

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF FABRYKI  
MEBLI “FORTE” SPÓŁKA AKCYJNA WITH ITS REGISTERED SEAT  
IN OSTRÓW MAZOWIECKA ON THE CONVOCAION OF THE  
ANNUAL GENERAL MEETING FOR 17 MAY 2016**

The Management Board of FABRYKI MEBLI"FORTE" SA with its seat in Ostrów 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 17 May 2016 on 10:00 hours, in Ostrów Mazowiecka, at the office, in the conference room on White Street 1.

**I. 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. Election of the Ballot Counting Committee.
6. Presentation and consideration of:
  - a) the Company’s financial statements for the financial year 2015,
  - b) the Management Board’s report on the Company’s operations in the financial year 2015,
  - c) the motion of the Management Board on the distribution of profit for the financial year 2015 and the payment of dividend,
  - d) the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2015,
  - e) the Management Board’s report on the operations of the FABRYKI MEBLI “FORTE” S.A. Capital Group in the financial year 2015,
  - f) ) Report of the Supervisory Board for the financial year 2015, covering:
    - Supervisory Board report on Company activities for the financial year 2015,
    - Assessment of Company situation including assessment of internal control systems, risk management, compliance and functions of internal audit,
    - Assessment of methods of fulfilment of information obligations by the Company concerning the use of corporate governance principles,

- Assessment of rationality of the conducted policy in the scope of sponsoring and charity activities by the Company and the Report of the Supervisory Board from the assessment of the reports specified in points a,b,d,e and the motion of the Management Board specified in point c above.

#### 7. Adopting resolutions on:

- a) approval of the financial statements of the Company for the financial year 2015,
- b) approval of the Company's activities in the financial year 2015,
- c) the distribution of the net profit of the Company for the financial year 2015 and the payment of dividends,
- d) Members of The Management Board discharge of his duties for the year Rotary 2015,
- e) the discharge to the Members of the Supervisory Board of the performance of duties for the year 2015,
- f) approval of the consolidated financial statements of FABRYKI MEBLI"FORTE" S.A. for the year 2015,
- g) approving the Management Board of the Group's activities FABRYKI MEBLI"FORTE" SA in the financial year 2015,
- h) granting authorization for the Management Board for the Company to obtain own shares and creation of reserve capital designated for obtaining of own shares.

#### 8. 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. 406<sup>1</sup> of the Code of Commercial Companies, only persons who are shareholders of the Company on 16 (sixteen) days before the date of the Annual General Meeting, ie., On May 1, 2016 (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 2 May 2016.

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 Ostrów Mazowiecka, the Legal Office, between 8:00 to 16:00 3 (three) days before the date of the Annual General Meeting, ie. Held on 12, 13 and 16 May 2016.

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 26 April 2016. 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 Ostrów 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 Ostrów 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 Ostrów 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 <http://korporacyjna.forte.com.pl/pl/index/ri> tab Investor Relations / 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 16 May 2016, 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 at

<http://korporacyjna.forte.com.pl/pl/index/ri> tab Investor Relations / 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 <http://korporacyjna.forte.com.pl/pl/index/ri> tab Investor Relations / General Meeting and the Secretariat of the Annual General Meeting: ul. Biała 1, 07- 300 Ostrów Mazowiecka, between 8:00 to 16:00.

#### **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 <http://korporacyjna.forte.com.pl/pl/index/ri> tab Investor Relations / 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](mailto:zwz@forte.com.pl).