

Ostrow Mazowiecka, 13th May, 2014

### **CURRENT REPORT NO 13/2014**

Refers: Announcement of the Annual General Meeting of Shareholders FABRYKI  
MEBLI"FORTE" SA on 10<sup>th</sup> June 2014

The Management Board of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrow Mazowiecka on White Street 1, entered into the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, XIV Economic Department of the National Court Register, under KRS number 0000021840, acting pursuant to art. 395 § 1, art. 399, § 1, art. 4021 and art. 4022 of the Commercial Companies Code, hereby resolves that the Annual General Meeting of Shareholders shall be convened on 10 June 2014 on 1000 hours, in Ostrow Mazowiecka, at the office, in the conference room on White Street 1.

#### I. Order of the meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Validation of the convening of the Annual General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Appointment of the Ballot Committee.
6. Presentation and consideration of:
  - a) the financial statements of the Company for the financial year 2013
  - b) report on the activities of the Company in the financial year 2013
  - c) the proposal of The Management Board regarding the appropriation of profit for the financial year 2013 and the payment of dividends,
  - d) the consolidated financial statements of FABRYKI MEBLI "FORTE" S.A. for the year 2013
  - e) reports on the activities of the Group FABRYKI MEBLI "FORTE" S.A. in the financial year 2013
  - f) report on the activities of the Supervisory Board in the financial year 2013 and the report of the Supervisory Board of the assessment of the Company. Including an evaluation of internal control and management of risks systems relevant to the Company, the assessment reports referred to in paragraphs. a, b, d, e and the Management Board referred to in point. c above.

7. Adopting resolutions on:

- a) approval of the financial statements of the Company for the financial year 2013
- b) approval of the Company's activities in the financial year 2013
- c) the distribution of the net profit of the Company for the financial year 2013 and the payment of dividends,
- d) Members of The Management Board discharge of his duties for the year Rotary 2013
- e) the discharge to the Members of the Supervisory Board of the performance of duties for the year 2013
- f) approval of the consolidated financial statements of FABRYKI MEBLI "FORTE" S.A. for the year 2013
- g) approving the Management Board of the Group's activities FABRYKI MEBLI "FORTE" S.A. in the financial year 2013.

8. Adopting resolutions on:

- a) adopting an incentive program for Board Members FABRYKI MEBLI "FORTE" SA with its seat in Ostrów Mazowiecka and issuance of subscription warrants of series D, E and F of the pre-emptive rights of subscription warrants of series D, E and F,
- b) conditional share capital increase through the issuance of H shares of the Company excluding the subscription rights of series H,
- c) to amend the Articles of Association of the Company,
- d) granting to The Management Board the authority to establish a uniform text of the Company Statute,
- e) determining the number of members of the Supervisory Board for a new term,
- f) the appointment of members of the Supervisory Board for a new term,
- g) election of the Chairman of the Supervisory Board,
- h) the date of the first meeting of the Supervisory Board of the new term.

9. Closing the meeting.

## II. Information for Shareholders

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

The Management Board informs that the right to participate in the Annual General Meeting shall, pursuant to Art. 4061 CCC, only persons who are shareholders of the Company on 16

(sixteen) days before the date of the Annual General Meeting, ie., On May 25, 2014 (the date of registration of participation in the Annual General Meeting, hereinafter referred to as the "Registration Date"), provided that they present the entity maintaining their securities account a request for issuing a certificate of entitlement to attend the Annual General Meeting for the period from the announcement of the Annual General Meeting to the first working day after the Registration Date, ie. until 26 May 2014.

The list of shareholders entitled to participate in the Annual General Meeting will be made on the basis of the list provided by the depository of securities (the National Depository for Securities

Warsaw) and will be available at the Secretariat of the Annual General Meeting: White St. 1, 07-300 Ostrow Mazowiecka, the Legal Office, between 8:00 to 16:00 3 (three) days before the date of the Annual General Meeting, ie. Held on 5, 6 and 9 June 2014.

A shareholder may demand to be served a list of shareholders free of charge, giving the address to which it should be sent. The request should be made in writing, signed by the shareholder or by a person authorized to represent the Shareholder and sent via electronic mail [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 being a natural person - a copy of the identity card, passport or other official identity document of the Shareholder or
- b) in the case of a Shareholder other than a natural person - a copy of an extract from the register or other document confirming the individual (s) to represent the shareholder at the Annual General Meeting or
- c) if the request is by proxy - a copy of the document of power of attorney signed by the Shareholder or by persons authorized to represent the Shareholder and the copy of the identity card, passport or other official identity document of the proxy or in the case of a proxy other than a natural person - a copy of an extract from the relevant register or other document confirming the individual(s) to represent proxy at the Annual General Meeting and identity card, passport or other official document confirming the identity of the individual(s) authorized to represent the shareholder at the Annual General Meeting.

## 2. Selected rights of Shareholders

A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital of the Company shall be entitled to:

a) request that certain issues on the agenda of the Annual General Meeting; such a request should be submitted to the Management Board not later than 21 (twenty-one) days before the date of the Annual General Meeting, ie. later than 20 May 2014. The request should be made in the Polish language, include a justification or a draft resolution concerning the proposed agenda; The request may be submitted via e-mail at [zwz@forte.com.pl](mailto:zwz@forte.com.pl), or in writing to the Company's address: Secretariat of the Annual General Meeting, ul. White 1, 07-300 Ostrow Mazowiecka;

b) notifying the Company, prior to the date of the Annual General Meeting, the draft resolutions on issues included in the agenda of the Annual General Meeting or to be placed on the agenda of the Annual General Meeting, in Polish, separately for each draft resolution, via e-mail [zwz@forte.com.pl](mailto:zwz@forte.com.pl) email, or in writing to the Company's address: Secretariat of the Annual General Meeting, ul. White 1, 07-300 Ostrow Mazowiecka.

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

a) a certificate or a certificate of deposit issued by the entity maintaining the securities account in which shares are recorded in the Company held by the Shareholder confirming that he is actually a Shareholder of the Company and the fact that it represents at least 1/20 (one twentieth) of the share capital of the Company,

b) in the case of a Shareholder being a natural person - a copy of the identity card, passport or other official identity document of the Shareholder or

c) in the case of a Shareholder other than a natural person - a copy of an extract from the register or other document confirming the individual (s) to represent the shareholder at the Annual General Meeting or

d) if the request is by proxy - a copy signed by the Shareholder or by persons authorized to represent the Shareholder and the copy of the identity card, passport or other official identity document of the proxy or in the case of a proxy other than a natural person - extract from the relevant register or another document confirming the authority of an individual(s) to represent the proxy at Annual General Meeting and identity card, passport or other official document confirming the identity of the individual(s) authorized to represent the shareholder at the Annual General Meeting.

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

Each shareholder of the Company may, during the Annual General Meeting report draft resolutions on issues included in the agenda. The proposals referred to shall be made in writing in Polish, separately for each draft resolution and include the name of the shareholder or the company and the proposed wording of the resolution.

### 3. Way to participate in the Annual General Meeting and exercise of the right to vote.

A shareholder who is a natural person may participate in the Annual General Meeting and exercise their voting rights in person or by proxy. Shareholder other than a natural person may participate in the Annual General Meeting and exercise their voting rights by a person authorized to make declarations on its behalf or by proxy.

The power of attorney should be made in writing or in electronic form. If the power of attorney in writing, power of attorney must be signed by the Shareholder or in the case of shareholders other than individuals, the persons authorized to represent the Shareholder, the Company sent to: The Secretariat of the Annual General Meeting, ul. White 1, 07-300 Ostrow Mazowiecka. The power of attorney granted in writing should be submitted no later than the time of signing the attendance list by the Chairman of the Annual General Meeting.

Granting power of attorney in electronic form should be using a proxy form provided on the website of the Company at [www.forte.com.pl](http://www.forte.com.pl) tab Corporation / Company / General Meeting.

Power of attorney in electronic form should be notified to the Company no later than one (1) working day before the date of the Annual General Meeting, ie. Until 9 June 2014, via e-mail to the address [zwz@forte.com.pl](mailto:zwz@forte.com.pl) by sending it to above address attorney document in PDF format signed by the Shareholder or, in the case of shareholders other than individuals, the persons

authorized to represent the Shareholder. In the case of Shareholders, which the law confer legal personality, with the power of attorney must be sent a copy of the current from the register in PDF format.

Power of attorney made in electronic form does not require a secure electronic signature verified by a valid qualified certificate.

The above method of notification is intended, however limited, to identify the shareholder and his proxy and the verification of the validity of a power of attorney. Verification can also rely on the return question electronically or by telephone to the Shareholder or proxy in order to confirm the power of attorney and its scope.

The Company cannot guarantee that it will be able to verify the identity of Shareholders granting the power of attorney on the day of the Annual General Meeting.

The procedure above shall apply mutatis mutandis to appeal attorney.

In order to identify the shareholder granting the proxy, notice of the granting power of attorney in electronic form should include (as an attachment in PDF format):

- In the case of a Shareholder being a natural person - a copy of the identity card, passport or other official document attesting to the identity of the shareholder;
- In the case of a Shareholder other than a natural person (a legal person, an organizational unit without legal personality) - an extract from the relevant register or another document confirming the authority of an individual (or individuals) to represent the Shareholder and a copy of identity card, passport or other official document certifying the identity of the persons authorized to represent the Shareholder signed on the proxy.

In case of doubt as to the correctness of copies of the aforementioned documents, The Management Board reserves the right to require the attorney present during the preparation of the list of attendees:

- In the case of a Shareholder being a natural person - a copy certified by a notary public or other person authorized to certify compliance with the original ID card, passport or other official identity document Shareholder;
- In the case of a Shareholder other than a natural person (a legal person, an organizational unit without legal personality) - the original or a copy certified by a notary public or other person authorized to certify a copy of excerpt from the relevant register or other document.

The form referred to in art. 4023 § 1 paragraph 5 of the Commercial Companies Code, allowing the exercise of the right

voting by proxy is available on the Company's website [www.forte.com.pl](http://www.forte.com.pl) tab Corporation / Company / General Meeting. The Company is not responsible for any errors in the power of attorney form.

The Management Board informs that in case of granting of the Shareholder's power of attorney with voting instructions, the Company will not verify if proxies vote in accordance with instructions received from the Shareholders. Accordingly, The Management Board announces that the voting instruction should be given only to the proxy.

Statute does not provide for the possibility to participate in the Annual General Meeting, speaking during the Annual General Meeting or exercise the right to vote by means of electronic communication. Statute does not provide for the possibility of voting by mail.

#### 4. Documentation relating to the Annual General Meeting

A person entitled to attend the Annual General Meeting may obtain full text of the documents to be presented at the Annual General Meeting, including draft resolutions on issues included in the agenda of the Annual General Meeting or to be placed on the agenda prior to the date of the Annual General Meeting of Shareholders on the Company's website [www.forte.com.pl](http://www.forte.com.pl) tab Corporation / Company / General Meeting and the Secretariat of the Annual General Meeting: ul. White 1, 07- 300 Ostrów Mazowiecka, between 800 to 1600.

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

Persons entitled to attend the Annual General Meeting are requested to register and card entitling to vote directly in front of the meeting room 30 minutes before the start of the Annual General Meeting. It is recommended that the persons entitled to participate had with him the day of the Annual General Meeting, a certificate issued in registered form the basis for participation in the Annual General Meeting.

#### 6. Other Information

Notes of the Management Board or the Supervisory Board on the matters included in the agenda of the Annual General Meeting or to be placed on the agenda prior to the date of the Annual General Meeting will be available on the Company's website immediately after being prepared.

Information regarding the Annual General Meeting will be made available on the Company's website [www.forte.com.pl](http://www.forte.com.pl) tab Corporation / Company / General Meeting.

Risks associated with the use of electronic forms of communication, in particular demand to place certain issues on the agenda of the Annual General Meeting, the reporting of draft resolutions on issues included in the agenda or matters which are to be placed on the agenda prior to the date of the Annual General Meeting of Shareholders the Company and the notice of the appointment to the e-mail address indicated in this notice, lies with the Shareholder.

All documents sent by the Shareholders of the Company shall be prepared in Polish. Documents in a foreign language must be submitted together with a translation into Polish by a sworn translator.

The Management Board informs that in matters not covered by this announcement, the provisions of the Commercial Companies Code and the Bylaws of the General Meetings, and therefore asks Shareholders familiarize yourself with these regulations.

If you have questions or concerns related to participation in the Annual General

Meeting, please contact the Secretariat of the AGM, tel. (029) 6442116 or 6442188, e-mail: zwz@forte.com.pl.

### III. Changes in the Articles of Association of the Company

In connection with the intention to amend the Articles of Association of the Company, The Management Board announces the content of existing provisions of the Articles of Association and the proposed changes (ad. 8c agenda).

I. In § 4, after paragraph 4.1 ' the following point 4.1 " as follows:

"4.1". Company's share capital has been conditionally increased by an amount not greater than 450,000 (four hundred and fifty thousand), through the issuance of not more than 450,000 (four hundred and fifty thousand) ordinary bearer shares series H with a nominal value of 1 (one) each, in order to grant rights to subscribe for shares of Series H subscription warrants by holders of series D, E and F, issued pursuant to the Resolutions of the Annual General Meeting of Shareholders 10 June 2014. "

II. § 5, paragraph 5.1.1 .:

The current wording:

"5.1.1. The Management Board consists of one to five members, appointed for a joint term. The Supervisory Board determines the resolution of the number of members of The Management Board, elect the President and the other members, of whom may appoint a Vice-President. The term of office of The Management Board is of the first year. The term of office of the Management takes the next three years. "

Proposed wording:

"5.1.1. The Management Board consists of one to seven members, appointed for a joint term. The Supervisory Board determines the resolution of the number of members of The Management Board, elect the President and the other members, of whom may appoint a Vice-President. The term of office of The Management Board is of the first year. The term of office of the Management next 5 years. "

Legal basis:

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