

**CONVENING NOTICE REGARDING THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF FORT S.A.**

The Board of Directors of **FORT S.A.**, a Romanian legal entity, having its registered office in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4, registered with the Trade Register under no. J2015009427408, having the sole tax identification code 34836770, and a subscribed and paid-up share capital of RON 1,120,928.60 (hereinafter referred to as the “**Company**”), divided into 1,019,026 shares, under Article 137<sup>2</sup> (2) of Company Law no. 31/1990, republished, as subsequently amended and supplemented (hereinafter referred to as the “**Company Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented, as well as the Articles of Association of the Company,

**CONVENES**

The **ORDINARY GENERAL MEETING OF SHAREHOLDERS** (hereinafter referred to as “**OGMS**”) at the Company’s headquarters in in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4, on **18.12.2025**, at **15:00**, to which all shareholders of the Company registered in the shareholders' register held by the Company at the end of **08.12.2025** (hereinafter referred to as the “**Reference Date**”) are invited. If the quorum requirements for validity are not met at the first convening, a second OGMS meeting will take place on **19.12.2025**, at **15:00**, at the same location, with the same agenda and the same Reference Date, and

**THE AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS WILL BE AS FOLLOWS:**

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 / December 19, 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.
3. Approval of the template mandate agreement for the member of the Board of Directors appointed pursuant to item 2 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.
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 / 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.

## GENERAL INFORMATION ON THE OGMS

**Note:** *The Company recommends and encourages the shareholders :*

- i) to access the informative materials related to the agenda and the forms for the OGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://fortcyber.com/fort-report/>);*
- ii) to access and exercise their right to vote within the OGMS through the platform dedicated to electronic voting (<https://fort.admin.evot.ro/login>), in accordance with the procedure set out in Section 4, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 4, point D below; and*
- iii) to use, as far as possible, means of distance communication to communicate with the Company, using in particular the email dedicated to investors, respectively [investors@fort.ro](mailto:investors@fort.ro);*
- iv) to constantly check the investor page (<https://fortcyber.com/fort-report/>) for news regarding the organization of OGMS.*

### 1. Documents related to and in connection with the agenda of the OGMS

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the OGMS will be available on the Company's website, the section dedicated to investor relations (<https://fortcyber.com/fort-report/>). The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the OGMS, also from the registered office of the Company in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4.

Among the documents related to and in connection with the agenda of the OGMS, are the following:

- a) the convening notice ;
- b) the documents to be presented at the meeting, related to and in connection with the agenda of the OGMS, as well as other informative materials on the issues on the agenda ;
- c) general/special empowerment forms for OGMS;
- d) correspondence ballots for for OGMS;
- e) OGMS draft resolution.

Each shareholder, regardless of his/her participation in the share capital of the Company, has the right to ask questions regarding the items on the agenda of the OGMS.

Questions will be submitted:

- a) **in writing, at the Company's headquarters in** Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4;
- b) **by electronic means**, at the e-mail address: [investors@fort.ro](mailto:investors@fort.ro), so that the requests are received by the Company by the date of **17.12.2025, at 18:00**.
- c) shareholders who have not submitted the questions by the date of **17.12.2025, at 18:00**, may address them directly within the OGMS, in person or through the online platform dedicated to electronic voting (<https://fort.admin.evot.ro/login>).

The Company will answer the questions asked by the shareholders within the OGMS, as the case may be, and/or by posting the answer on the Company's website, respectively <https://fortcyber.com/fort-report/>. The answers to the questions asked by the shareholders will also be included in the minutes of the meeting, completed in accordance with the legal provisions in force.

**2. The right to insert new items on the agenda. The right to present draft decisions for the items included or proposed to be included on the agenda.**

In accordance with the provisions of Article 117<sup>1</sup> para. (1) of the Companies Law, Art. 105. para. (3) of Law no. 24/2017, Article 189 of Regulation no. 5/2018 and art. 13.2 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

- i) introduce new items on the agenda of the OGMS, each item being accompanied by a justification or a draft decision proposed for approval by the general meeting; and
- ii) present draft decisions for the items included on the agenda of the OGMS, within a maximum of 15 days from the publication of the convening notice and under the terms of the law.

To the extent that the request to supplement the agenda meets all legal conditions, the Board of Directors shall resubmit the convening notice with the completed agenda, using the same procedure as that used for the previous agenda, at least 10 days before the date set for the OGMS, and in all cases before the Reference Date.

The shareholders' rights provided above can be exercised only in writing (sent by post or courier services, with acknowledgment of receipt, at the headquarters in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at [investors@fort.ro](mailto:investors@fort.ro)) by the latest on **03.12.2025** inclusively. The proposals will be accompanied by the following shareholder identification documents:

- i) **For natural persons:** certified true copy of the identity document (allowing its identification in the list of shareholders of the Company issued by the Central Depository);
- ii) **For legal persons:** a certified true copy of the identity document of the legal representative of the shareholder who is a legal person, accompanied by an ascertaining certificate issued by the Trade Register or another document issued by a similar authority in the state where the shareholder is registered, issued with no more than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time with regard to the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the shareholder submitting the proposals.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required .

The agenda supplemented with the items thus proposed by the shareholders will be published, at the latest on **05.12.2025**.

### **3. The right to nominate candidates for the position of member of the Board of Directors**

The Company's shareholders may submit proposals for candidates for appointment as a member of the Company's Board of Directors. In this regard, the proposals will include information about the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors, along with:

- i) certified true copy of the original of the identity document of the Company's shareholder (*in the case of individuals*, identity card, passport, residence permit, respectively, *in the case of legal entities*, identity card, passport, residence permit of the legal representative)
- ii) curriculum vitae of the person proposed for the position of member of the Board of Directors, and
- iii) in the case of a candidate's nomination for the position of independent member, a declaration on the candidate's own responsibility regarding the fulfilment of all eligibility criteria.

The Company's shareholders will be able to submit proposals regarding the members of the Board of Directors (accompanied by the documents proving the identity of the shareholder/director, according to Section 4, "*Participation and voting at the OGMS* " below), by sending a written request to [investors@fort.ro](mailto:investors@fort.ro), no later than **04.12.2025**, at **18:00**, with the written mention "**PROPOSAL OF CANDIDACIES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS**".

The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of director will be updated periodically to the extent that new proposals are received, at most once a day and will be available to the shareholders at <https://fortcyber.com/fort-report/>.

After the deadline for proposing candidacies has expired, the voting documents will be updated and published no later than **05.12.2025**.

#### **4. Participation and voting in the OGMS**

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **08.12.2025**, are entitled to participate and vote in the OGMS personally (in person or online, through the legal representatives in the case of shareholders legal persons), through the representative (on the basis of special or general power of attorney), in compliance with the incidental legal provisions - art. 105 paragraph (10) of Law no. 24/2017, or by correspondence (based on correspondence ballots).

The access and/or vote by correspondence of the shareholders entitled to participate in the OGMS is allowed by the simple proof of their identity made, *in the case of shareholders who are natural persons*, with the identity document and, *in the case of legal persons*, with the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person, is legally registered, presented in original or in copy according to the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required .

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the individual shareholder / legal representative of the legal person shareholder, as the case may be.

The capacity of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established on the basis of the list of shareholders from the Reference Date, received by the Company from the Central Depository.

**Shareholders registered in the Company's Shareholders Register on the Reference Date, may participate in the meeting and vote, as follows:**

#### **A. Personal vote**

The personal vote will be exercised after the proof of identity by the shareholder, as indicated below:

- i) in the case of shareholders who are natural persons, with the identity document (identity card, identity card, passport, residence permit) and,
- ii) *in the case of legal persons*, with the identity document of the legal representative (identity card, identity card, passport, residence permit), accompanied by the ascertaining certificate issued by the Trade Register, in original or certified true copy of the original, or of any equivalent document issued by a competent authority in the state where the shareholder legal person is legally registered, presented in the original or in a certified true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

Shareholders physically present at the **OGMS** can choose to cast their vote through physical ballots **or by using electronic means of voting**.

## **B. Electronic voting**

Electronic voting may be exercised by using electronic means of voting in accordance with Article 197 of Regulation no. 5/2018, by accessing the link <https://fort.admin.evot.ro/login> from any internet-connected device.

For identification and online access to OGMS, shareholders will provide the following information:

- **For natural persons:**
  - i) name and surname;
  - ii) personal identification number;
  - iii) e-mail address;

- iv) copy of the identity document (identity card, passport, residence permit) \*;
- v) phone number (optional).
- **For legal entities:**
  - i) the name of the legal person;
  - ii) unique registration code (CUI);
  - iii) the name and surname of the legal representative;
  - iv) the personal identification number of the legal representative;
  - v) e-mail address;
  - vi) identity document of the legal representative (identity card, passport, residence permit)\*;
  - vii) a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder who is a legal person is legally registered, presented in original or certified true copy of the original. The documents certifying the capacity of legal representative of the legal person shareholder will be issued no later than 30 days before the Reference Date\*;
  - viii) phone number (optional).

*\* the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.*

The documents submitted in a language other than Romanian or English will be accompanied by the translation made by a sworn translator with the signature notary public in Romanian/English.

The shareholder can log in and vote whenever he/she wishes within the designated voting range by mail and/or live, the last voting option (before the expiry of the voting session) being the one recorded.

If, following the process of identifying the identity of the shareholders, discrepancies arise between the data provided by the shareholder and those in the list of shareholders from the Reference Date, received by the Company from the Central Depository, the shareholder will be notified and will be directed to contact the Company at the e-mail address [investors@fort.ro](mailto:investors@fort.ro).

### C. Voting by representation with general power of attorney

The general power of attorney may be granted by the shareholders for a period not exceeding 3 years, allowing the representative to vote in all matters under discussion of the general meetings of shareholders.

The general power of attorney shall contain at least the following information:

- i) the name of the shareholder;
- ii) the name of the representative (the person to whom the power of attorney is granted);
- iii) the date of the power of attorney, as well as the period of its validity, in compliance with the legal provisions; the powers of attorney having a later date shall have the effect of revoking the previously dated powers of attorney;
- iv) specification of the fact that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company/companies for which the respective general power of attorney is used, individually or through a generic formulation relating to a certain category of issuers.

The general powers of attorney, before their first use, will be submitted to / sent to the registered office of the Company, located in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the FSA regulations, at the address [investors@fort.ro](mailto:investors@fort.ro)), so that they are registered as received at the Company's registry by the date of **16.12.2025, ora 15:00**. Powers of attorney not submitted within the time limit will not be considered.

For the validity of the mandate, the representative must have the capacity of either intermediary (in accordance with the provisions of Article 2 para. (1) point (19) of Law no. 24/2017), or lawyer, and the shareholder is their client. Also, the representative must not be in a conflict of interest, according to the provisions of art. 105 para. (15) of Law no. 24/2017. The representative cannot be substituted by

another person unless this right has been expressly conferred on him by the shareholder in the power of attorney.

If the representative is a legal person, it may exercise the mandate it receives through any person belonging to the administrative or management body or from among its employees.

The Company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requesting other additional documents related to that shareholder, if the general power of attorney complies with the provisions of Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, showing that:

- i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by extended electronic signature, if applicable.

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same coordinates indicated in the convening notice), signed and stamped (if applicable) by the intermediary / lawyer (without fulfilling other formalities in connection with its form).

The general powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by the identity document and, in the case of legal persons, by the identity document of the legal representative, accompanied by a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the state in which the shareholder is a legal person is legally registered, presented in the original or in a true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the

Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified based on the identity document, accompanied by the general power of attorney.

#### **D. Vote by proxy with special power of attorney and correspondence ballots**

Special powers of attorney and correspondence ballots must have the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e., vote "*for*", vote "*against*" or "*abstention*").

The representation of the shareholders in the OGMS can be done by proxy, only by filling in and signing the form of the special power of attorney accordingly. The representation will be possible both through other shareholders and through third parties. Shareholders without legal capacity or with limited exercise capacity may grant special power of attorney to other persons, according to the law.

The forms of special powers of attorney will be filled in and signed by the shareholder in three original copies: one of the copies will be submitted / transmitted to the Company, one copy will be handed over to the representative and the third copy will remain with the represented shareholder.

Special powers of attorney may be granted to any person for representation in a single general meeting and contain specific voting instructions from the issuing shareholder.

Special powers of attorney/correspondence ballots will be accompanied, *in the case of shareholders who are natural persons*, by the identity document and, *in the case of legal persons*, by the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person is legally registered, presented in original or in certified true copy

of the original. Documents certifying the status of legal representative of the shareholder legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special power of attorney signed by the individual shareholder / legal representative of the shareholder, legal person, as the case may be.

The special powers of attorney/correspondence ballots and the related documents will be submitted to/send to the company's registered office, located in Romania, Bucharest, Str. Șerban Vodă no. 109-111, ground floor, unit no. 1, District 4 (between **09:00** and **18:00** from Monday to Friday), including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of postal ballots), according to the FSA regulations, at the address [investors@fort.ro](mailto:investors@fort.ro)), in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so that they are registered as received at the Company's registry by the date of **16.12.2025, at 15:00**, mentioning on the envelope in clear or in the subject of the e-mail "**For the Ordinary General Meeting of Shareholders dated 18.12.2025/19.12.2025**" Powers of attorney not submitted within the time limit will not be taken into account.

If the shareholder who has cast his vote by correspondence participates in the general meeting in person or through a representative (subject to the fact that a special/general power of attorney has been transmitted in compliance with the conditions set out in this convocation), the correspondence ballot cast for that general meeting will remain valid only if the shareholder does not express personally or through a representative another voting option at the general meeting.

If the person representing the shareholder by participation personally in the general meeting is other than the one who expressed the correspondence ballot, then for the validity of the vote he/she shall submit to the meeting a written revocation of the correspondence ballot signed by the shareholder or by the representative who expressed the correspondence ballot.

When completing the special powers of attorney/ correspondence ballot, the shareholders are asked to consider the possibility of the agenda of the OGMS being completed with new points or proposals for decisions. In this case, the special powers of attorney/ correspondence ballots will be updated and made available through the methods referred to in Section 1, "*Related documents and in connection with the agenda of the OGMS above*".

Where a shareholder is represented by a credit institution providing custody services, they may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special or general authorization by the shareholder to be drawn up, subject to submission to the Company by the custodian credit institution of a declaration on own liability, signed by the legal representative(s) of the credit institution specifying: (i) the name of the shareholder (in clear) on whose behalf the credit institution participates and votes at that meeting, and (ii) the fact that the credit institution provides custody services to that shareholder.

The above-mentioned declaration must be submitted in original, signed and, as the case may be, stamped, or by e-mail with extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address [investors@fort.ro](mailto:investors@fort.ro), no later than 2 working days before the respective meeting for which the credit institution votes, respectively until the date of **16.12.2025**, at **15:00**.

In this case, the credit institution shall vote through any person from the administrative or management bodies or from among its employees; a proof/declaration attesting that the persons concerned have this capacity will be submitted together with the declaration of the credit institution mentioned above.

The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the capacity of shareholders on the Reference Date.

## **5. Other information**

Any specialist, consultant, expert or financial analyst may attend the shareholders' meeting upon prior invitation from the Board. Accredited journalists may also attend the general shareholders' meeting, unless the Chairman of the Board decides otherwise.

For further documents and information, please contact the Company at the e-mail address [investors@fort.ro](mailto:investors@fort.ro).

**Vice President of the Board of Directors**

**ALDEMAR MARKETING S.R.L.**

By permanent representative

**Necula Delia-Alina**

**Member of the Board of Directors**

**BUY AND BUILD S.R.L.**

By permanent representative

**Darabut Dragos-Ovidiuț**

Convening notice date: **14.11.2025**