

CONVOCATOR

OF THE EXTRAORDINARY GENERAL MEETING OF FORT S.A. SHAREHOLDERS

The Board of Directors of **FORT S.A.**, Romanian company with registered office in Bucharest, Sector 5, Str. SERG. ION NUȚU, Nr. 44, ONE COTROCENI PARK, BUILDING A AND Building B, 4th Floor, with order number in the Trade Register J40/9427/2015, unique tax registration code 34836770, with a registered capital subscribed and paid up of 101,902.6 lei (hereinafter referred to as the "**Company**"),

By virtue of the Company Law no. 31/1990, republished, as amended and supplemented ("**Company Law**") and the Company's articles of association ("**Articles of Association**"),

CALL

Extraordinary General Meeting of Shareholders (hereinafter referred to as "AGEA") at the company's headquarters in Bucharest, Sector 5, Str. SERG. ION NUȚU, Nr. 44, ONE COTROCENI PARK, BUILDING A AND Building B, Floor 4, on 05.02.2024, at 10:00 a.m., to be attended by all shareholders of the Company registered in the list-type register of shareholders kept by the Company, at the end of the day of 31.01.2024, established as the reference date ("**Reference Date**") for this meeting. In the event that the quorum is not met on the first call, a second meeting of the AGEA will be held on 08.02.2024, at 10:00 a.m., at the same place and with the same agenda and having the same Reference Date.

THE AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the amendment of Article 1.1. of the Company's Articles of Incorporation to read as follows:

"1.1. The Company is a Romanian legal entity, incorporated as a joint stock company. The Company shall conduct its business in accordance with the provisions of this Memorandum of Association and the legal provisions in force applicable to companies, after the admission to trading of the Company's shares on the Bucharest Stock Exchange, the legal provisions applicable to listed companies also being applicable."

2. Approval of the deletion of Article 4.2 of the Company's Articles of Association.
3. Approval of the amendment of Article 6.5. of the Articles of Association of the Company, which shall read as follows:

"6.5. After the shares are admitted to trading on the Bucharest Stock Exchange, the Register of Shareholders of the Company shall be kept by the Central Depository S.A., in accordance with the applicable capital market legislation and the Central Depository Code."

4. Approval of the introduction of a new Article 6.6. in Article 6 of the Company's Articles of Incorporation, which shall read as follows:

"6.6. Any assets which represent a contribution in kind to the share capital, including intellectual property, shall become the property of the Company."

5. Approval of the amendment of Article 7.3. of the Company's Articles of Association, to read as follows:

"7.3. The right of ownership of the shares shall be transferred in accordance with the legal provisions applicable to the Company, by registration of the transfer in the Register of Shareholders, in accordance with the law."

6. Approval of the amendment of Article 7.4. of the Company's Articles of Association, to read as follows:

"7.4. Subsequent to the admission of the shares to trading on the Bucharest Stock Exchange or on another capital market, the transfer of the shares shall be carried out in accordance with the legislation applicable to such capital market and other regulations applicable to it."

7. Approval of the amendment of Article 7.6. of the Company's Articles of Association, which shall read as follows:

"7.6. Each share subscribed and fully paid by the shareholders confers on them the right to one vote at the General Meeting of Shareholders, the right to elect and to be elected to the governing bodies of the Company, the right to participate in the distribution of profits, as provided for in the Articles of Association and in the legal provisions, as well as any other rights conferred by law and by the provisions of these Articles of Association".

8. Approval of the amendment of Article 7.10. of the Company's Articles of Association, which shall read as follows:

"7.10. The creation of security interests over shares shall be made in accordance with the legal provisions, including those applicable to the Romanian capital market, subsequent to the admission to trading of the Company's shares, when the security shall be registered in the register of shareholders kept by the Central Depository S.A. and shall also be entered in the National Register of Securities Publicity."

9. Approval of the delegation of the powers of the AGEA regarding the resolution to increase the share capital of the Company to the Board of Directors of the Company, pursuant to the provisions of Article 114 para. (1) and art. 2201 para. (2) of the Companies Act, through one or more issues of ordinary, registered, dematerialized shares with a nominal value not exceeding 50,000 lei, for a period of 3 (three) years ending on 05.02.2027.

10. Subject to the approval of item 9 on the AGM agenda, approval of the amendment of Article 8.9. of the Company's Articles of Association, which will read as follows:

"8.9. In accordance with the provisions of Art. 114 para. (1) and art. 2201 para. (2) of the Companies Act no. 31/1990, the Board of Directors is authorised for a period of three years to (3) years, ending on 05.02.2027, to decide to increase the subscribed share capital, through one or more issues of shares, with a value not exceeding 50,000 lei (authorized capital)."

11. Approval of the power of the Board of Directors, in accordance with the delegation of powers provided for in Article 8.9. of the Company's Articles of Association, to raise or restrict the shareholders' pre-emptive rights in accordance with the provisions of Articles 217 and 2201 para. (3) of the Companies Act for a period of 3 (three) years ending on 05.02.2027.

- 12.** Subject to the approval of item 11 on the AGM agenda, approval of the amendment of Article 8.10. of the Company's Articles of Association, which will read as follows

"8.10. Exclusively for the purpose of increasing the share capital under the aforesaid conditions, the Board of Directors shall be granted, for each of the capital increases carried out up to the authorized capital level, the power to decide to restrict or waive the pre-emptive rights of the shareholders existing at the date of the respective share capital increase, such power being granted until 05.02.2027."
- 13.** Approval of the amendment of Article 8.11. of the Company's Articles of Association, which shall read as follows:

"8.11. The share capital may be reduced in compliance with the provisions of the Companies Act and of this Memorandum of Association, pursuant to the resolution of the General Meeting of Shareholders."
- 14.** Approval of the deletion of Article 8.12. of the Company's Articles of Association. The remaining sub-articles of Article 8 are renumbered accordingly.
- 15.** Approval of the amendment of Article 9.2. of the Company's Articles of Association, to read as follows:

"9.2. Prior to the admission to trading of the Company's shares, the ownership of the Company's shares shall be transferred by means of a declaration made in the Register of Shareholders, signed by the transferor and the transferee or their proxies, and, where required by law, must be registered with the Commercial Register."
- 16.** Approval of the deletion from the Company's Articles of Association of the following articles: 9.3., 9.4., 9.5. (with related sub-articles: 9.5.1., 9.5.2., 9.5.3., 9.5.4., 9.5.5.), 9.6. (with related sub-articles: 9.6.1., 9.6.2., 9.6.3., 9.6.4., 9.6.5.), 9.7.
- 17.** Approval of the amendment of Article 11.1. of the Company's Articles of Association to read as follows:

"11.1. The Ordinary General Meeting of Shareholders shall meet at least once a year, not later than 5 months after the end of the previous financial year, and not later than 4 months after the end of the previous financial year following the admission of the Company's shares to trading. The Ordinary General Meeting of Shareholders shall have the powers prescribed by law."
- 18.** Approval of the amendment of Article 11.2. letter h. of the Company's Articles of Association, which shall read as follows:

"h. to decide on other matters which are included on the agenda of the AGM and which fall within the competence of the Ordinary General Meeting of Shareholders;"
- 19.** Approval of the introduction of a new letter in Article 11.2. of the Company's Memorandum of Association, after letter "h.", which will read as follows:

"i. to approve the mandate contracts of the members of the Board of Directors."
- 20.** Approval of the insertion of a new letter in Article 11.2. of the Company's Articles of Association, after letter "n.", to read as follows:

"(o) subsequent to admission to trading, prior approval of the principal terms and conditions of any legal act relating to the acquisition, disposal or pledge of assets in the category of fixed assets of the Company, the value of which exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less receivables, as well as the prior approval of the main terms and conditions of any legal act concerning leases of tangible assets, for a period exceeding one year, the individual or cumulative value of which vis-à-vis the same co-contractor or persons involved or acting in concert exceeds 20% of the value of the total fixed assets, less receivables at the date of conclusion of the legal act, as well as joint ventures for a period exceeding one year, exceeding the same value. "

- 21.** Approval of the amendment of Article 12.4. of the Company's Articles of Association, to read as follows:

"12.4. For the assignment referred to in letter e) the delegation of powers shall be granted for a period of 3 (three) years, expiring on 05.02.2027, in accordance with the provisions of art. 2201 para. (2) of the Companies Act no. 31/1990 and with the fulfilment of the conditions set out in Article 8.9 of this Memorandum of Association".

- 22.** Approval of the amendment of Article 13.1. of the Company's Memorandum of Association, to read as follows:

"13.1. The General Meeting of Shareholders shall be convened by the Board of Directors whenever matters falling within its competence arise. Subsequent to admission to trading, the AGM shall meet at least once a year, not later than 4 months after the end of the financial year."

- 23.** Approval of the insertion of a new Article 13.5. after Article 13.4. of the Articles of Association of the Company, which will read as follows:

"13.5. The notice for the first AGM may also fix the date and time for the second AGM, when the first one cannot be held. The second AGM may not be held on the day fixed for the first AGM. The time limit provided for in Article 13.3 is not applicable for the second or the next convocation of the general meeting determined by the failure to reach the quorum required for the meeting convened for the first time, provided that the legal provisions have been complied with on the occasion of the first convocation, no new items have been added to the agenda since the first convocation and at least 10 days have passed between the final convocation and the date of the general meeting". The remaining sub-articles of Article 13 are renumbered accordingly.

- 24.** Approval of the insertion of a new Article 13.9 after Article 13.8 (Article 13.7 prior to the amendment referred to in agenda item 23), to read as follows:

"13.9. In addition to the information included in the convocation in accordance with the provisions of Article 13.4 above, the convening notice shall also include any other information required in accordance with applicable legal provisions (including applicable capital market laws and regulations)".

- 25.** Approval of the amendment of Article 14.4. of the Company's Articles of Incorporation, to read as follows:

"14.4. Decisions to waive the shareholders' pre-emptive right to subscribe for new shares within the framework of share capital increase operations, as well as decisions to increase the share capital by contribution in kind shall be taken in accordance with the provisions of the applicable law and those of the Company's Articles of Association".

26. Approval of the amendment of Article 15.6. of the Articles of Association of the Company, which shall read as follows:

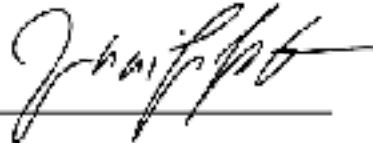
"15.6. The Company may organise general meetings in such a way that participation, appointment/revocation of representatives and voting can be carried out by electronic means of data transmission, in compliance with the provisions of the laws in force, through online platforms for participation in general meetings of shareholders and also by means of postal voting."
27. Approval of the amendment of Article 18.4. of the Company's Articles of Association to reflect the extension of the term of office of the Chief Executive Officer until 30.06.2025, approved by the Decision of the Company's Board of Directors dated 12.12.2023. Article 18.4 shall read as follows:

"18.4 The General Manager of the Company is Vladimir Ghiță, for a mandate valid until 30.06.2025".
28. Extension of the approval of the remuneration for the members of the Board of Directors, until the expiry of their terms of office, i.e. 30.06.2025, in accordance with the remuneration policy approved by Resolution No. 5 of the General Meeting of Shareholders No. 1, dated 23.05.2023.
29. Insertion of a new sub-item in Article 27, to read as follows:

"27.4. Shareholders and appointed directors shall assume responsibility for fulfilling the conditions set out in Article 6 of Law no. 31/1990 republished, as amended and supplemented".
30. Approval of the adoption of an updated version of the Company's Articles of Association, reflecting the amendments approved at the Extraordinary General Meeting of Shareholders of the Company, convened for 05.02.2024.
31. Approval of the ratification of any and all transactions, documents and steps taken by the Board of Directors of the Company and/or the Chief Executive Officer in connection with the private placement through which the share capital of the Company was increased, prior to the listing, as well as the empowerment of the Board of Directors to initiate and carry out the necessary steps for the admission to trading of the Company's shares on the Multilateral Trading System administered by the Bucharest Stock Exchange S.A.
32. Approval of the empowerment of the Chairman of the Board of Directors or the General Manager, with the possibility of sub-delegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the resolutions of the AGM, the Articles of Association of the Company, to file and request the publication in the Official Gazette of Romania, Part IV, of the resolution, to collect any documents, to carry out any formalities required before the

Registry Office Commercial Registry Office, as well as before any other authority, public institutions, legal entities or individuals, and to carry out any operations in order to carry out and ensure the enforceability of the resolutions to be adopted by the AGEA. The Trustee may delegate all or part of the powers conferred above to any/all persons competent to carry out this mandate.

Chairman of the Board of Directors



IVYLON MANAGEMENT S.R.L.

Through Mihai-Alexandru-Constantin Logofătu