

**ANNOUNCEMENT OF THE MANAGEMENT BOARD  
ABOUT CALLING OF AN ANNUAL GENERAL MEETING  
OF FABRYKI MEBLI "FORTE" SPÓŁKA AKCYJNA  
WITH ITS REGISTERED OFFICE IN OSTRÓW MAZOWIECKA  
AS AT 14 JUNE 2019**

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 Warsaw, 14<sup>th</sup> 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 14 June 2019 in Ostrów Mazowiecka, at the seat of the Company, in the conference room at ul. Biała 1.

**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 2018,
  - b) The consolidated financial statements of the FABRYKI MEBLI "FORTE" S. A. Capital Group for the financial year 2018,
  - c) Reports of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2018 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2018,
  - d) the Management Board's motion to cover the net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year 2018,
  - e) The report of FABRYKI MEBLI „FORTE” S.A. Supervisory Board in the financial year 2018, including:
    - The report on the activities of the Supervisory Board in the financial year 2018,
    - 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 disclosure information obligations connected with the application of corporate governance practices,

- 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 2018,
    - b) approval of the Consolidated Financial Statements of the Capital Group FABRYKI MEBLI "FORTE" S.A. for the financial year 2018,
    - c) approval of the Report of the Management Board on the operations of FABRYKI MEBLI "FORTE" Capital Group S.A. in the financial year 2018 comprising the Management Board Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2018,
    - d) coverage of the net loss of FABRYKI MEBLI "FORTE" S.A. for the financial year 2018,
    - e) granting a vote of approval to Members of the Management Board for the performance of their duties for the financial year 2018,
    - f) granting discharge to Members of the Supervisory Board from performing their duties for the financial year 2018.
  8. Adopting resolutions on:
    - a) making changes to the Company's Articles of Association ,
    - b) granting the Supervisory Board authorization to determine the uniform 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 29 May 2019 (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 30 May 2019.

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 3 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, 12, and 13 June 2019.

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 24 May 2019. 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.

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.

### ***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 13 June 2019 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 30 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.

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 AGM Secretariat, tel. (029) 6442115 or 6442188, email: [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 of the Company, the Management Board publishes the content of the provisions of the Articles of Association in force (Ad. 8a of the agenda).

§ 4 pkt 1':

*4.1'. The Company's share capital was conditionally increased by no more than 450,000 (four hundred fifty thousand) zlotys, by issuing no more than 450,000 (four hundred and fifty thousand) series G ordinary bearer shares with a nominal value of 1 (one) zloty each, in order to grant rights to subscribe for series G shares by subscribers of series A, B and C subscription warrants issued pursuant to the Resolution of the Annual General Meeting of the Company of June 22, 2011. § 4 point 1 ":*

*4.1. " The Company's share capital was conditionally increased by no more than 356,220 (three hundred fifty six thousand two hundred twenty) zlotys, by issuing no more than 356,220 (three hundred fifty six thousand two hundred and twenty) H series ordinary bearer shares with a nominal value of 1 (one) zloty each share, in order to grant rights to subscribe for series H shares by holders of D, E and F series subscription warrants issued pursuant to the Resolution of the Annual General Meeting of the Company dated 10 June 2014.*

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)