

Ostrów Mazowiecka, 28 April 2017

## **CURRENT REPORT NO. 12/2017**

Subject:

Changes in the agenda of proceedings of the Annual General Meeting of FABRYKI MEBLI „FORTE” S.A. convened for 17 May 2017

In connection with the Annual General Meeting of FABRYKI MEBLI "FORTE" S.A. (hereinafter referred to as "Issuer") convened for 17 May 2017, the Issuer's Management Board informs that on 25.04.2017 it received request from Aviva Otworthy Fundusz Emerytalny Aviva BZ WBK - shareholder holding at least one twentieth of the share capital, regarding the inclusion of a new item into the agenda of proceedings concerning the determination of the number of members of the Supervisory Board and request regarding the modification in item concerning changes in the composition of the Supervisory Board.

In view of the above, the Issuer announces the changed agenda of proceedings, in which item 8 receives the following wording: "8. Determination of the number of members of the Supervisory Board". Thus, the previous items on the agenda, i.e. no. 8 and 9, receive no. 9 and 10, respectively. At the same time, the content of the new item 9 is changed from the previous content "Change in the composition of the Supervisory Board" to "Changes in the composition of the Supervisory Board".

### **I. Changed agenda of the proceedings:**

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 Returning Committee.
6. Presentation and consideration of:
  - a) financial statement of the Company for the financial year 2016,
  - b) report of the Management Board on the activities of the Company in the financial year 2016,
  - c) proposal of the Management Board regarding the appropriation of profit for the financial year 2016 and the payment of dividends,
  - d) consolidated financial statement of the Capital Group of FABRYKI MEBLI "FORTE" S.A. for the financial year 2016,
  - e) report of the Management Board on the activities of the Capital Group of FABRYKI MEBLI "FORTE" S.A. in the financial year 2016,
  - f) report of the Supervisory Board of the Company on the financial year 2016 covering:
    - Report on activity of the Supervisory Board in the financial year 2016,
    - Assessment of the Company's situation taking into account the assessment of internal control system, risk management system, compliance system and functions of the internal audit,
    - Assessment of fulfilment by the Company of information obligations concerning the application of principles of corporate governance,
    - Assessment of rationality of the Company's policy in the scope of sponsoring and charity activity and Report of the Supervisory Board concerning the assessment of statements and reports referred to in sections a, b, d, e and the Management Board proposal referred to in section c above.

7. Adopting resolutions on:

- a) approval of financial statement of the Company for the financial year 2016,
  - b) approval of report of the Management Board on the activities of the Company in the financial year 2016,
  - c) distribution of net profit of the Company for the financial year 2016 and the payment of dividends,
  - d) discharge to the Members of the Management Board of duties for the financial year 2016,
  - e) discharge to the Members of the Supervisory Board of duties for the financial year 2016,
  - f) approval of the consolidated financial statement of the Capital Group of FABRYKI MEBLI "FORTE" S.A. for the financial year 2016,
  - g) approval of report of the Management Board on the activities of the Capital Group of FABRYKI MEBLI "FORTE" S.A. in the financial year 2016,
  - h) making changes to the Company's Articles of Association,
  - i) granting to the Supervisory Board the authority to establish a uniform text of the Company's Articles of Association,
8. Determination of the number of members of the Supervisory Board.
9. Changes in the composition of the Supervisory Board.
10. Closing of the proceedings.

Request of the shareholder containing the calculation of new and changed agenda items of the Annual General Meeting, as well as draft resolutions together with their justifications, constitutes annex to this report.

**Legal basis:**

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



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Warsaw, 25 April 2017

Management Board  
of Fabryki Mebli „Forte” S.A.  
Biała 1  
07-300 Ostrów Mazowiecka

Exercising the right of the shareholder, determined by article 401 paragraph 1 of the Act of 15 September 2000 - *Commercial Companies Code*, Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK, entered into the register of pension funds kept by the District Court in Warsaw, VII Civil and Registration Division under the number RFe 1, shareholder of Fabryki Mebli "Forte" S.A. ("Company"), representing at least one twentieth of the Company's share capital, represented by Aviva Powszechno-Towarzystwo Emerytalne Aviva BZ WBK S.A. ("Aviva"), with its registered seat in Warsaw, Inflancka 4b, entered into the National Court Register kept by the District Court for the Capital City of Warsaw, Commercial Court, XII Commercial Division of the National Court Register under KRS number 0000005940, requests the inclusion of items into the agenda of proceedings of the Company's Annual General Meeting, which will be held on 17 May 2017 in the Company's seat, in accordance with the content below:

- „8. Determination of the number of members of the Supervisory Board.
- 9. Changes in the composition of the Supervisory Board.”

the numbering of previous resolution 8 and 9 is subject to change to the number 9 and 10, respectively, as shown below:

- “9. Changes in the composition of the Supervisory Board.
- 10. Closing of the proceedings.”

Please note that the word "Change" is changing to "Changes" in item no. 9. This modification is of technical nature and it's supposed to ensure that the content reflects the fact of voting on more than one resolution within this item on the agenda. The technical nature of the change also refers to the numbering of the resolution 21/2017, which receives the number 22/2017, as shown below.

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We enclose the following documents to the application:

- draft resolutions regarding the proposed item of the agenda of the proceedings,
- share certificate confirming the possession of more than one twentieth of the Company's share capital by Aviva OFE Aviva BZ WBK,
- excerpt from the National Court Register regarding Aviva PTE Aviva BZ WBK S.A.,
- excerpt from the register of pension funds,

Justification:

Addition of the above-mentioned items to the agenda of the proceedings and voting on the submitted resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.

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**RESOLUTION NO 2/2017**  
**of the Annual General Meeting**  
**of FABRYKI MEBLI „FORTE" S.A. with its registered seat in Ostrów Mazowiecka**  
**of 17 May 2017**

Regarding: adoption of the agenda of the Annual General Meeting  
§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A., with its registered seat 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. 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 Returning Committee.
6. Presentation and consideration of:
  - a) financial statement of the Company for the financial year 2016,
  - b) report of the Management Board on the activities of the Company in the financial year 2016,
  - c) proposal of the Management Board regarding the appropriation of profit for the financial year 2016 and the payment of dividends,
  - d) consolidated financial statement of the Capital Group of FABRYKI MEBLI "FORTE" S.A. for the financial year 2016,
  - e) report of the Management Board on the activities of the Capital Group of FABRYKI MEBLI "FORTE" S.A. in the financial year 2016,
  - f) report of the Supervisory Board of the Company on the financial year 2016 covering:
    - Report on activity of the Supervisory Board in the financial year 2016,
    - Assessment of the Company's situation taking into account the assessment of internal control system, risk management system, compliance system and functions of the internal audit,
    - Assessment of fulfilment by the Company of information obligations concerning the application of principles of corporate governance,
    - Assessment of rationality of the Company's policy in the scope of sponsoring and charity activity and Report of the Supervisory Board concerning the assessment of statements and reports referred to in sections a, b, d, e and the Management Board proposal referred to in section c above.
7. Adopting resolutions on:
  - a) approval of financial statement of the Company for the financial year 2016,
  - b) approval of report of the Management Board on the activities of the Company in the financial year 2016,
  - c) distribution of net profit of the Company for the financial year 2016 and the payment of dividends,
  - d) discharge to the Members of the Management Board of duties for the financial year 2016,
  - e) discharge to the Members of the Supervisory Board of duties for the financial year 2016,
  - f) approval of the consolidated financial statement of the Capital Group of FABRYKI MEBLI "FORTE" S.A. for the financial year 2016,
  - g) approval of report of the Management Board on the activities of the Capital Group of FABRYKI MEBLI "FORTE" S.A. in the financial year 2016,
  - h) making changes to the Company's Articles of Association,
  - h) granting to the Supervisory Board the authority to establish a uniform text of the Company's Articles of Association,
8. Determination of the number of members of the Supervisory Board.
9. Changes in the composition of the Supervisory Board.
10. Closing of the proceedings.

Justification:

Voting on the above resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.

**RESOLUTION NO 21/2017  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE" S.A. with its registered seat in Ostrów Mazowiecka  
of 17 May 2017**

Regarding: determination of the number of Members of the Supervisory Board

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A., with its registered seat in Ostrów Mazowiecka, resolves to determine the number of members of the Supervisory Board to be 6 (six) persons.

§2

This resolution enters into force on the day of its adoption.

Justification:

Voting on the above resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.

**RESOLUTION NO 22/2017  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE" S.A. with its registered seat in Ostrów Mazowiecka  
of 17 May 2017**

Regarding: changes in the composition of the Supervisory Board

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A., with its registered seat in Ostrów Mazowiecka, resolves to dismiss the following person from the Supervisory Board: Mr.....

§2

This resolution enters into force on the day of its adoption.

Justification:

Voting on the above resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.

**RESOLUTION NO 23/2017  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE" S.A. with its registered seat in Ostrów Mazowiecka  
of 17 May 2017**

Regarding: changes in the composition of the Supervisory Board

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A., with its registered seat in Ostrów Mazowiecka, resolves to appoint the following person to the Supervisory Board for the current term (2014-2018): Mr/Ms.....

.....

§2

This resolution enters into force on the day of its adoption.

Justification:

Voting on the above resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.



**RESOLUTION NO 24/2017  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE” S.A. with its registered seat in Ostrów Mazowiecka  
of 17 May 2017**

Regarding: changes in the composition of the Supervisory Board

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" S.A., with its registered seat in Ostrów Mazowiecka, resolves to appoint the following person to the Supervisory Board for the current term (2014-2018): Mr/Ms.....

.....

§2

This resolution enters into force on the day of its adoption.

Justification:

Voting on the above resolution is aimed at creating possibility for the shareholders to use their right to determine the composition of the Supervisory Board during the next Annual General Meeting. Aviva believes that the presence of persons who meet the criteria of independence in the supervisory boards positively affects the company's image, its activity and its market value.