

**RESOLUTION NO 1/ 2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: the election of the Chairman of the Annual General Meeting of Shareholders

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka decides to elect the Chairman of the Annual General Meeting of Shareholders :

.....

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 2/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning: adoption of the agenda of the Annual General Meeting of Shareholders

§1

The Annual General Meeting of Shareholders FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka resolves to adopt the following agenda:

1. Opening of the Annual General Meeting of Shareholders .
2. Election of the Chairman of the Annual General Meeting of Shareholders.
3. Validation of the convening of the Annual General Meeting of Shareholders and its ability to adopt resolutions.
4. Adoption of the agenda of the Annual General Meeting of Shareholders.
5. Appointment of the Ballot Committee.
6. Presentation and consideration of:
  - a) the financial statements of the Company for the financial year 2015
  - b) report of the Management Board on the activities of the Company in the financial year 2015
  - c) the proposal of the Management Board regarding the appropriation of profit for the financial year 2015 and the payment of dividends
  - d) the consolidated financial statements of FABRYKI MEBLI "FORTE" S.A. for the year 2015
  - e) reports on the activities of the Group FABRYKI MEBLI "FORTE" S.A. in the financial year 2015,
  - f) Reports of the Supervisory Board of the Company on the financial year 2015 covering:
    - Report on activity of Supervisory Board in the financial year 2015
    - Assessment of the situation taking into account the internal control system and risk management system, compliance and functioning of the system of internal audit,
    - Assessment of fulfilment by the Company of information obligation concerning the application of principles of corporate governance,
    - Assessment of rationality of the policy in the scope of sponsoring and charity, conducted by the Companyand the assessment of reports by the Supervisory Board referred to in paragraphs a, b, d, e and the Management Board proposal referred to in point. c above
7. Adopting resolutions on:
  - a) approval of financial statements for the year 2015
  - b) approving of the activities of Management Board 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) the discharge to the Members of the Management Board of duties for the financial year 2015
  - e) the discharge to the Members of the Supervisory Board of duties for the

financial year 2015

- f) approval of the consolidated financial statements of FABRYKI MEBLI "FORTE" S.A. for the year 2015
  - g) granting to the Management Board the authority to establish a uniform text of the Company's Statute,
  - h) granting authorization to the Management Board for obtaining own shares by the Company and creation of reserve capital designated for obtaining own shares.
8. Closing the meeting.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 3/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: election of the committee

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka resolves to elect to the Scrutiny Commission:  
.....

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 4/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning approval of the financial statements for the fiscal year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with its registered seat in Ostrów Mazowiecka decides to approve the financial statements for the fiscal year 2015, which consists of:

- a) introduction to financial reports,
- b) the financial statement for 31 December, 2015, which assets and liabilities are the sum of 681.394 thousand PLN (in words: six hundred and eighty one million, three hundred and ninety four thousand zloty),
- c) profit and loss account for the year from 1 January to 31 December 2015 with a net profit amounting 77.936 thousand PLN (seventy seven million nine hundred and thirty six thousand zloty),
- d) a statement of comprehensive income for the period from 1 January to 31 December 2015, showing a total income of PLN 78.799 thousand (in words: seventy eight million seven hundred and ninety nine thousand zloty),
- e) the statement of cash flows for the financial year from 1 January to 31 December 2015, showing an increase in cash amounting to PLN 33.015 thousand ( in words: thirty three million fifteen thousand zloty),
- f) the statement of cash flows for the financial year from 1 January to 31 December 2015, showing an decrease in cash amounting to net PLN 2.230 thousand (in words: two million two hundred and thirty thousand zloty)
- g) additional information and explanations.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 5/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning distribution of net profit of the Company for the financial year 2015 and the dividend payment Paragraph 1

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka decides to approve net profit in the financial year 2015

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 6/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning distribution of net profit of the Company for the financial year 2015 and the dividend payment

§1

1. The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" SA with registered office in Ostrów Mazowiecka decides to net profit in the financial year 2015 in the amount of 77.936.223,92 PLN (in words seventy seven million, nine hundred and thirty six thousand, two hundred and twenty three zloty and ninety two grosz) to be divided in the following manner:
  - a) the amount of PLN 23.901.084 (in words: twenty three million, nine hundred and one thousand, eighty four grosz) to be devoted for dividend,
  - b) the amount of PLN 54.035.139,92 (in words: fifty four million thirty five thousand, one hundred and thirty nine zloty and ninety two grosz) to the supplementary capital.
  
2. The dividend amount per share is 1.00 PLN (in words: one zloty).

§2

The Annual General Meeting of Shareholders of Shareholders resolves to specify:

- a) the date of gaining the right to the dividend on 25 May 2016
- b) the dividend payment date at 13 June 2016

§3

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 7/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning granting to the Chairman of the Management Board, Maciej Formanowicz, the discharge of duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka provides Maciej Formanowicz - Chairman of the Management Board the discharge of duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO. 8/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning granting to the Member of the Management Board, Gert Coopmann, the discharge of his duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI FORTE" S.A. with registered office in Ostrów Mazowiecka grants the Management Board, Gert Coopmann, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 9/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning granting to the Member of the Management Board, Klaus Dieter Dahlem, the discharge of his duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI FORTE" S.A. with registered office in Ostrów Mazowiecka grants the Management Board, Klaus Dieter Dahlem, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 10/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: granting Member of the Supervisory Board, Maria Małgorzata Florczuk, the discharge of her duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants Maria Małgorzata Florczuk, - Member of the Supervisory Board the discharge of duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 11/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: granting to the Member of the Management Board, Mariusz Gazda, the discharge of his duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants Mariusz Gazda - Member of the Management Board the discharge of duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meetin

DRAFT

**RESOLUTION NO. 12/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning granting to the Member of the Management Board, Rafał Prendke, the discharge of his duties for the period from 1 January 2015 to 4 February 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants the Member of the Management Board, Rafał Prendke, the discharge of his duties for the period from 1 January 2015 to 4 February 2015

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

DRAFT

**RESOLUTION NO. 13/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning granting the Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, the discharge of his duties for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka decides to grant Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 14/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning: granting the Deputy Chairman of the Supervisory Board, Stefan Golonka, the discharge of his duties for the year 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants to Deputy Chairman of the Supervisory Board, Stefan Golonka, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 15/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" SA with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: granting to the Member of the Supervisory Board, Tomasz Domagalski, the discharge of his duties for the year 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants to the Member of the Supervisory Board, Tomasz Domagalski, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 16/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: granting to the Member of the Supervisory Board, Stanisław Krauz, the discharge of his duties for the year 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants to the Member of the Supervisory Board, Stanisław Krauz, the discharge of his duties for the year 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO. 17/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning: granting to the Member of the Supervisory Board, Jerzy Smardzewski, the discharge of his duties for the period from 19 May 2015 to 31 December 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI"FORTE" S.A. with registered office in Ostrów Mazowiecka grants to the Member of the Supervisory Board, Jerzy Smardzewski, the discharge of his duties for the period from 19 May 2015 to 31 December.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 18/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning: granting to the Member of the Supervisory Board, Władysław Frasyniuk, the discharge of his duties for the period from 1 January 2015 to 19 May 2015.

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka grants to the Member of the Supervisory Board, Władysław Frasyniuk, the discharge of his duties for the period from 1 January 2015 to 19 May 2015.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 19/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning approval of the consolidated financial statements of FABRYKI MEBLI "FORTE"  
S.A. for the year 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka decides to approve the consolidated financial statements of FABRYKI MEBLI "FORTE" S.A. for the financial year 2015, which consists of:

- a) the consolidated statement of financial position as at 31 December 2015, which assets and liabilities are the sum of PLN 738.350 thousand (in words: seven hundred and thirty eight million, three hundred and fifty thousand zloty)
- b) the consolidated profit and loss account for the period from 1 January to 31 December 2015, showing a net profit of 84.373 thousand PLN (in words: eighty four million, three hundred and seventy three thousand zloty),
- c) the consolidated statement of comprehensive income for the period from 1 January to 31 December 2015, showing a total income of 85.306 thousand PLN (in words: eighty five million, three hundred and six thousand zloty)
- d) the consolidated statement of changes in equity for the period from 1 January to 31 December 2015, showing an increase in equity of 57.174 thousand PLN (in words: fifty seven million, one hundred and seventy four thousand zloty),
- e) the consolidated statement of cash flows for the financial year from 1 January to 31 December 2015, showing an decrease in cash amounting to PLN 701 thousand (in words: seven hundred and one thousand zloty)
- f) additional information regarding accepted accounting principles and explanations.

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 20/2016  
of the Annual General Meeting of Shareholders  
FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów  
Mazowiecka on 17 May 2016**

Concerning: approval of the report of the Management Board of the FABRYKI MEBLI  
"FORTE" S.A. Group's activities in 2015

§1

The Annual General Meeting of Shareholders of FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów Mazowiecka decides to approve the report of the Management Board of the FABRYKI MEBLI "FORTE" S.A. Group's activities in the financial year 2015

§2

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO. 21/2016**  
**of the Annual General Meeting of Shareholders**  
**FABRYKI MEBLI "FORTE" S.A. with registered office in Ostrów**  
**Mazowiecka on 17 May 2016**

Concerning: granting authorization to the Management Board to issue by the Company of own shares of the Company and to create supplementary capital designated for the purchase of own shares.

Annual General Meeting of Shareholders of FABRYKI MEBLI „FORTE” S.A. ("Company") acting pursuant to art. 362 § 1 point 8, art. 362 § 2, art. 393 point 6 and art. 396 § 4 and 5 of the Code of Commercial Companies decides to resolve as follows;

§ 1

1. Annual General Meeting of Shareholders authorizes the Management Board of the Company to obtain own shares of the Company on conditions and in the mode established by the hereby Resolution and to undertake any necessary factual or legal actions for obtaining the shares of the Company ("**Authorization**").
2. The subject of obtaining may be exclusively fully covered bearer shares of the Company of all series, which have been entered into circulation on the regulated market conducted by the Warsaw Stock Exchange S.A. in Warsaw with registered seat in Warsaw and are marked with code ISIN PLFORTE00012, issued by the National Depository for Securities S.A. with its seat in Warsaw ("**Shares**").
3. Company will acquire Shares on the following terms:
  - a) total nominal value of Shares with other own shares obtained by the Company will not exceed 20% of the value of company share capital, that is the amount of PLN 4,780,216.80 ( in words: four million, seven hundred and eighty thousand, two hundred and sixteen zloty and eighty grosz), and thus, the number of Shares obtained pursuant to the Authorization together with other own shares owned by the Company will not exceed 4,780,216 (in words: four million seven hundred and eighty thousand, two hundred and sixteen),
  - b) regardless of the provisions specified in point a) above the number of Shares obtained pursuant to the Authorization will be established in consideration of additional limitation of the fact that the total price of Shares increased by costs of obtaining will not exceed the amount of supplementary capital created pursuant to § 3 of the hereby Resolution and designated for financing of Shares acquisition,
  - c) minimum amount of payment per share under the Authorization will amount to PLN 1 (in words: one zloty),
  - d) minimum amount of payment per one Share under the Authorization will be PLN 65 (in words: sixty five zloty),
  - e) total maximum amount of payment for Share acquisition increased by costs of acquisition will not exceed PLN 239,988,736 ( in words: two hundred and thirty nine million, nine hundred and eighty eight thousand, seven hundred and thirty six zloty),
  - f) if the Management Board decides about the acquisition of Shares, the shares will be acquired in such a way so that the Company directs to all its shareholders an invitation for submission of sale offers of shares under the Authorization. Buyout of shares in such a case will be conducted under the Authorization proportionally, which means that in case when the total number of shares of the Company covered by all sale offers

submitted in the term of their submission will be higher than the total number of shares of the Company that the Company intends to acquire based on the above noted invitation for submission of sale offers, the Company will conduct proportional reduction of the number of shares covered by sales offers submitted by Company shareholders,

- g) acquisition of Shares, under the Authorization may occur within the term no later than on 31 December 2017, whilst, it may be realized in the above term once (in its entirety) and partially (in instalments), within the term or terms defined by the Company Management in fulfilling of the hereby Authorization,
  - h) does not exclude the acquisition of Shares under the public call for subscription to sale of Company shares,
  - i) acquisition of Shares will be entirely funded from the supplementary capital created for this purpose in accordance with the hereby Resolution from the amount which according to art. 348 § 1 of the Code of Commercial Companies may be designated for division among the shareholders.
4. The Management Board, in the best interest of the Company, may:
- a) end the acquisition of Shares prior to 31 December 2017 or prior to the exhaustion of all means designated for their acquisition,
  - b) resign from acquisition of shares in their entirety or part.

## § 2

1. The Annual General Meeting of Shareholders authorizes the Management Board of the Company to conduct all factual and legal actions necessary for acquiring own shares of the Company in the mode of art. 362 § 1 point 8 of the code of commercial companies, including in case of decision made by the Management Board on obtaining shares via investment firm, to conclude with such a company or companies agreements on purchase of Shares.
2. The Company Management Board is authorized to define the remaining the other principles of Shares acquisition in the scope not regulated by the hereby Resolution. The number of acquired Shares, method of their acquisition, purchase price, term or terms of purchase of Shares and conditions of potential resale will be settled by the Company Management Board in consideration of the limitations stemming from the hereby Resolution.

## § 3

1. The Annual General Meeting of Shareholders, acting pursuant to art. 348 § 1, art. 362 § 2 point 3 and art. 396 § 4 and 5 of the Code of Commercial Companies decides to create a reserve capital in the amount of PLN 239,988,736 ( in words: two hundred and thirty nine million, nine hundred and eighty eight thousand, seven hundred and thirty six zloty) designated in its entirety for the acquisition of own Shares, based on the authorization from the Annual General Meeting of Shareholders included in the hereby Resolution and for the funding of costs of their acquisition.
2. Creation of the reserve capital as specified above in par. 1 will take place through the transfer of funds to it which in accordance with art. 348 § 1 of the Code of Commercial Companies might be designated for the division amongst the shareholders, that is through the transfer of:
  - a) the amount PLN 185,953,596.08 (in words: one hundred and eighty five million, nine hundred and fifty three thousand, five hundred and ninety six zloty and eight grosz) from reserve capital of the Company indicated in the financial statement of 2015 in own capitals under the item 28.2 as "other reserve capital" and
  - b) the amount of PLN 54,035,139.92 ( in words: fifty four million, thirty five thousand,

one hundred and thirty nine zloty and ninety two grosz) from reserve capital of the Company corresponding to the amount designated for it capital on the basis of Resolution no. 6/2016 of the Annual General Meeting of Shareholders of today regarding the division of net profit of the Company for the financial year 2015 and the dividend payment.

§ 4

This Resolution shall come into force on the date of its adoption.

Chairman of the Annual General Meeting

**Legal basis:**

Art. 56 section 1 point 2 of the Act of the 29th of July on Public Offer and Conditions of Introducing Financial Instruments to Organised Trading and on Public Companies (Journal of Laws from 2009, No 1439 as amended).

