

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE” S.A. with its registered in Ostrów  
Mazowiecka of 14 June 2019**

Regarding:                   the election of the Chairman of the Annual General Meeting

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect  
..... as Chairman  
of the Annual General Meeting.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI „FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

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

§1

The Annual General Meeting of FABRYKI MEBLI „FORTE” Spółka Akcyjna with its registered office 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. 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) the Company’s 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 items a,b,c and the motion of the Management Board indicated in item 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) changes to the Articles of Association of FABRYKI MEBLI "FORTE" S.A.,
  - 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.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                   the election of the Ballot Counting Committee

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to elect the following persons as members of the Ballot Counting Committee: .....

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: the approval of the FABRYKI MEBLI “FORTE” S.A. financial statements for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Company’s financial statements for the financial year 2018, including:

- a) the statement of financial situation (balance sheet) prepared as at 31 December 2018, presenting the total balance of assets and liabilities in the amount of PLN 934.973 thousand (nine hundred thirty four million nine hundred seventy three thousand zlotys),
- b) profit and loss account for the financial year from January 1 to December 31, 2018 showing a net loss of PLN 2.534 thousand PLN (in words: two million five hundred and thirty four thousand zlotys),
- c) the statement of comprehensive income for the financial year from January 1 to December 31, 2018 showing a decrease of total income by PLN 23,614 thousand zlotys (in words: twenty-three million, six hundred and fourteen thousand zlotys),
- d) the statement of changes in equity for the year from January 1 to December 31, 2018, showing a decrease in equity by PLN 23,614 (twenty-three million, six hundred and fourteen thousand zlotys),
- e) statement of cash flows for the financial year from January 1 to December 31, 2018 showing a net decrease in cash and cash equivalents by PLN 1,694,000 PLN (one million, six hundred and ninety-four thousand zlotys),
- f) additional information including a description of the adopted accounting principles and explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: the approval of the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the consolidated financial statements of the FABRYKI MEBLI “FORTE” S.A. Capital Group for the financial year 2018, including:

- a) the consolidated statement of financial position (balance sheet) prepared as at December 31, 2018, which is closed on the side of assets and liabilities PLN 1,649.344 (in words: one billion, six hundred and forty-nine million, three hundred and forty-four thousand zlotys),
- b) the consolidated profit and loss account for the financial year from January 1 to December 31, 2018 showing a net profit of PLN 34,454,000 (in words: thirty four million four hundred fifty four thousand zlotys),
- c) the consolidated statement of comprehensive income for the financial from January 1 to December 31, 2018 showing a decrease of total income by 22,347,000 (in words: twenty-two million three hundred and forty-seven thousand zlotys),
- d) the consolidated statement of changes in equity for the financial year from January 1 to December 31, 2018 showing a decrease in equity by PLN 22,348,000 (in words: twenty-two million three hundred and forty-eight thousand zlotys),
- e) consolidated statement of cash flows for the financial year ending on December 31, 2018 showing a net decrease in the state cash and cash equivalents by PLN 6,364,000 (in words: six million three hundred and sixty-four thousand zlotys),
- f) additional information including a description of the adopted accounting principles and explanatory notes.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: 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

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka resolves to approve the Management Board's Report on the operations of the Capital Group FABRYKI MEBLI "FORTE" S.A. in the financial year 2018 comprising the Management Board's Report on FABRYKI MEBLI "FORTE" S.A. in the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

Justification in accordance with the principle I.Z.1.17. Of Best Practices of WSE Listed Companies

Pursuant to art. 395 § 2 point 1) of the Commercial Companies Code, the subject of the Ordinary General Meeting of Shareholders should be consideration and approval of the management board's report on the company's operations for the previous financial year. In accordance with art. 55 act 2a of the Accounting Act, the report on the operations of the Capital Group may be prepared together with the statement of the parent undertaking's activity as a single report. Using this right, the Company prepared one report of the FABRYKI MEBLI "FORTE" S.A. Capital Group, which also includes a description of activities of FABRYKI MEBLI "FORTE" S.A.

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: coverage of the net loss FABRYKI MEBLI "FORTE" S.A. for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna with its registered office in Ostrów Mazowiecka decides on the net loss incurred in the financial year 2018 in the amount of PLN 2,534.311,13 (in words: two million five hundred thirty four thousand three hundred and eleven zlotys) cover from capital spare).

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the President of the Management Board, Maciej Formanowicz, for the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by Member of the  
   Management Board, Klaus Dieter Dahlem, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Klaus Dieter Dahlem, for the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:            acknowledgement of the fulfilment of duties by Member of the  
                                 Management Board, Andreas Disch, for the period from May 8, 2018 to  
                                 December 31, 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Andreas Disch, for the period from May 8, 2018 to December 31, 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: acknowledgement of the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Maria Małgorzata Florczuk, for the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by Member of the  
   Management Board, Mariusz Jacek Gazda, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Mariusz Jacek Gazda, for the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by Member of the  
   Management Board, Gert Coopmann, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by Member of the Management Board, Gert Coopmann, for the financial year 2018.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the Chairman of the  
Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial  
year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its  
registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the  
Chairman of the Supervisory Board, Zbigniew Mieczysław Sebastian, for the financial year  
2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:            acknowledgement of the fulfilment of duties by the Vice Chairman of the  
Supervisory Board, Bernard Woźniak, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its  
registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the  
Chairman of the Supervisory Board, Bernard Woźniak, for the financial year 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting



**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding: acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Stanisław Krauz, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Member of the Supervisory Board, Stanisław Krauz, for the financial year 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Jerzy Smardzewski, for the financial year 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Member of the Supervisory Board, Jerzy Smardzewski, for the financial year 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Piotr Szczepiórkowski, from June 21, 2018 to  
December 31, 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the Member of the Supervisory Board, Piotr Szczepiórkowski, from June 21, 2018 to December 31, 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:            acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Piotr Szczepiórkowski, for the period from June 21,  
2018 to December 31, 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its  
registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the  
Member of the Supervisory Board, Piotr Szczepiórkowski, for the period from June 21, 2018  
to December 31, 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Jacek Tucharz, for the period from June 21, 2018 to  
December 31, 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its  
registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the  
Member of the Supervisory Board, Jacek Tucharz, for the period from June 21, 2018 to  
December 31, 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka  
of 14 June 2019**

Regarding:                    acknowledgement of the fulfilment of duties by the Member of the  
Supervisory Board, Tomasz Domagalski, for the period from January 1,  
2018 to June 21, 2018

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its  
registered office in Ostrów Mazowiecka acknowledges the fulfilment of duties by the  
Member of the Supervisory Board, Tomasz Domagalski, for the period from January 1, 2018  
to June 21, 2018

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI "FORTE" S.A. with its registered office in Ostrów Mazowiecka of  
14 June 2019**

Regarding: introducing amendments to the Company's Articles of Association

§1

The Annual General Meeting of FABRYKI MEBLI "FORTE" Spółka Akcyjna based in Ostrów Mazowiecka hereby decides:

I. Remove 4.1 'with the following wording:

'4.1'. The Company's share capital was conditionally increased by no more than PLN 450,000 (four hundred fifty thousand), 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 holders 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. "

II. Remove 4.1 "with the following wording:

"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 subscription warrants series D, E and F, issued on the basis of the Resolution of the Annual General Meeting of the Company of June 10, 2014. "

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting

Justification in accordance with the principle I.Z.1.17. Good Practices of WSE Listed Companies.

The proposed amendment to the Company's Articles of Association results from the need to adapt its wording to the actual state by removing outdated provisions relating to the conditional increase in share capital in connection with the implementation of the Incentive Scheme I, which was implemented on the basis of the Resolution of the Annual General Meeting of the Company dated 22 June 2011 and the Incentive Scheme II, which was implemented on the basis of the resolution of the Annual General Meeting of the Company of June 10, 2014. Above mentioned incentive programs have been terminated and the mention of the nominal value of the conditional increase in the Company's share capital is no longer disclosed in the National Court Register.

**RESOLUTION NO /2019  
of the Annual General Meeting  
of FABRYKI MEBLI “FORTE” S.A. with its registered office in Ostrów Mazowiecka of  
14 June 2019**

Regarding:                   granting the Supervisory Board authorisation to determine  
the consolidated text of the Company's Articles of Association

§1

The Annual General Meeting of FABRYKI MEBLI “FORTE” Spółka Akcyjna with its registered office in Ostrów Mazowiecka authorises the Supervisory Board of FABRYKI MEBLI “FORTE” S.A. to determine the consolidated text of the Company's Articles of Association, which will include the amendments introduced at the Annual General Meeting of FABRYKI MEBLI “FORTE” S.A. on 14 June 2019, and to make the necessary editorial corrections.

§2

The resolution shall come into force upon its adoption.

Chairman of the Annual General Meeting