory Board Members in the amount of PLN 5,000.00. After adopting this resolution, his remuneration will increase to PLN 7,000.00.

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: compensation for Members of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. reduced remuneration for the period from 1 April 2020 to 30 June 2020.

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka, having regard to resolution no. 19/2020 of the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. of 22 June 2020 on the temporary reduction in the remuneration of Supervisory Board Members, decides to compensate and pay the Supervisory Board Members the reduced remuneration for the period from 1 April 2020 to 30 June 2020.

2. The remuneration referred to in Act 1 above will be paid within 14 days from the end of this General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. Good Practices of WSE Listed Companies  
Considering the development of the SARS-CoV-2 coronavirus epidemic causing the COVID-19 disease and the unpredictable impact of the pandemic on the functioning of the Company and the Capital Group as well as its financial results, Members of the Supervisory Board applied for a temporary reduction in their salaries. Pursuant to Resolution No. 19/2020 of 22 June 2020, the Annual General Meeting decided to reduce by 50% the remuneration of Supervisory Board Members in the period from 1 April 2020 to 30 June 2020. The shareholder of MaForm Holding AG withdrew from a proposal to introduce to the agenda of the next General Meeting an item restoring the reduced remuneration to Members of the Supervisory Board.

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: giving an opinion on the Report on the remuneration of the Members of the Management Board and Supervisory Board of FABRYKI MEBLI "FORTE" S.A. prepared by the Supervisory Board for the 2019-2020 financial years

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka gives a positive opinion on the Report on the remuneration of the Management Board and Supervisory Board Members of FABRYKI MEBLI, FORTE "S.A. prepared by the Supervisory Board for the 2019-2020 financial years.
2. Report on the remuneration of the Members of the Management Board and Supervisory Board of FABRYKI MEBLI FORTE "S.A. for the financial years 2019-2020 is attached to this resolution.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. of Best Practice for GPW Listed Companies

The adoption of the resolution is required pursuant to Art. 90g of paragraph 6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter referred to as the "Act") in connection with art. 395 § 2<sup>1</sup> of the Code of Commercial Companies (hereinafter referred to as "CCC"). Pursuant to Art. 90g of paragraph 6 of the Act, the General Meeting adopts a resolution on the opinion on the remuneration report. The resolution is of an advisory nature. Moreover, pursuant to Art. 395 § 2<sup>1</sup> of the Commercial Companies Code, the subject of the Annual General Meeting should also be the adoption of the resolution referred to in Art. 90g of paragraph 6 of the Act.

# REPORT ON THE REMUNERATION FOR MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF FABRYKI MEBLI "FORTE" S.A. FOR THE FINANCIAL YEARS 2019 - 2020

## I. INTRODUCTION

1. The Supervisory Board of FABRYKI MEBLI "FORTE" S.A. based in Ostrów Mazowiecka, acting pursuant to Art. 90 g of paragraph 1 of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2019, item 2217, as amended) and on the basis of point IX in the Remuneration Policy of Members of the Management Board and Supervisory Board of FABRYKI MEBLI "FORTE" S.A. prepared the document "Report on the remuneration of the Members of the Management Board and Supervisory Board of FABRYKI MEBLI" FORTE "S.A. for the financial years 2019 - 2020 ", for the purpose of submitting to the General Meeting of FABRYKI MEBLI" FORTE "S.A.
2. The definitions, terms and abbreviations used in this document shall have the following meaning:
  - Report on remuneration – Report on remuneration of Members of the Management Board and Supervisory Board of FABRYKI MEBLI "FORTE" S.A. for the financial years 2019-2020,
  - Policy or Remuneration Policy – Remuneration Policy for Members of the Management Board and the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.,
  - Company or FORTE – FABRYKI MEBLI „FORTE” S.A.,
  - Capital Group – a group of companies in which FORTE is the parent company and which have been included in the consolidated financial statements,
  - General Meeting – General Meeting of FABRYKI MEBLI „FORTE” S.A.,
  - Management Board – Management Board of the Company,
  - Supervisory Board – Supervisory Board of the Company,
  - Members of the Management Board – Members of the Management Board of the Company
  - President of the Management Board – the President of the Management Board of the Company
  - Members of the Supervisory Board – Members of the Supervisory Board of the Company,
  - Chairman of the Supervisory Board – the Chairman of the Supervisory Board of the Company
  - Act – the Act of 29 July 2005 on public offering and conditions governing the introduction of financial instruments to organized trading, and on public companies (Journal of Laws of 2019, item 2217, as amended).
3. The Remuneration Policy was adopted by Resolution No. 20/2020 by the Annual General Meeting of the Company on 22 June, 2020. The principles of granting Remuneration provided for in the Remuneration Policy were in line with the previously applicable principles of remunerating Members of the Management Board and Members of the Supervisory Board. In connection with the above, the principles of remunerating Members of the Management Board specified by resolutions of the Supervisory Board adopted before the date of entry into force of the Remuneration Policy and principles of remuneration of Members of the

Supervisory Board specified by a resolution of the General Meeting, adopted before the date of entry into force of the Remuneration Policy, remain in force.

4. Pursuant to Art. 36 sec. 2 of the Act amending the Act on Public Offering (Journal of Laws of 2019, item 2217). The remuneration report was prepared jointly for the financial years 2019 and 2020.

## **II. FIXED REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD**

All remuneration components of the Company's Management Board and Supervisory Board Members in the 2019-2020 financial years were paid in a transparent manner and in accordance with the adopted rules.

### **1. Remuneration of members of the Management Board**

The remuneration model for members of the Management Board includes fixed remuneration, variable remuneration, cash benefits and non-cash benefits. The rules and the amount of remuneration for members of the Management Board of the Company are determined by the Supervisory Board.

#### **a) Fixed remuneration for members of the Management Board**

The fixed remuneration is part of the total remuneration of the Members of the Management Board and is paid monthly in the amount and on the date specified in the resolutions of the Supervisory Board. Fixed remuneration corresponds to the type of work performed, qualifications necessary to perform the duties of a Management Board Member and the quality of work performed. When determining the fixed remuneration of the Management Board members, the Supervisory Board also takes into account the scope of duties and responsibilities for a given area of the Company's and the Capital Group's operations, as well as the situation on the labor market.

#### **b) Variable remuneration of members of the Management Board**

Each member of the Management Board receives a variable remuneration, the so-called bonuses, the amount of which depends on the financial results of companies from the Capital Group. Detailed rules for determining the amount, calculating and paying bonuses are included in the resolutions of the Supervisory Board, separately for each member of the Management Board.

#### **c) Non-cash benefits of members of the Management Board**

In accordance with the adopted Remuneration Policy, the remuneration in the form of non-cash benefits granted to members of the Management Board includes, among others:

- the right to use the indicated components of the Company's assets, i.e. a company car, premises with equipment, a notebook, a mobile phone,
- liability insurance for and for the period of performing the function of a Management Board Member,
- life insurance for a Management Board Member,
- the right to use non-wage benefits launched for people providing work in the Company, i.e. private medical care.

### **2. Remuneration of Members of the Supervisory Board**

The legal basis for remunerating Members of the Supervisory Board for performing functions in the supervisory body is a resolution of the General Meeting. The remuneration model for Members of the Supervisory Board covers only a fixed monthly gross remuneration, with the proviso that the Chairman of the Supervisory



Board receives a higher remuneration than other members due to the additional workload related to the performance of the function of the Chairman of the Supervisory Board.

In the financial years 2019 and 2020, the Company applied the principles of remunerating Members of the Supervisory Board specified in Resolution No. 23/2015 of 19 May 2015 of the Annual General Meeting of the Company.

3. The impact of the SARS-CoV-2 coronavirus epidemic on the remuneration of members of the Management Board and Supervisory Board.

Bearing in mind the development of the SARS-CoV-2 coronavirus epidemic causing the COVID-19 disease, the unpredictable impact of the pandemic on the functioning of the Company and the Capital Group as well as its financial results, the Management Board of the Company undertook a number of actions aimed at fulfilling the contractual obligations of the Company and companies from the Capital Group, enabling the continuation of operations and ensuring financial liquidity. One of such elements was the reduction of the fixed remuneration of members of the Management Board and Supervisory Board by 50% in the period from April to June 2020 and suspension of the payment of remuneration to the President of the Management Board of the Company during this period. These actions were taken at the joint request of all members of the Management Board and Supervisory Board. In June 2020, the Company's financial situation improved significantly. Almost all existing sales markets were opened, the Company launched full production capacity and achieved revenues significantly exceeding the assumed assumptions, therefore the Supervisory Board adopted a resolution restoring the full amount of fixed remuneration to the Members of the Management Board from 15 June 2020. Pursuant to the resolution of the Supervisory Board of the Company taken on 28 January 2021, Members of the Management Board received in February 2021 remuneration compensation for the period from 1 April to 14 June 2020.

**Table no. 1 - Remuneration due and paid to Members of the Management Board and Supervisory Board in the financial year ended 31 December 2019 (data in PLN)**

| Name and surname                        | Fixed remuneration | Variable remuneration | Non-cash benefits | Total Remuneration | Proportions of variable to fixed remuneration |
|---|--------------------|-----------------------|-------------------|--------------------|---|
| <b>Members of the Management Board</b>  |                    |                       |                   |                    |   |
| <b>Maciej Formanowicz</b>               | 960 000            | 0                     | 962               | 960 962            | 0,0%  |
| <b>Klaus Dahlem</b>                     | 981 247            | 0                     | 2 150             | 983 397            | 0,0%  |
| <b>Andreas Disch</b>                    | 825 918            | 0                     | 2 150             | 828 068            | 0,0%  |
| <b>Maria Florczuk</b>                   | 709 776            | 172 270               | 4 950             | 886 996            | 24,3%   |
| <b>Mariusz Gazda</b>                    | 396 245            | 258 405               | 2 150             | 656 800            | 65,2%   |
| <b>Members of the Supervisory Board</b> |                    |                       |                   |                    |   |

|                       |        |   |   |        |      |
|-----------------------|--------|---|---|--------|------|
| Zbigniew Sebastian    | 84 000 | 0 | 0 | 84 000 | 0,0% |
| Stanisław Krauz       | 60 000 | 0 | 0 | 60 000 | 0,0% |
| Jerzy Smardzewski     | 60 000 | 0 | 0 | 60 000 | 0,0% |
| Piotr Szczepiórkowski | 60 000 | 0 | 0 | 60 000 | 0,0% |
| Jacek Tucharz         | 60 000 | 0 | 0 | 60 000 | 0,0% |
| Bernard Woźniak       | 60 000 | 0 | 0 | 60 000 | 0,0% |

The variable remuneration paid to the Members of the Management Board in 2019 referred to the level of net profit achieved by the Capital Group in 2018. The required level of profit entitling to the payment of variable remuneration was regulated individually by the Supervisory Board for each of the Management Board Members.

Mr. Maciej Formanowicz, the President of the Management Board of the Company, waived the bonus due for 2018, which would be paid in 2019. Mr. Klaus Dahlem did not receive variable remuneration in 2019 due to the failure of the Capital Group to achieve the level of net profit for 2018 entitling him to charge variable remuneration for year 2018.

Mr. Andreas Disch did not have the planned variable remuneration for 2018 due to the commencement of the position of a Member of the Management Board in May 2018.

**Table no. 2 - Remuneration due and paid to Members of the Management Board and Supervisory Board in the financial year ended 31 December 2020 (data in PLN)**

| Name and surname                        | Fixed remuneration | Variable remuneration | Non-cash benefits | Total Remuneration | Proportions of variable to fixed remuneration |
|---|--------------------|-----------------------|-------------------|--------------------|---|
| <b>Members of the Management Board</b>  |                    |                       |                   |                    |   |
| Maciej Formanowicz                      | 765 714            | 1 845 339             | 962               | 2 612 015          | 241,0%  |
| Klaus Dahlem                            | 838 094            | 346 001               | 2 165             | 1 186 260          | 41,3%   |
| Andreas Disch                           | 749 215            | 346 001               | 2 165             | 1 097 381          | 46,2%   |
| Maria Florczuk                          | 699 930            | 346 001               | 2 165             | 1 048 096          | 49,4%   |
| Mariusz Gazda                           | 699 930            | 346 001               | 2 165             | 1 048 096          | 49,4%   |
| <b>Members of the Supervisory Board</b> |                    |                       |                   |                    |   |
| Zbigniew Sebastian                      | 73 500             | 0                     | 0                 | 73 500             | 0,0%  |
| Stanisław Krauz                         | 52 500             | 0                     | 0                 | 52 500             | 0,0%  |

|                              |        |   |   |        |      |
|------------------------------|--------|---|---|--------|------|
|                              |        |   |   |        |      |
| <b>Jerzy Smardzewski</b>     | 52 500 | 0 | 0 | 52 500 | 0,0% |
| <b>Piotr Szczepiórkowski</b> | 52 500 | 0 | 0 | 52 500 | 0,0% |
| <b>Jacek Tucharz</b>         | 52 500 | 0 | 0 | 52 500 | 0,0% |
| <b>Bernard Woźniak</b>       | 52 500 | 0 | 0 | 52 500 | 0,0% |

The variable remuneration paid in 2020 refers to the level of net profit achieved by the Capital Group in 2019. The variable remuneration related to the results for 2020 was partially pre-paid to the Management Board Members in 2021 in accordance with the Remuneration Policy. The full amount of variable remuneration for 2020 will be paid to the Members of the Management Board after meeting the criteria specified individually for each Member of the Management Board in the resolutions of the Supervisory Board.

### **III. COMPLIANCE OF THE ENTIRE REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD WITH THE REMUNERATION POLICY**

The remuneration of the members of the Management Board and Supervisory Board of the Company is in line with the adopted Remuneration Policy. The solutions adopted in the Remuneration Policy have been developed in such a way as to contribute to the implementation of the business strategy, long-term interests and stability of the Company and the Capital Group, as well as ensuring its operational security.

As part of the remuneration system used by the Company in the financial years 2019 and 2020, also included in the Remuneration Policy, the dependence between the financial results of the Capital Group and the variable remuneration of the Management Board Members was taken into account, which is an incentive and contributes to the more effective implementation of the Company's business goals and Capital Group.

The remuneration of the members of the Supervisory Board based solely on a fixed remuneration ensures independence of control over the situation of the Company and the Capital Group by making the remuneration independent of the results of the Company and the Capital Group. At the same time, appropriate control ensures the stability and security of operations, which translates into the achievement of long-term business goals.

### **IV. PERFORMANCE CRITERIA**

The Remuneration Policy in force in the Company provides for the payment of variable remuneration for Members of the Management Board, which depends on the financial results of the Capital Group companies (consolidated net profit of the Capital Group). The amount of the variable remuneration is determined by resolutions of the Supervisory Board separately for each member of the Management Board. The financial criteria that allowed for the payment of variable remuneration in 2019 and 2020 was the achievement of a certain level of the consolidated net profit of the Capital Group determined on the basis of the consolidated annual report of the FABRYKI MEBLI "FORTE" S.A. for a given financial year. Due to the achievement by the Capital Group of the assumed level of net profit in 2019, the variable remuneration for 2019 was paid to the Members of the Management Board in full in 2020.

**V. CHANGES IN THE REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD, THE COMPANY'S PERFORMANCE AND THE AVERAGE REMUNERATION OF THE COMPANY'S EMPLOYEES**

**Table no. 3 - Information on changes in the remuneration of Members of the Management Board and Supervisory Board on an annual basis, the Company's results and the average salary of the Company's employees who were not Management Board Members or Supervisory Board Members over the last 2 financial years. (data in PLN)**

| <b>Name and surname</b>                                       | <b>2019</b>   | <b>2020</b>   |
|---|---------------|---------------|
| <b>Members of the Management Board</b>                        |               |               |
| <b>Maciej Formanowicz</b>                                     | 960 962       | 2 612 015     |
| <b>Klaus Dahlem</b>   | 983 397       | 1 186 260     |
| <b>Andreas Disch</b>  | 828 068       | 1 097 381     |
| <b>Maria Florczuk</b>   | 886 996       | 1 048 096     |
| <b>Mariusz Gazda</b>  | 656 800       | 1 048 096     |
| <b>Total remuneration of Members of the Management Board</b>  | 4 316 223     | 6 991 848     |
| <b>Members of the Supervisory Board</b>                       |               |               |
| <b>Zbigniew Sebastian</b>                                     | 84 000        | 73 500        |
| <b>Stanisław Krauz</b>  | 60 000        | 52 500        |
| <b>Jerzy Smardzewski</b>                                      | 60 000        | 52 500        |
| <b>Piotr Szczepiórkowski</b>                                  | 60 000        | 52 500        |
| <b>Jacek Tucharz</b>  | 60 000        | 52 500        |
| <b>Bernard Woźniak</b>  | 60 000        | 52 500        |
| <b>Total remuneration of Members of the Supervisory Board</b> | 384 000       | 336 000       |
| <b>Average remuneration</b>                                   |               |               |
| <b>Average remuneration of an employee of the Company</b>     | 49 413        | 51 209        |
| <b>Net profit</b>   |               |               |
| <b>Net profit / loss of the Company</b>                       | -3 135 123,69 | 33 324 051,84 |
| <b>Net profit of the Capital Group *</b>                      | 35 309 165,52 | 49 552 703,84 |

\*The net profit of the Capital Group for 2019 determined according to the approved by the Ordinary General Meeting of FABRYKI MEBLI FORTE "S.A. of the consolidated financial statements of the Capital Group for 2019.

**Table no. 4 - Information on the annual change in the remuneration, net profit of the Company (the Company's results) and the average remuneration of the Company's employees who are not members of the Management Board or Supervisory Board. (data in PLN)**

| Category   | Financial year 2019 | Financial year 2020 | Change (%) |
|--|---------------------|---------------------|------------|
| Number of employees*                                     | 3 092               | 2 991               | 96,7%      |
| Average salary of employees                              | 49 413              | 51 209              | 103,6%     |
| Average remuneration of members of the Management Board  | 863 245             | 1 398 370           | 162%       |
| Average remuneration of members of the Supervisory Board | 64 000              | 56 000              | 87,5%      |
| Net profit (Company)                                     | -3 135 123,69       | 33 324 051,84       |            |
| Net profit (Capital Group) **                            | 35 309 165,52       | 49 552 703,84       | 140,3%     |

\* Average number of employees converted to full time equivalents

\*\* The net profit of the Capital Group for 2019 determined according to the approved by the Ordinary General Meeting of FABRYKI MEBLI "FORTE" S.A. of the consolidated financial statements of the Capital Group for 2019.

## VI. REMUNERATION FROM ENTITIES BELONGING TO THE CAPITAL GROUP

Members of the Company's Supervisory Board did not receive any remuneration from entities belonging to the Capital Group.

**Table No. 5 - Remuneration due and paid to Members of the Management Board in the financial year ended 31 December 2019 from subsidiaries belonging to the CAPITAL GROUP OF FABRYKI MEBLI "FORTE" S.A. (data in PLN)\***

| Name and surname          | Subsidiaries              |                 |                         | Total remuneration |
|---------------------------|---------------------------|-----------------|-------------------------|--------------------|
|                           | Moebelvertrieb FORTE GmbH | FORTE Moebel AG | FORTE BRAND Sp. z o. o. |                    |
| <b>Maciej Formanowicz</b> | 51 622,00                 | 498 932,74      | 0,00                    | 550 554,74         |
| <b>Klaus Dahlem</b>       | 30 973,00                 | 0,00            | 0,00                    | 30 973,00          |
| <b>Andreas Disch</b>      | 161 040,00                | 0,00            | 0,00                    | 161 040,00         |
| <b>Mariusz Gazda</b>      | 0,00                      | 0,00            | 300 000,00              | 300 000,00         |

\*Salaries in CHF (FORTE Moebel AG based in Switzerland) and EUR (Moebelvertrieb FORTE GmbH based in Germany) have been converted at the average exchange rate of the

National Bank of Poland being the arithmetic mean of the average exchange rates applicable on the last day of each month in 2019, i.e. CHF 1 - PLN 3.8731, EUR 1 - PLN 4.3018.

**Table no. 6 – Remuneration due and paid to Members of the Management Board in the financial year ended 31 December 2020 from subsidiaries belonging to the FABRYK MEBLI “FORTE” S.A. CAPITAL GROUP (data in PLN)\***

| Name and surname          | Subsidiaries              |                 |                         | Total remuneration |
|---------------------------|---------------------------|-----------------|-------------------------|--------------------|
|                           | Moebelvertrieb FORTE GmbH | FORTE Moebel AG | FORTE BRAND Sp. z o. o. |                    |
| <b>Maciej Formanowicz</b> | 53 692,00                 | 523 946,00      | 0,00                    | 577 638,00         |
| <b>Klaus Dahlem</b>       | 31 257,00                 | 0,00            | 0,00                    | 31 257,00          |
| <b>Andreas Disch</b>      | 125 368,00                | 0,00            | 0,00                    | 125 368,00         |

\* Salaries in CHF (FORTE Moebel AG based in Switzerland) and EUR (Moebelvertrieb FORTE GmbH based in Germany) were converted at the average exchange rate of the National Bank of Poland being the arithmetic mean of the average exchange rates applicable on the last day of each month in 2020, i.e. PLN 1,1782 , 1 EUR-4.4743 PLN.

## **VII. FINANCIAL INSTRUMENTS GRANTED OR OFFERED TO MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD**

In the financial years 2019 and 2020, the members of the Management Board and Supervisory Board were not granted or offered any financial instruments.

## **VIII. INFORMATION ABOUT THE USE OF REIMBURSEMENT OF VARIABLE REMUNERATION COMPONENTS**

In the financial years 2019 and 2020, the members of the Management Board were not required to return variable remuneration components.

## **IX. INFORMATION ON DEVIATIONS FROM THE PROCEDURE FOR THE IMPLEMENTATION OF THE REMUNERATION POLICY, INCLUDING AN EXPLANATION OF THE RULES AND MODE, AND INDICATION OF ELEMENTS FROM WHICH DEVIATIONS WERE APPLIED**

There were no exceptions to the Remuneration Policy in the reporting period. No decisions were made regarding deviations from the assumptions of the Remuneration Policy, as well as in relation to individual elements of this Policy.

## **X. CONCLUSIONS**

The Supervisory Board reviewed the Remuneration and other benefits received by Members of the Management Board and Supervisory Board for compliance with the applicable Remuneration Policy and concluded that the remuneration paid to Members of the Management Board and Supervisory Board complies with the applicable Remuneration Policy, resolutions of the Company's bodies and meets the requirements provided for by law.

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: changes in the financial and fiscal year of FABRYKI MEBLI "FORTE" S.A. and related changes to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

§1

1. The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka, pursuant to Art. 430 § 1 of the Commercial Companies Code in connection with art. 3 sec. 1 point 9 of the Accounting Act of 29 September 1994, decides to change the Company's financial and fiscal year in such a way that the financial and fiscal year of the Company will be a period of 12 (in words: twelve) consecutive full calendar months, commencing on 1<sup>st</sup> April of a given calendar year and ending on 31<sup>st</sup> March of the following calendar year.
2. The Company's financial and tax year, currently running from 1<sup>st</sup> January 2021 to 31<sup>st</sup> December 2021, remains unchanged. The Company's financial and fiscal year starting on 1 January 2022, which will be temporary and will end on 1 March 2023, will be changed (i.e. it will last 15 months). The first financial and tax year of the Company specified in accordance with 1 Act above will begin on 1 April 2023 and end on 31 March 2024.

§2

Considering the above, the Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides to amend 6.2. Of the Company's Articles of Association, which shall read as follows:

„6.2. The financial and tax year of the Company is a period of 12 (in words: twelve) consecutive full calendar months, beginning on 1 April of a given calendar year and ending on 31 March of the following calendar year. The Company's financial and fiscal year from 1 January 2021 to 31 December 2021 remains unchanged. The Company's financial and fiscal year starting on 1 January 2022 will be temporary and will end on 31 March 2023 (i.e. it will last 15 months). The first financial and tax year of the Company, determined in accordance with the first sentence of this §6 point 6.2. will start on 1 April 2023 and end on 31 March 2024.”

§3

The resolution shall come into force upon its adoption, with effect from the moment the Registry Court registers the amendment to the Articles of Association in the scope of § 6.2.

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. Good Practices of WSE Listed Companies

The Management Board proposes that the financial and fiscal year should cover the period from 1<sup>st</sup> April to 3<sup>rd</sup> March of the following year. The year 2022 would be a transition period and would cover 15 months, i.e. the period from 1 January 2022 to 31 March 2023. Adoption of the resolution in question will make the financial and fiscal year consistent with the seasonality of the operations of the Company and the Capital Group of the Company, which will allow for the allocation of increased resources to the current operating activities in the most difficult period. Moreover, the amendment should ensure more efficient cooperation between the Company and statutory auditors in audit periods other than the calendar year.



**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: amending the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka decides to amend the Articles of Association as follows:

§1

§ 5.2.6. of the Articles of Association of the Company shall read as follows:

„5.2.6. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another Member of the Supervisory Board. Casting a vote in writing may not apply to matters introduced to the agenda during the meeting of the Supervisory Board. A vote cast in writing should contain the content of the resolution. The Supervisory Board may also adopt resolutions in writing or using means of direct remote communication. The resolution is valid when all members of the Supervisory Board have been notified of the content of the draft resolution. "

§2

The resolution shall come into force upon its adoption, with effect from the moment the Registry Court registers the amendment to the Articles of Association in the scope of § 5.2.6.

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. Good Practices of WSE Listed Companies

The proposed amendment to the Company's Articles of Association consists in deleting the last sentence in § 5.2.6 with the following wording: „Adoption of resolutions by the Supervisory Board in the above-mentioned procedures do not apply to the election of the Vice-chairman of the Supervisory Board, appointment of a member of the Management Board as well as dismissal and suspension of such persons”. Making the above-mentioned changes are possible due to the change of the wording of Art. 388 of the Code of Commercial Companies (hereinafter the "CCC") in force from 31 March 2020. On that date, § 4 of the above-mentioned of this article was deleted, thanks to which it is possible to elect the chairman and vice-chairman of the supervisory board, appoint a member of the management board and dismiss and suspend these persons by voting in writing through another member of the supervisory board, in writing or using means of direct remote communication. In order for the above-mentioned change could also apply to the Company, it is necessary to adjust the Articles of Association in the above scope.

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: amending the Regulations of the Supervisory Board of FABRYKI MEBLI "FORTE" S.A.

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides to amend the Regulations of the Supervisory Board of the Company as follows:

§1

§ 5.7. of the Regulations of the Supervisory Board of the Company shall read as follows:

„7. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another Member of the Supervisory Board. Casting a vote in writing may not apply to matters introduced to the agenda during the meeting of the Supervisory Board. A vote cast in writing should contain the content of the resolution. The Supervisory Board may also adopt resolutions in writing or using means of direct remote communication. The resolution is valid if all members of the Supervisory Board have been informed about the content of the draft resolution.”

§2

The resolution shall come into force upon its adoption, with effect from the moment the Registry Court registers the amendment to the Articles of Association in the scope of § 5.2.6.

Chairman of the Annual General Meeting

Justification in accordance with principle I.Z.1.17. Good Practices of WSE Listed Companies

The proposed amendment to the Regulations of the Supervisory Board of the Company consists in deleting from § 5.7. the following fragment *„Adoption of resolutions by the Supervisory Board in the above-mentioned The procedures do not apply to the election of the Vice-chairman of the Supervisory Board, appointment of a member of the Management Board as well as dismissal and suspension of such persons”*. Making the above-mentioned changes are possible due to the change of the wording of Art. 388 of the Code of Commercial Companies (hereinafter the "CCC") in force from 31 March 2020. On that date, § 4 of the above-mentioned of this article was deleted, thanks to which it is possible to elect the chairman and vice-chairman of the supervisory board, appoint a member of the management board and dismiss and suspend these persons by voting in writing through another member of the supervisory board, in writing or using means of direct remote communication. After making an appropriate amendment to § 5.2.6. of the Company's Articles of Association, it is also necessary to adjust the Regulations of the Supervisory Board of the Company in the above scope.

**RESOLUTION NO /2021  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 16 June 2021**

Regarding: authorizing the Supervisory Board to establish the consolidated text of the Articles of Association of FABRYKI MEBLI "FORTE" S.A.

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka authorizes the Supervisory Board of FABRYKI MEBLI "FORTE" S.A. to establish the uniform text of the Company's Articles of Association, taking into account the changes introduced at the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. on 16 June 2021 and to make the necessary editorial corrections.

§2

The resolution shall come into force upon its adoption

Chairman of the Annual General Meeting