



## Current report no. 36 / 2025

Current report according to	Law 24/2017, ASF Regulation 5/2018
Date of report	19.12.2025
Company name	FORT S.A.
Social address	109-111 Șerban Vodă str., space no. 1, grand floor, district 4, Bucharest
Headquarters	109-111 Șerban Vodă str., space no. 1, grand floor, district 4, Bucharest
Phone/Fax	021.527.16.00 / 021.527.16.98
CUI	34836770
Trade Register No	J40/9427/2015
The market on which the shares are traded	Segment: SMT / Categoria: AeRO Premium
Tycker	4RT
Share capital	RON 1,120,928.60
The main characteristics of securities issued by the Company	11,209,286 shares at a individual face value of RON 0.10

**Important events to be reported:** Resolution of the OGMS dated 18.12.2025

On 18.12.2025, starting with 3:00 p.m., at the headquarters of the Company located in Bucharest, District 4, 109-111 Șerban Vodă str., space no. 1, grand floor, took place the Ordinary General Meeting of Shareholders of FORT S.A. (the "Company"). The legal and statutory quorum for the meeting was constituted at first convocation.

The resolution of the Ordinary General Meetings of Shareholders of the Company is attached to this Current Report.

Chief Executive Officer FORT

Delia-Alina Necula



## DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS) OF FORT S.A.

DATED 18.12.2025

The Ordinary General Meeting of Shareholders **FORT S.A.**, a Romanian legal entity, with its headquarters in Romania, Bucharest, 109-111 Șerban Vodă Street, ground floor, space no.1, 4th District, registered with the Trade Register under no. J2015009427408, sole registration code 34836770, having a subscribed and paid-up share capital of RON 1,120,928.60, divided into 1,019,026 shares (hereinafter referred to as the "**Company**"), assembled on **18.12.2025**, at **15:00**, at the first convocation, at the address of the registered office of the Company located in Romania, Bucharest, 109-111 Șerban Vodă Street, ground floor, space no.1, 4th District, chaired by **Ms. ANCA MANITIU**, as a member of the Board of Directors, having as secretary of the meeting elected **Mr. ANDREI RESMERITA**,

according to the list of present shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated **18.12.2025**, the Ordinary General Meeting of Shareholders ("**OGMS**") was attended by shareholders representing 74,0749 % of the share capital and 74,0749% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS Decision,

### Considering:

- The provisions of the Companies Law no. 31/1990, republished, with subsequent amendments ("**Companies Law**"), of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation No. 5/2018**") and the Company's Articles of Incorporation ("**Articles of Incorporation**");



- The fact that, in accordance with the Articles of Incorporation of the Company, the OGMS was convened through the convening notice of 17.11.2025 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 5514 dated 17.11.2025, in the newspaper Jurnalul National dated 17.12.2025, and on the Company's website at <https://fortcyber.com/ro/>, section Investors > General Meeting of Shareholders;
- The fact that, at the OGMS meeting of **18.12.2025** were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 08.12.2025, marked as Reference Date;
- The fact that, during the OGMS meeting, the minutes were drawn up containing all the debates, objections and votes of the shareholders present or validly represented or which voted validly by correspondence, and which formed the basis for issuing this OGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

**As well as the agenda for the OGMS meeting of 18.12.2025 described below:**

1. The resignation of the member of the Company's Board of Directors, namely **Astasia Consulting SRL**, represented by its permanent representative **Mr. Vladimir Ghita**, shall be acknowledged, effective as of **November 1, 2025**, and the discharge of liability for the activities carried out in this capacity is hereby approved.
2. The appointment of a new member to the Company's Board of Directors, starting from the date of appointment, namely the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on **December 18, 2025**, for a term of four (4) years from the date of appointment, the mandate thus expiring on **December 18, 2029**, such member to have the powers and duties provided in the Company's Articles of Association for the members of the Board of Directors.
- 2.<sup>1</sup> The election of 2 (two) new members to the Company's Board of Directors, in addition to the member appointed in accordance with item 2, starting from the date of their appointment, namely the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders



dated 18.12.2025, for a period of 4 (four) years as of the appointment date, with the mandate expiring on 18.12.2029, and who shall have the powers and duties provided in the Company's articles of association for members of the Board of Directors. In this respect, the provisions of Article 17.2 of the Company's articles of association, regarding the number of members of the Board of Directors, shall be amended accordingly, with the Company's Board of Directors to be composed of 5 (five) members.

3. Approval of the template mandate agreement for the member of the Board of Directors appointed pursuant to item 2 on the agenda.
- 3.<sup>1</sup> Approval of the template mandate agreement for the members of the Board of Directors appointed pursuant to item 2<sup>1</sup> on the agenda.
4. Approval of the authorization of the General Director to sign the mandate agreement to be concluded with the new member of the Board of Directors. The mandate agreement shall be signed in the name and on behalf of the Company by the General Director of the Company.
- 4.<sup>1</sup> Approval of the authorization of the General Director to sign the mandate agreements to be concluded with the new members of the Board of Directors appointed pursuant to item 2<sup>1</sup> on the agenda. The mandate agreements shall be signed in the name and on behalf of the Company by the General Director of the Company.
5. Approval of the establishment and granting of an individual fixed monthly remuneration for the newly appointed member of the Board of Directors, in the amount of RON 5,000 gross, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on December 18, 2025.
- 5.<sup>1</sup> Approval of the establishment and granting of an individual fixed monthly remuneration for the newly appointed members of the Board of Directors pursuant to item 2<sup>1</sup> on the agenda, in the amount of RON 5,000 gross, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on December 18, 2025 / December 19, 2025.
6. Approval of the revocation of the mandate of the financial auditor KPMG Audit SRL, having its registered office at Șoseaua București-Ploiești 89A, Bucharest, 013685, registered with the Bucharest Trade Register under no. J40/4439/2000, having the tax identification code 12997279, a company authorized by the Chamber of Financial Auditors of Romania under authorization no. 9/2001, and holding ASF approval no. 48/11.02.2016, such revocation to take effect as of December 19, 2025.



7. Approval of the appointment, as financial auditor, of JPA AUDIT & CONSULTANȚĂ SRL, a company incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 3, B-dul Mircea Vodă no. 35, Block M27, 3rd Floor, Apartment 9, Romania, registered with the Trade Register under no. J2002008639408, EUID ROONRC.J2002008639408, having the sole tax identification code 14863621, represented by Mr. Florin Toma as legal representative, for a term of four (4) calendar years, namely from December 19, 2025 until December 19, 2029.
8. Approval of the authorization of the General Director to sign, on behalf of the shareholders, the resolution of the Ordinary General Meeting of Shareholders, as well as all documents to be adopted by the meeting, and to carry out all legal formalities required for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegating such powers to third parties. Within the scope of the mandate granted, the General Director, as well as any of his/her sub-delegates, shall be entitled, without limitation, to perform all necessary formalities for signing, in the name and on behalf of the shareholders, all documents required for the implementation of the resolution of the Ordinary General Meeting of Shareholders, including the Articles of Association of the Company, and to undertake any actions and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

**Shareholders present or validly represented or who voted validly by correspondence, confirming the above-mentioned agenda, adopted the following decisions:**

**Decision no. 1**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;





With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** to acknowledge the resignation of the member of the Company's Board of Directors, namely **Astasia Consulting SRL**, represented by its permanent representative **Mr. Vladimir Ghita**, effective as of **November 1, 2025**, and the discharge of liability for the activities carried out in this capacity.

#### **Decision no. 2**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.271 votes representing 8.303.271 shares, 74,0749% of the share capital, 100 % of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.271 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749% of the total voting rights,



With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 1 abstentions or unspoken votes:

**The shareholders approved** the appointment of Ms. Anca Manitiu, as a new member to the Company's Board of Directors, starting from the date of appointment, namely the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on **December 18, 2025**, for a term of four (4) years from the date of appointment, the mandate thus expiring on **December 18, 2029**, such member to have the powers and duties provided in the Company's Articles of Association for the members of the Board of Directors.

#### **Decision no. 2<sup>1</sup>**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.293.021 votes representing 8.293.021 shares, 73.9835% of the share capital, 99.8765% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.9835% of the total voting rights, having been validly expressed;

With 7.904.537 valid votes cast "for" shareholders representing 95.1979% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 70.5178% of the total voting rights,

With 388.484 valid votes cast "against" the shareholders representing 4.6787% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 3.4657 % of the total voting rights;



Having been 1 abstentions and 10.250 unspoken votes:

**The shareholders approved** the election of Ms. **Andreea-Mihaiela Bulisache** as a member of the Company's Board of Directors, in addition to the member appointed in accordance with item 2, starting from the date of their appointment, namely the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders dated 18.12.2025, for a period of 4 (four) years as of the appointment date, with the mandate expiring on 18.12.2029, and who shall have the powers and duties provided in the Company's articles of association for members of the Board of Directors. In this respect, the provisions of Article 17.2 of the Company's articles of association, regarding the number of members of the Board of Directors, shall be amended accordingly, with the Company's Board of Directors to be composed of 5 (five) members.

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749 % of the share capital, and 74,0749% of the total voting rights,

A number of 8.005.358 votes representing 8.005.358 shares, 71.4172% of the share capital, 96.4121% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 71.4172% of the total voting rights, having been validly expressed;

With 7.544.403 valid votes cast "for" shareholders representing 90.8606% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.3049% of the total voting rights,

With 460.955 valid votes cast "against" the shareholders representing 5.5515% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 4.1123% of the total voting rights;

Having been 1 abstention and 297.913 unspoken votes:

**The shareholders approved** the election of Mr. **Ovidiu-Bogdan Moldovan** as a member of the Company's Board of Directors, in addition to the member appointed in accordance with item 2, starting from the date of their appointment, namely the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders dated 18.12.2025, for a period of 4 (four) years as of the appointment date, with the mandate expiring on 18.12.2029, and who shall have the powers and duties provided in the Company's articles of association for members of the Board of Directors. In this respect, the







provisions of Article 17.2 of the Company's articles of association, regarding the number of members of the Board of Directors, shall be amended accordingly, with the Company's Board of Directors to be composed of 5 (five) members.

### **Decision no. 3**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the template mandate agreement for the member of the Board of Directors appointed pursuant to item 2 on the agenda.

### **Decision no. 3<sup>1</sup>**



Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 7.914.788 valid votes cast "for" shareholders representing 95.3213% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 70.6092% of the total voting rights,

With 388.484 valid votes cast "against" the shareholders representing 4,6787% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 3,4657% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the approval of the template mandate agreement for the members of the Board of Directors appointed pursuant to item 2<sup>1</sup> on the agenda.

#### **Decision no. 4**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,



With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the authorization of the General Director to sign the mandate agreement to be concluded with the new member of the Board of Directors. The mandate agreement shall be signed in the name and on behalf of the Company by the General Director of the Company.

#### **Decision no. 4<sup>1</sup>**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:



**The shareholders approved** the authorization of the General Director to sign the mandate agreements to be concluded with the new members of the Board of Directors appointed pursuant to item 2<sup>1</sup> on the agenda. The mandate agreements shall be signed in the name and on behalf of the Company by the General Director of the Company.

#### **Decision no. 5**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the establishment and granting of an individual fixed monthly remuneration for the newly appointed member of the Board of Directors, in the amount of RON 5,000 gross, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on December 18, 2025.



**Decision no. 5<sup>1</sup>**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the approval of the establishment and granting of an individual fixed monthly remuneration for the newly appointed members of the Board of Directors pursuant to item 2<sup>1</sup> on the agenda, in the amount of RON 5,000 gross, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on December 18, 2025.

**Decision no. 6**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,



A number of 8.295.022 votes representing 8.295.022 shares, 74,0013% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0013% of the total voting rights, having been validly expressed;

With 8.295.022 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0013% of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 8.250 abstentions and 0 unspoken votes:

**The shareholders approved** the revocation of the mandate of the financial auditor KPMG Audit SRL, having its registered office at Șoseaua București-Ploiești 89A, Bucharest, 013685, registered with the Bucharest Trade Register under no. J40/4439/2000, having the tax identification code 12997279, a company authorized by the Chamber of Financial Auditors of Romania under authorization no. 9/2001, and holding ASF approval no. 48/11.02.2016, such revocation to take effect as of December 19, 2025.

#### **Decision no. 7**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;





With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the appointment, as financial auditor, of JPA AUDIT & CONSULTANȚĂ SRL, a company incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 3, B-dul Mircea Vodă no. 35, Block M27, 3rd Floor, Apartment 9, Romania, registered with the Trade Register under no. J2002008639408, EUID ROONRC.J2002008639408, having the sole tax identification code 14863621, represented by Mr. Florin Toma as legal representative, for a term of four (4) calendar years, namely from December 19, 2025 until December 19, 2029.

#### **Decision no. 8**

Validly present or represented or voting validly by correspondence, shareholders holding 8.303.272 voting rights, representing 74,0749% of the share capital, and 74,0749% of the total voting rights,

A number of 8.303.272 votes representing 8.303.272 shares, 74,0749% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74,0749% of the total voting rights, having been validly expressed;

With 8.303.272 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74,0749 % of the total voting rights,





With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 0 abstentions or unspoken votes:

**The shareholders approved** the authorization of the General Director to sign, on behalf of the shareholders, the resolution of the Ordinary General Meeting of Shareholders, as well as all documents to be adopted by the meeting, and to carry out all legal formalities required for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegating such powers to third parties. Within the scope of the mandate granted, the General Director, as well as any of his/her sub-delegates, shall be entitled, without limitation, to perform all necessary formalities for signing, in the name and on behalf of the shareholders, all documents required for the implementation of the resolution of the Ordinary General Meeting of Shareholders, including the Articles of Association of the Company, and to undertake any actions and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

***This Decision was adopted, in accordance with the legal provisions in force, as well as with the provisions of the Articles of Incorporation of the Company and with the minutes of the OGMS of 18.12.2025.***

Written and signed today, **18.12.2025**, in 4 (four) original copies.

Chairman of the OGMS

ANCA MANITIU

Meeting secretary

Mr. ANDREI RESMERITA

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