**Special power of attorney**

**For shareholders legal entities**

**for the Extraordinary General Meeting of Shareholders (EGMS)**

**FORT S.A.**

**from 21.03.2025/24.03.2025**

**The Undersigned,\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\*It will be filled in with the name of the shareholder legal entity*

with registered office located in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-legal entities\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be filled in with the name and surname of the legal representative of the shareholder legal person, as they appear in the documents proving the quality of representative*

As a shareholder of **FORT S.A.**, a Romanian legal entity, with its headquarters in Bucharest, Sector 5, 44 Serg. Ion Nutu Street, ONE COTROCENI PARK, building A and building B, 4th Floor, registered with the Trade Register under no. J40/9427/2015, sole registration code 34836770 **(the Company),**

We hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the authorized natural person to whom this power of attorney is granted*

Identified with B.I./C.I./passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***OR***

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*\* To be filled in with the name of the shareholder legal entity*

with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-resident legal entities\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the legal representative of the legal person shareholder, as they appear in the documents proving the quality of representative*

as my representative in the EGMS of the Company that will take place on **21 March 2025**, at **12:00 PM (Romanian time) – the first convocation** and, respectively **24 March 2025**, **at 12:00 PM (Romanian time)** – the second convocation, to exercise the voting right related to my holdings registered in the shareholders' register on the reference date, as follows:

**For agenda item no. 1, respectively: Approval** of the amendment of the Company’s Articles of Incorporation to update Article 5 regarding the Company’s activities (sections 5.1 – 5.3), as a result of the legislative changes effective from 1 January 2025, aligning with the updated nomenclature of economic activities under the **NACE Rev. 3** classification, and with the activities that the Company wishes to authorize, as follows:

*„„5.1. The main activity of the Company, according to NACE Rev. 3, is represented by: 621 - Programming activities.*

*5.2. The main activity of the Company, according to NACE Rev. 3, is represented by: NACE Code 6210 - Custom software development activities (customer-oriented software)..*

*5.3. The Company will also carry out other activities included in the secondary object of activity, according to NACE Rev. 3, as follows::*

*NACE ACTIVITY*

***4650*** *- Wholesale of computer and telecommunications equipment;*

***6220*** *- Information technology consultancy and management (management and operation) of computing resources;*

***6290*** *- Other information technology service activities;*

***6391*** *- Web portal activities;*

***6392*** *- Other information service activities n.e.c;*

***7020*** *- Business and management consultancy activities;*

***7210*** *- Research and development in natural sciences and engineering;*

***7820*** *- Temporary employment agency activities and other human resources provision;*

***8559*** *- Other education n.e.c.”*

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| FOR | AGAINST | ABSTENTION |
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**For agenda item no. 2, respectively: Approval** of the amendment of the Company's Articles of Incorporation, by eliminating the preamble regarding the Company's shareholders, and by amending Article 6 regarding the share capital, as follows:

*„„Article 6. Share capital*

*The share capital of the Company is expressed in RON and is subscribed and paid in cash. The share capital of the Company is RON 1,120,928.60, being fully subscribed and paid..*

*The share capital is divided into 11,209,286 ordinary, registered, dematerialized shares, each having a nominal value of RON 0.1..*

*The quality of shareholder of the Company is certified by an account statement issued by Depozitarul Central SA.*

*The identification data of each shareholder, each shareholder's contribution to the share capital, the number of shares to which he is entitled and the participation quota in the total share capital are included in the Shareholders' Register kept in a computerized system by the Depozitarul Central.”*

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**For agenda item no. 3, respectively: Approval** of the amendment of the Company's Articles of Incorporation, by amending Article 11.2 letter d), in order to eliminate the OGMS's authority to set the remuneration due to the financial auditor, as follows:

„*11.2. The main powers of the Ordinary General Meeting of Shareholders of the Company are:*

*[…]*

*d) to set the remuneration due for the current financial year to the members of the Board of Directors;*

*[…]*”

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**For agenda item no. 4, respectively: Approval** of the amendment of the Articles of Incorporation of the Company, by amending Article 17.2, and by eliminating the identification data of the members of the Board of Directors, as follows:

*„17.2. As of the date of this Articles of Incorporation, the Board of Directors of the Company is composed of 3 (three) directors.”*

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**For agenda item no. 5, respectively: Approval** of the amendment of the Company's Articles of Incorporation, by eliminating Article 23.6, in the sense of eliminating the identification data of the Company's financial auditor.

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**For agenda item no. 6, respectively: Approval** of the power of attorney granted to the General Manager, to sign on behalf of the shareholders the EGMS resolution, as well as all documents to be adopted by the EGMS, and to fulfill all legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, the General Director, and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required for the implementation of the EGMS resolution, including the Company’s Articles of Incorporation, and to undertake any actions and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

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*Note:* *Indicate the vote cast by checking with an "X" one of the spaces for "FOR", "AGAINST" or "ABSTENTION". If more than one space is ticked with an "X" or no space is ticked, the respective vote is considered null / not considered exercised*.

**This special power of attorney:**

1. is valid only for the EGSM for which it was requested, and the representative has the obligation to vote in accordance with the instructions formulated by the shareholder who appointed him, under the sanction of annulment of the vote by the secretaries of the EGSM meeting;
2. the deadline for the registration of special proxies at the Company is 19.03.2025, at 11:00 (Romanian time);
3. it is drafted in 3 original copies, of which: one copy remains with the principal, one copy will be handed to the proxy and one copy will be communicated to the Company;
4. is signed and dated by the mandating shareholder; in the case of collective shareholders, it is signed by all collective shareholders;
5. will be completed by the mandating shareholder in all registered fields;
6. contains information in accordance with the Articles of Association of the Company, Law no. 31/1990, Law no. 24/2017.

**We attach to this special power of attorney:**

* the certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State in which the subscriber is legally registered, 30 days before the reference date and allowing the identification of the subscriber in the register of shareholders of FORT SA, on the reference date (11.03.2025), issued by Depozitarul Central SA. has not been informed in time about the name of the subscriber's legal representative (so that the shareholders' register at the reference date reflects this), the finding certificate / similar documents mentioned above will have to prove the subscriber's legal representative, and
* copy of the identity document of the authorized natural person (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens).

**OR**

* in the case of the authorized legal person, we also attach its certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State of origin, indicating, among others, the identity of its legal representative, with a maximum of 30 days before the reference date.

**Date of granting the special power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* In the event that the shareholder successively transmits more than one special power of attorney, the Company will consider that the special power of attorney having a later date revokes the previous special power of attorney (s).*

**Name of shareholder legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name and surname of legal representative: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* To be filled in with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, capital letters*

**Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* It will be filled in with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable*