



Annual Report 2024

Directors' Report 2024

Current report in accordance with	Law 24/2017, ASF Regulation 5/2018
For the financial year	01.01.2024 – 31.12.2024
Report Date	24.03.2025
Name of the issuing company	FORT S.A.
Registered office	Sergent Ion Nuțu Street, no. 44, One Cotroceni Park, Building A and Building B, 4th floor, sector 5, Bucharest
Work point	Sergent Ion Nuțu Street, no. 44, One Cotroceni Park, Building A and Building B, 4th floor, sector 5, Bucharest
Phone/Fax	021.527.16.00 / 021.527.16.98
Unique Registration Code with the Trade Register	34836770
Serial number at the Trade Register	J40/9427/2015
LEI Code	787200Z4ZG9R3AIIYN48
The market on which the shares are traded	Segment: SMT / Category: AeRO Premium
BVB trading symbol	4RT
ISIN stock code	RO9K85P2XSG3
Subscribed and paid-up share capital	11,209,928.60 lei
Main characteristics of the issued securities of the company	11,209,286 shares at a nominal value of RON 0.10 per share

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Message from the Chief Executive Officer

Dear investors,

I begin our company's first annual report as a public company by thanking you for choosing to be part of our story. 2024 is the year in which Fort completed the steps related to the listing on the AeRO market of the Bucharest Stock Exchange, activities that were concluded by starting transactions under the symbol 4RT on May 17, 2024. This result would not have existed if we had not had investors by our side who believed in our growth abilities. We have chosen to reward your loyalty by distributing dividends, but also free shares.

From an operational point of view, the 12 calendar months referred to in the current report were marked by multiple changes at the team level, especially in relation to sales and marketing activities. The investments made in these areas are vital for achieving the ambitious objectives assumed and bring us to the position of increasing financial indicators in the coming periods. The investments brought into discussion focus both on promoting recurring services, which generate high commercial margins and regular revenues, and on creating a reputation that allows the provision of cybersecurity solutions, which have the advantage of being able to be delivered relatively easily, also generating a higher turnover.

The company's financial results were directly influenced by these investments, as well as by aspects generated by non-cash flow items, respectively depreciation. Although at the end of the first 9 months of 2024 the Fort group recorded losses, by the end of the year this gap was recovered, the net profit recorded being 357.2 thousand lei.

The strategy for 2024 was oriented towards the delivery of a higher volume of services, which temporarily affected turnover, compared to 2023. In parallel, we have started a sustained internationalization campaign, which we believe will bring benefits in the medium and long term. Starting with October, a person dedicated to the promotion and sale of hardware and software equipment was recruited. The results of this change have had an impact as early as January 2025, with multiple sales opportunities, worth over 500 thousand lei, which we expect to conclude in the first half of this fiscal year.

Internationalization continued to be a priority for Fort in 2024 as well. After several exploratory activities regarding potential markets of interest, the company's decision is to focus on the United Kingdom (UK), a market that is constantly growing and in which, with minimal investment, contracts have already been generated. At the same time, we do not rule out collaborations in the Middle East or Southeast Asia, but, from a strategic point of view, the main target market is the UK.

Among Fort's main operational figures for 2024, I would like to highlight that we had:

- 4 partnerships concluded in the UK with the aim of promoting Fort;
- Over 220 offers sent to customers, with a conversion rate of 38%;
- 14 new customers.



The end of the year brought a major change in the company's shareholding, with the acquisition of the majority stake by Agista Investments and Impetum Investments. We are confident that this change will bring a new growth cycle for Fort and that, together with the other shareholders, we will create an important regional player in terms of the delivery of cybersecurity services and solutions. I consider this plan achievable, given that the legislative changes at European level (Digital Operation Resilience Act -DORA and the NIS2 Directive), the geopolitical context, as well as the increasingly sophisticated cyber threats that private companies and government institutions are facing are factors that will increase the "consumption" of specific services and solutions.

We look to the future with confidence, aware of the responsibility we have towards all our partners, but also of the major opportunities that lie ahead. In 2025, we aim to strengthen Fort's position in foreign markets, diversify revenue sources and accelerate the pace of innovation. Thank you for your support and assure you that we will continue to build a company that generates long-term value.

Vladimir Ghita

FORT CEO

Executive summary

During 2024, **FORT reached important milestones** in its growth process, such as:

- **Listing on the AeRO market – Premium segment on May 17, 2024;**
- **Capital increase in September 2024**, in the amount of RON 1,019,026, through the issuance of 10,190,260 new free shares with a nominal value of RON 0.1/share, the distribution being made in the proportion of 10 free shares for every 1 share held;

Key operational figures for 2024:

- **4 partnerships concluded in the UK** with the aim of promoting Fort;
- **Over 220 offers** sent to customers, with a conversion rate of 38%;
- **14 new customers.**

Financial results for 2024:

- **Consolidated turnover of RON 14.8 mn**, -3% compared to 2023, as a result of the decrease in revenues from sales of goods by 14%, correlated with a 19% decrease in expenses with goods sold and other materials.
- **Recovery of losses from Q3 2024** through the delivery of projects signed in the first 9L 2024 and completed in Q4 2024, and recording a profit of RON 357.2 thousand.

Outlook for 2025:

FORT aims to increase **the consolidated turnover to RON 19.6 mn (+32.5% compared to 2024)**, both by expanding the sales team for the marketing and implementation of cybersecurity solutions, and by increasing revenues from the delivery of services, based on the new legislative regulations. The delivery of projects to customers in the UK will continue to be at the forefront, including through our partnerships.

Investments in sales and marketing are considered important and will be the basis for the company's development in the medium and long term. Thus, the company estimates an **EBITDA level** of RON 2.7 mn and a **net profit of RON 1.4 mn**, almost 3 times higher than that for 2024.

FORT on the capital market

FORT S.A. (stock symbol 4RT) was listed on May 17, 2024, following a private placement carried out between 20.11.2023 – 05.12.2023. Following the private placement, on March 8, 2023, FORT issued to 33 investors a number of 33,527 shares, with an individual nominal value of RON 0.1, at a price of RON 50/share and with a total value of RON 1,676,350. Of the total of these investors, 2 investors were qualified (including professionals) and 31 retail investors – 28 individuals and 3 legal entities.

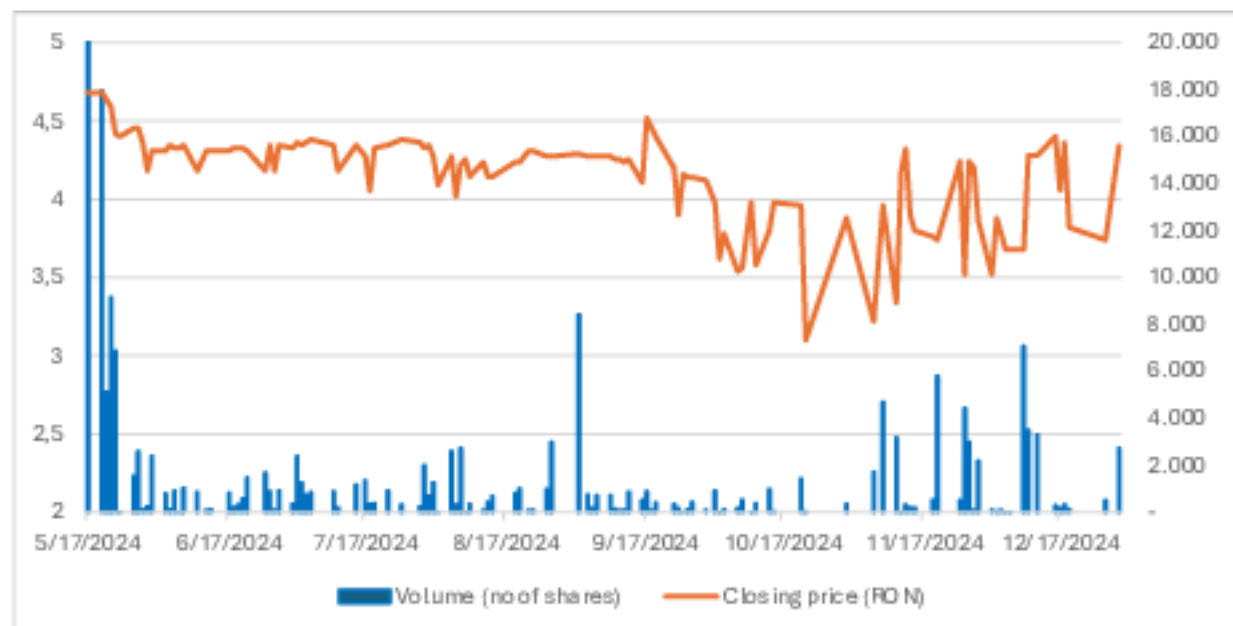
Another important event from the perspective of FORT's activity on the capital market was the increase of the Company's share capital by RON 1,019,026, through the issuance of 10,190,260 new shares with a nominal value of RON 0.1/share. This took place following the decision of the Extraordinary General Meetings of Shareholders (EGMS) of FORT on July 2, 2024, and the distribution of the newly issued shares was made in the proportion of 10 free shares for every 1 share held.

As of January 8, 2025, FORT shares were held by 217 shareholders (6.5 times the number of shareholders on the date of the private placement), legal entities and individuals. The shareholding structure, according to the information provided by the Central Depository, is as follows:

Shareholding structure as of January 8, 2025			
	Number of shares	Value (RON)	% in total
Agista Investments	4,250,111	425,011.1	37.92%
Impetum Investments	2,843,239	284,323.9	25.36%
ATM Ventures	1,659,900	165,990.0	14.81%
Other legal entities	599,402	59,940.2	5.35%
Individuals	1,856,634	185,663.4	16.56%
Total	11,209,286	1,120,928.60	100%

From the time of listing until the end of 2024, FORT shares have experienced price fluctuations, with a minimum of RON3.10 recorded on October 21, 2024, the price at the end of the year registering a level of RON3.94/share.

Daily volume and closing price of FORT shares from May 17, 2024 to December 31, 2024 (no deal trades) – adjusted to take into account the distribution of free shares



After the listing, throughout 2024, communication with investors was pro-active, with FORT representatives participating in public events, such as the Quarterly Report organized by Tradeville, on which occasions discussions were held with existing and potential investors about the company's activity and prospects in a transparent manner.

An additional action that took place after the listing was the distribution of RON 1,008,835.74 from the profit for 2023 in the form of dividends, respectively the setting of a gross dividend per share of: RON 0.99. This decision was taken by the Ordinary General Meeting of Shareholders on July 2, 2024, and the dividends were distributed to shareholders on August 20, 2024.

At the time of this report, FORT has not finalized a dividend policy. The process has been initiated and will be completed during 2025, depending on the capital allocation opportunities each year, the Board of Directors will consider whether the dividend distribution is appropriate and determine the dividend payout rate. The decision-making process includes the assessment of the Company's investment needs and opportunities, the impact of non-monetary items on net income, financial availabilities and indebtedness.

About FORT – a brief history

FORT S.A., formerly known as Global Resolution Experts S.A., was founded in 2015, with the main objective of delivering IT consulting services to the local market. Started with a team of 7 specialists, the company gradually focused on cybersecurity, offering services such as penetration testing and IT audits.

In 2021, GRX Advisory SRL, dedicated to cybersecurity and IT consulting, was launched, thus separating itself from Global Resolution Experts, which continued to focus on assessing customer resilience. ISEC Associates SRL, founded in 2003, has offered similar services, combining offensive and security consulting activities. In 2021, the Bittnet group acquired the majority stake of Global Resolution Experts and ISEC Associates, thus providing access to efficient operational processes and facilitating the rapid growth of FORT. In August 2022, the FORT brand was created by merging these entities under the same management team, with cybersecurity as its main object of activity. By the end of 2024, the FORT team has grown organically to over 30 people, with an organizational culture focused on developing technical skills and obtaining certifications. In addition, FORT obtained approvals from the National Directorate of Cybersecurity, the Authority for Digitization of Romania, the Financial Supervisory Authority and the National Agency for Fiscal Administration for security audits.

In December 2023, FORT successfully completed a private placement, raising RON 1.67 million from 33 investors, and on May 17, 2024 it was listed on the Ae RO – SMT market of the Bucharest Stock Exchange, marking the beginning of a new stage of development as a public company.

In December 2024, a transaction was carried out through which the majority stake in FORT was taken over by the companies Agista Investments and Impetum Investments. This change in the company's shareholding opens up new growth horizons, both organically and through acquisitions of new companies.

FORT activity

FORT positions itself as a "one-stop-shop" leader in cybersecurity, offering complete solutions covering all aspects, from audit and consulting to implementation. Through its monthly subscription model, FORT not only guarantees recurring revenue, but also improves customer loyalty. The company aims at international expansion in strategic markets such as the UK, USA, Southeast Asia and the Republic of Moldova, taking advantage of the team's expertise and international recognition to grow profitably without incurring additional personnel costs. The solid partnerships and the awards obtained strengthen FORT's position in front of competitors, consolidating its status on both the national and international markets.

FORT's clients include both private sector organizations and state institutions, thus reflecting the diversity and breadth of the services offered. The company is distinguished by an extremely experienced and well-trained team, capable of managing highly complex projects. Also, the scalability of FORT's business is a remarkable aspect, allowing it to adapt and grow effectively in new markets.

Services & Solutions:

1. Consulting and Design in Cyber Security and IT:

- **General Consultancy:** FORT offers specialized consultancy in cybersecurity, solution and systems design, project management, business analysis, IT architecture, equipment configuration and maintenance.
- **CISO as a Service:** Replaces the position of Chief Information Security Officer (CISO) for medium-sized companies that require a robust security framework without hiring a dedicated specialist.
- **DevSecOps:** Integrates security best practices into software development, identifying vulnerabilities in the development phase to reduce costs and increase revenue.
- **Compliance Consultancy:** Provides support for compliance with national and international regulations, including ISO and GDPR.
- **Managed Security Services:** Offers advanced solutions such as XDR, WAF, NGFW, and security awareness training, based on subscription models that include licensing, installation, configuration, and support.

2. Equipment and Licenses:

- **Software and Hardware Solutions Delivery:** Provides equipment and software from market leaders such as F5 Networks, Microsoft, Cisco, Palo Alto, and CrowdStrike, accompanied by professional installation and configuration services.

3. IT Security Assessment:

- **SOC as a Service:** Ensures effective management of cybersecurity incidents, using expertise in identifying vulnerabilities and monitoring infrastructure.
- **Offensive Security and Incident Response:** Provides penetration testing, Red Teaming, source code analysis, and other critical services, including those legally required in various industries.

4. Audit and Compliance:

- **Compliance Audit:** Performs technical and governance checks for compliance with national and international regulations, including legal cybersecurity requirements.



FORT integrates technical expertise with innovative solutions and an adaptable business structure to provide cutting-edge cybersecurity services tailored to the needs of customers in various markets.

Key events in 2024 and beyond

Listing of 4RT shares on the AeRO-SMT market of the Bucharest Stock Exchange – May 2024

On May 17, 2024, FORT took an important step in its journey by becoming a public company listed on the AeRO multilateral trading system, Premium segment, the growth market of the Bucharest Stock Exchange. The trading symbol is 4RT, and the ISIN code RO9K85P2XSG3.

Ordinary and Extraordinary General Assembly – July 2024

On July 2, 2024, FORT held the Ordinary and Extraordinary General Meetings of shareholders. During these meetings, two corporate events were approved: the distribution of a gross dividend of RON 0.99 per share, which was paid in August 2024, and a share capital increase through the allocation of free shares, with implementation completed in September 2024.

Dividend payment – August 2024

On August 20, 2024, FORT made dividend payments to shareholders registered in the Central Depository register on the registration date set by the GSM: August 13, 2024. The distribution of dividends was made through the standardized system of the Central Depository, and Banca Transilvania acted as payment agent.

Allocation of free shares – September 2024

In September 2024, the free shares were allocated to the shareholders' trading accounts, or to the shareholders' Section 1 accounts, opened with the Central Depository, in proportion to the holding, 10 free shares for every 1 share held. The total number of shares that were allocated free of charge was 10,190,260 new shares with an individual nominal value of RON 0.1 and a total nominal value of RON 1,019,026, according to the EGMS Decision on the increase of the share capital. The date of payment of the new shares was September 18, 2024, and the share capital increase was achieved by capitalizing the issue premiums in the total amount of RON 1,019,026.

Significant transactions

FORT did not conduct significant transactions with related parties during the reporting period.

Significant shareholders

In December 2024, Bittnet sold its stake in FORT to Agista Investments and Impetum Investments. This change in the company's shareholding took place on the BVB's DEAL market between December 20-30, 2024. Following the transaction, Impetum Investments SA, together with Agista Investments SA, acting in concert, reached a cumulative holding of 63.2809% of the total shares and voting rights of FORT. At the date of publication of this report, Agista Investments SA holds 37.9159%, while Impetum Investments SA holds 25.365% of the share capital.

Changes in the composition of the Board of Directors of FORT

Mr. Anghel Lucian Claudiu, member of the Board of Directors, and Mylon Management SRL, through the permanent representative Mr. Mihai Alexandru Constantin Logofatu, Chairman of the Board of Directors, sent, on January 3, 2025 and February 14, 2025, respectively, a letter of resignation from their mandates as members of the Board of Directors. The resignation of the mandates came to facilitate the appointment of representatives in the FORT Board of Directors by the new majority of shareholders. In order not to alter the normal functioning of the Company's activity and of the FORT Board of Directors, the effective date of termination of the mandates was March 21st, the date on which the Ordinary General Meeting of Shareholders for the election of the new composition of the Board of Directors was held.

Following the OGMS meeting, the shareholders elected the two new members of the Board of Directors, namely BUY and BUILD SRL, through permanent representative Dragoș-Ovidiu Dărbăuț, and ALDEMAR MARKETING SRL, through permanent representative Delia Necula. The mandate of the 2 members of the Board of Directors is until March 21, 2029.

The market in which FORT operates

Considering the specifics of FORT's activity, it is noted that the market in which the company operates is a growing one. There is, however, a special specificity of the activities related to cybersecurity, namely the fact that there are two distinct activities, which have a different dynamic, namely: the delivery of security services (penetration testing, audit, incident response services) and the delivery of security solutions (firewall, extended detection and response, security information and event management, etc.).

Although a statistical analysis of the dynamics of the two activities is not possible, from the analysis of FORT's results, as well as those reported by another cybersecurity company listed on the Bucharest Stock Exchange, the following can be concluded:

1. The cybersecurity services market has a relatively slow dynamics and the demand for such services needs to be boosted through specific activities, which generate a clearer exposure of the existing risks
2. The security solutions delivery market has a higher dynamics and allows a shorter delivery cycle, which generates growth opportunities for companies operating in this market

Main strategic plans

Considering the activities carried out so far by FORT, as well as the information related to the market dynamics presented in the previous chapter, the company's strategy for the next period will be focused on the following main activities:

1. Strengthening the cybersecurity market in Romania through organic growth and M&A acquisitions
2. Diversifying the service portfolio and expanding activities related to the delivery of cybersecurity solutions
3. Carrying out specific prospecting, marketing and sales activities on international markets, especially in the UK, in order to increase the volume of services delivered
4. Streamlining the company's activity, in order to reduce costs and increase operational profitability

Corporate governance

FORT's management believes that efficient and transparent corporate governance is the foundation of the company's sustainable and long-term development, as well as an added value for FORT's investors. In an effort to achieve the best results, FORT constantly updates its internal practices, with the aim of aligning with best practices in this area.

For further information regarding the current articles of association, bibliographies of current members of the Board of Directors, the main policies in force, interested parties can access the investor section on the FORT website.

Board of Directors

FORT has adopted a unitary management system (one-tier), being managed by a Board of Directors ("BoD") consisting of 3 (three) members. The members of the Board of Directors of FORT at the end of 2024 are presented in the following table.

Name	Date of initial election	Total term of office	Position	Date of commencement of the mandate
Astasia Consulting SRL, through representative Vladimir Ghiță	30.05.2022	3 years, 1 month (until 30.06.2025)	Member of the Board of Directors, Vice-President Executive member (General Manager – Vladimir Ghiță)	30.05.2022
Ivylon Management SRL, through representative Mihai-Alexandru-Constantin Logofătu	30.05.2022	2 years, 10 months (until 21.03.2025)	Non-executive director, Chairman of the Board of Directors	30.05.2022
Lucian-Claudiu Anghel	30.05.2022	2 years, 10 months (until 21.03.2025)	Non-executive director	30.05.2022

On March 21, 2025, as a result of the resignation of Mr. Anghel Lucian-Claudiu, and of Ivylon Management SRL, through the permanent representative Mr. Mihai-Alexandru-Constantin Logofătu, OGMS elected the new members of the Board of Directors for a period of 4 years, namely BUY and BUILD SRL, through permanent representative Dragoș-Ovidiu Dărăbuț, and ALDEMAR MARKETING SRL, through permanent representative Delia Necula. Also, during the Board meeting on March 21, 2025, Vladimir Ghiță was elected Chairman of the Board of Directors for the duration of his entire mandate, respectively until June 30, 2025.

Additional information regarding the experience of the members of the Board of Directors of FORT until December 31, 2024 is detailed in the following section.

President of the Board of Directors – Logofătu Mihai Alexandru CONSTANTIN**Education:**

- 2012 PhD in Management – University of Craiova
- 2009 Master's Degree in Computer Networks – University of Bucharest
- 2007 Bachelor's Degree in Management – Academy of Economic Studies – Bucharest

Professional experience:

- 2007 – Present: Bittnet Systems, CEO, Founder
- 2003 – Present: Credis Bucharest Academy, Manager
- 2001 – 2003 Cisco Academy of the University of Bucharest, Instructor

Percentage of ownership: At the time of drafting the document, Logofatu did not own shares in FORT S.A.

Remuneration: In 2024, in its capacity as a member of the Board of Directors, Ivylon Management S.R.L. through its permanent representative Mihai-Alexandru-Constantin Logofătu received a total remuneration of RON 243,750 (amounts excluding VAT), without having other benefits.

Other information:

- Currently, Mr. Mihai-Alexandru-Constantin Logofătu is an active partner in the following companies: Bittnet Systems SA and Ivylon Management SRL
- In the last 5 years, Mihai-Alexandru-Constantin Logofătu has not been prohibited by a court of law from serving as a member of the board of directors or supervision of a commercial company.
- In the last 5 years, there have been no cases of insolvency, liquidation, bankruptcy or special administration of commercial companies, whose boards of directors or supervision include Mihai-Alexandru-Constantin Logofătu.
- Mihai-Alexandru-Constantin Logofătu does not have a professional activity that competes with that of the issuer and is not part of any agreement, agreements or family ties with a third person due to which he would have been appointed administrator.

Vice-President of the Board of Directors – ANGHEL Lucian Claudiu**Education:**

- 2006, HEC Montréal: Business Administration and Management, General
- 2003, Georgetown University: Postgraduates Program, Field Of Study Bank Risk Management
- 2003, Bucharest Academy of Economic Studies: Doctor of Philosophy – PhD, Managerial Economics

- 1997, Bucharest Academy of Economic Studies: Master's degree, Information Technology
- 1996, Bucharest Academy of Economic Studies: Bachelors Degree Information Sciences and Support Services

Professional experience:

- 2012 – Present: Professor at the Faculty of Management, ASE Bucharest
- 2012 – 2020 : President, Bucharest Stock Exchange
- 2015 – 2019: Acting CEO, BCR Banca pentru Locuință
- 2012 – 2015: Acting CEO, BCR Pensii
- 1996 – 2012: BCR, various positions, including Chief Economist

Percentage of ownership: Mr. Anghel holds, at the time of writing this document, a number of 389,400 FORT S.A. shares, representing 3.47% of the share capital and voting rights of the Company.

Remuneration: In 2024, in his capacity as a member of the Board of Directors, Mr. Anghel Lucian Claudiu received a total remuneration of RON 120,000, without having any other benefits.

Other information:

- Currently, Mr. Anghel Lucian Claudiu is an active partner in the following companies: Bittnet Systems SA (CA), Teraplast SA (CA) and Libra Internet Bank SA (CA):
- In the last 5 years, Anghel Lucian Claudiu has not been prohibited by a court of law from serving as a member of the board of directors or supervision of a commercial company.
- In the last 5 years, there have been no cases of insolvency, liquidation, bankruptcy or special administration of commercial companies, whose boards of directors or supervision include Anghel Lucian Claudiu.
- Anghel Lucian Claudiu does not have a professional activity that competes with that of the issuer and is not part of any agreement, understandings or family ties with a third person due to which he would have been appointed administrator.

Member of the Board of Directors – GHIȚĂ VLADIMIR**Education:**

- 2025 – PhD in Industrial Engineering – National University of Science and Technology Politehnica Bucharest
- 2010 – Master in Business Administration – Bucharest Academy of Economic Studies
- 2008 – Bachelor's Degree in Business Administration – Bucharest Academy of Economic Studies

Professional experience:

- 2015 – Present – General Manager/Managing Partner, FORT S.A., GRX Advisory SRL, ISEC Associates SRL
- 2013 – 2015 – Software Consultant, CCT Consultants
- 2012 – 2013 – OmniaBusiness Consultant, Softelligence SRL
- 2007 – 2012 – Sales Executive and Software Consultant, KeySoft SRL

Percentage of ownership: Mr. Ghiță holds, at the time of writing this report, a number of 342,738 FORT S.A. shares, representing 3.08% of the share capital and voting rights of the Company.

Remuneration: In 2024, in his capacity as a member of the Board of Directors, Astasia Consulting S.R.L., through his representative Vladimir Ghiță, received a total remuneration of 443,750 lei (amounts excluding VAT), without having any other benefits.

Other information:

- Currently, Mr. Vladimir Ghița is an active associate in the following companies: FORT SA, GRX Advisory SRL, ISEC Associates SRL, Astasia Consulting SRL,
- In the last 5 years, Vladimir Ghița has not been prohibited by a court of law from holding the position of member of the board of directors or supervision of a commercial company.
- In the last 5 years, there have been no cases of insolvency, liquidation, bankruptcy or special administration of commercial companies, of which Vladimir Ghița is a member of the boards of directors or supervision.
- Vladimir Ghița does not have a professional activity that competes with that of the issuer and is not part of any agreement, agreements or family ties with a third person due to which he would have been appointed administrator.

Activity of the Board of Directors in 2024

The main role of the Board of Directors is to coordinate the company from a strategic point of view, including by setting policies and objectives in the short, medium and long term. CA FORT is made up of people with extensive experience who ensure that the company operates efficiently, their purpose being to supervise the company and provide advice in the specific activity.

During 2024, the Board of Directors met 6 times. Additional information on the participation of each Board member in these meetings is presented in the following table.

	Astasia Consulting S.R.L., through representative Vladimir Ghița	Ivylon Management S.R.L., through representative Mihai-Alexandru - Constantin Logofătu	Lucian Claudiu Anghel
Number of Board meetings	6	6	6

In addition to the topics in which the involvement of the Board of Directors is expressly required by law, the Board of Directors has been actively involved in strategic and supervisory topics of FORT's activity. As the main duties of the Board of Directors are strategic, the discussions held and the decisions taken during the meetings focused especially on aspects regarding the development and consolidation of FORT.

Furthermore, taking into account its role of monitoring and supervising the activity of its subsidiaries, both at the financial and operational level, the members of the Board of Directors analyzed on a monthly basis the financial performance of the companies in the FORT group, the gap between results and budgets and asked the companies to implement corrective measures where the results did not amount to the expected level.

ADVISORY COMMITTEES OF THE MANAGEMENT BOARD

In 2024, no advisory committees of the Board of Directors were established, given the size of the company, as well as the fact that FORT is a newly listed company on the AeRo market.

EXECUTIVE MANAGEMENT AND THE FORT TEAM

The Board of Directors delegated the management of the holding **company to the General Manager** – Vladimir Ghita, whose appointment falls within the duties of the members of the Board of Directors. Details regarding his professional experience can be found in the above in this section.

The total net remuneration of the General Manager during 2024 was RON 0, with no other benefits.

The FORT team working closely with the Director General consists of:

Sales Director – RESMERIȚĂ ANDREI

Education:

- 2014 – Master's Degree in Project Management – National School of Political and Administrative Studies
- 2009 – Bachelor's Degree in Applied Electronics – Polytechnic University of Bucharest, Faculty of Electronics, Telecommunications and Information Technology

Professional experience:

- 2021 – Present – Chief Revenue Officer, FORT S.A., ISEC Associates and GRX Advisory SRL
- 2016 – 2021 – Senior Project Manager/Audit and Compliance Manager, Global Resolution Experts SRL
- 2013 – 2016 – Project Manager, CCT Consultants
- 2011 – 2013 – Major Accounts Manager, CCT Consultants
- 2009 – 2011 – Sales Consultant, SC Sistec SBSOL SRL
- 2007 – 2009 – Sales Agent, Powerstorm EES

Mr. Reșmeriță holds, at the time of writing this document, 0.8832% of the company's share capital and voting rights.

Director of Technical Consulting and Security Department – AILENEI RADU

Education:

- 2010 – Master's Degree – Systems with Open Architectures
- 2008 – Bachelor's degree – Faculty of Automation and Computers

Professional experience:

- 2021 – Present – Director of the Technical Consulting and Security Department, FORT S.A.
- 2018 – 2020 – Team lead, Enghouse Networks
- 2017 – 2018 – Technical Consultant, Enghouse Networks
- 2014 – 2017 – Solutions Architect, Quantrio Consulting
- 2009 – 2014 – Technical Consultant, Quantrio Consulting
- 2008 – 2009 – Technical Consultant, Hewlett-Packard
- 2005 – Programmer, Ipsos Interactive Services

Mr. Ailenei did not own shares in the Company at the time of drafting the document.

Director of the "Offensive Security" Department – AGHEORGHIESEI ANDREI

Education:

- 2010 – Master's degree – Faculty of Economics and Business Administration, AI University. Cuza
- 2008 – Bachelor's degree – Faculty of Computer Science, AI University. Cuza

Professional experience:

- 2021 – Present – Director of the Offensive Security Department, FORT S.A.
- 2016 – 2021 – Senior Security Consultant, Global Resolution Experts SA
- 2015 – 2016 – Technical Officer, Special Telecommunications Service
- 2010 – 2015 – System Engineer, ICE Computers, Botoșani
- 2008 – 2010 – Network Administrator, Elsaco Electronics, Botoșani
- 2008 – Programmer, Efx Invest, Iași

Mr. Agheorghiesei did not own shares in the Company at the time of drafting the document.

Director of the Audit and Compliance Department – PALADEANU CRISTINA

Education:

- 2010 – Master's Degree – Project Management – National School of Political and Administrative Sciences
- 2008 – Bachelor's degree – Public Relations Specialist – National School of Political and Administrative Sciences

Professional experience:

- 2025 - present - Director of the Audit and Consulting Department
- 2021 - 2025 - Audit & Compliance Expert
- 2010-2021 - International Relations and Project Management Expert, National Agency of Civil Servants
- 2008-2010 - Public Relations Specialist, Triada Vision

Mrs. Pakadeanu did not own shares in the Company at the time of drafting the document.

Director of the "Defensive Security" Department – MONGESCU IULIAN**Education:**

- 2001 - Diplomatic Engineer - Faculty of Electronics and Telecommunications

Certifications:

- 2021 (2024) - AWS Certified Solutions Architect - Associate
- 2017 - HDP Certified Administrator (HDPCA) - Hadoop
- 2013 - Scrum Alliance - Certified Scrum Master®
- 2008 - APMG-UK certified ITIL V2 Service Manager (ITSM)

Professional experience:

- 2025 - present Director of the Defensive Security Department, FORT S.A.
- 2015 - 2024 - Senior Technical Consultant, (Global Resolution Experts) FORT S.A.
- 2014 - 2015 - Integration Manager / Infrastructure Team lead, Everymatrix
- 2012 - 2014 - Product Owner, NETBRIDGE SERVICES
- 2009 - 2012 - Manager and Senior Consultant, IT Matters
- 2004 - 2009 - Manager of the Infrastructure Department, Libra Bank
- 2002 - 2004 - Team Leader - Senior Network Administrator, Beler ING SRL / Crinsoft Romania
- 2001 - 2002 - Network Administrator, Grawe Romania Asigurare SA

PERSONNEL

FORT has managed, over time, to attract some of the best specialists in the industry, currently having a sufficiently large and well-trained team to cover the needs of cybersecurity customers in various fields.

Cumulatively, at the end of 2024, the companies under the FORT umbrella had a total number of 33 permanent employees and collaborators, all with higher education and an average age of 35 years. At the same time, the service delivery team of FORT can increase, depending on the number of ongoing projects. Thus, there are 43 people who take part in the activities carried out within the company. The use of collaborators is specific to the cybersecurity industry, where experts prefer contract-based, B2B collaborations instead of traditional hiring. Throughout 2024, FORT continued to train and homogenize the team, as well as build an efficient way of working.

At the level of FORT, as well as its subsidiaries, there is no organized trade union and no collective labor agreement has been concluded.

The FORT team members involved in the delivery of the projects hold several international certifications, which can be consulted in the following table . The certifications related to cybersecurity offered by world-renowned entities such as EC-Council, Offensive Security, ISACA (Information Systems Audit and Control Association) stand out. Among these certifications, the most important are:

- Offensive Security Certified Professional (OSCP) – Certifies the holder's knowledge related to carrying out activities specific to the identification and exploitation of vulnerabilities within complex infrastructures;
- Certified Information Systems Security Professional (CISSP) – Proves a high level of training regarding technical analyses carried out in the field of cybersecurity.

Cybersecurity certifications of FORT specialists:



Insights into the work of FORT

For 2025, FORT has proposed the budget presented in the table below. The main premises underlying the construction of the budget were:

- The presence of strong, stable contracts with strategic partners, set to continue into 2025, which we aim to further develop
- Increasing revenue from the commercialization and implementation of cybersecurity solutions, supported by the expansion of our sales team and enhanced brand recognition in this field. We believe we are in a strong growth position, both nationally and internationally, and are well-equipped to deliver cybersecurity services at the highest standards. Increase in revenues obtained from the delivery of services, based on the new legislative regulations that have already entered into force
- Solid investments in sales and marketing, which allow the specified increases, as well as the company's development in the medium and long term; We have started sustaining marketing campaigns, focused on key industries and market education
- The delivery of projects to clients in the UK, based on the presence of the FORT team in this market for approximately 12 months, as well as on the partnerships concluded.
- Last but not least, we have taken into account operational changes that we have already implemented, such as the change of headquarters and fixed cost efficiencies, which will positively impact the financial result of the next 9M of 2025

Indicator	Value (RON)
Turnover	19.572.460
Of which	
Services	13.761.860
Hardware/Software	5.810.600
Direct Expenditure	(12.278.351)
Of which	
Services	(7.629.871)
Hardware/Software	(4.648.480)
Indirect expenses	(4.620.705)
Of which	
Sales & Marketing	(2.097.000)
Administrative expenses	(2.523.705)
EBITDA	2.673.404
Amortization	(1.177.132)
Financial income	139.753
Financial expenses	-
Gross profit/loss	1.636.026
Corporate income tax	(261.764)
Net result	1.374.262

Analysis of consolidated financial results

FORT SA publishes the consolidated results prepared according to the Romanian Financial Reporting Standards (RAS), which are different from those of the Cybersecurity pillar of Bitnet Group (group of IT companies of which FORT SA was part until the end of 2024 and which report financial results according to IFRS). The main differences between the two reporting sets (RAS vs IFRS) are found in the different treatment applied to goodwill and long-term leases.

Below we present the consolidated financial situation of FORT SA, together with the subsidiaries GRX Advisory SRL and ISEC Associates SRL, both wholly owned by the issuer FORT SA. This information includes the balance sheet, profit and loss account, and cash flow statement.

Consolidated financial position

Indicator	2024	2023	Change 2024 vs 2023 (%)
TOTAL ASSETS	11,346,889	14,566,506	-22%
Goodwill	2,286,103	2,882,478	-21%
Other intangible assets	240,529	255,856	-6%
Tangible fixed assets	181,304	332,197	-45%
Investments in other entities	-	-	0%
Other financial assets	8,679	183,235	-95%
TOTAL FIXED ASSETS	2,716,615	3,653,766	-26%
Stocks	145,585	257,097	-43%
Trade receivables and other receivables	3,267,502	5,740,678	-43%
Cash and equivalents	4,408,750	3,827,639	15%
TOTAL CURRENT ASSETS	7,821,837	9,825,414	-20%
ADVANCE EXPENSES	808,437	1,087,326	-26%
TOTAL DEBTS	2,624,673	4,651,794	-44%
Long-term debts	-	300,000	-100%
Short-term debts	2,624,673	4,351,794	-40%
ADVANCE INCOME	754,564	1,295,433	-42%
EQUITY	7,967,652	8,619,279	-8%

The company's assets decreased during the reporting period, as a result of the decrease in the carrying amount of goodwill¹, an asset reflected only in the consolidated financial statements and which is subject to straight-line depreciation. The outstanding receivables position at the end of the period also decreased, mainly due to the trade receivables position, whose evolution was in line with the evolution of the company's turnover. The reduction in the trade receivables position also had an effect on the cash and cash equivalents position, which increased compared to the balance at the beginning of the period.

FORT's debts decreased by 44% compared to the balance at the beginning of the period, as a result of the payment during 2024 of the amounts representing dividends distributed in previous years and which were unpaid at the beginning of the year, but also as a result of the reduction of the commercial debt position, in line with the evolution of turnover and the improved degree of debt collection.

Consolidated capital position

Indicator	2024	2023	Change 2024 vs 2023 (%)
Share capital	1,120,929	101,903	1000%
Issue premiums	3,495,385	4,514,411	-23%
Other equity items	(116,792)	(116,792)	0%
Legal reserves	117,400	48,962	140%
Deferred result	3,061,962	2,002,468	53%
Current result	357,207	2,099,089	-83%
Profit distribution	(68,439)	(30,762)	122%
Total capital	7,967,652	8,619,279	-8%
Minority interests	0	0	-
Total equity	7,967,652	8,619,279	-8%

The equity position decreased by 8% in the reported period, but this reduction was not due to losses recorded in the course of business. During 2024, the Company distributed dividends of over RON1 mn, from the retained earnings recorded at the beginning of the period.

The subscribed and paid-up share capital position increased, as a result of the EGMS Resolution to increase by partially incorporating the issue premiums in the amount of RON 1,019,026.

¹ The difference between the price paid for the net assets acquired and their fair value at the date of acquisition.

Consolidated profit and loss account

Indicator	2024	2023	Change 2024 vs 2023 (%)
Turnover, of which:	14,772,352	15,237,657	-3%
Services	11,394,566	11,327,359	1%
Sales of goods, licenses	3,377,786	3,910,298	-14%
Other operating income	92,831	3,206,771	-97%
Expenses with goods and other materials	(2,979,996)	(3,696,464)	-19%
Personnel expenses	(4,968,072)	(7,452,820)	-33%
Other operating expenses	(5,619,392)	(4,698,647)	20%
Depreciation, value adjustments, provisions	(819,792)	(237,180)	246%
Financial	39,558	(16,857)	-335%
Gross Profit	517,489	2,342,460	-78%
Corporate income tax	(160,282)	(243,371)	-34%
Profit Net	357,207	2,099,089	-83%

In the reported period, the consolidated turnover marked a decrease of 3% compared to the previous year, the variation being generated exclusively by the position of revenues from sales of goods, which registered a decrease of 14%. Correlatively, expenses with goods sold and other materials decreased by 19%.

Overall, operating expenses decreased by 11%, with the mention that within the consolidated operating expenses item, the expense related to the depreciation of goodwill in the amount of RON 596 thousand is also recorded, an increase compared to that recorded in the previous year (since the consolidated depreciation of goodwill was recorded only starting with November 2023).

A significant impact on the variation in operating revenues and expenses was the completion in December 2023 of the research project through which the InsureAI software solution was developed, through which the company aimed to automate specific processes regarding the settlement of car claims.

The Group recorded a gross result of RON 517 thousand and a net result of RON 357 thousand, respectively, at consolidated level, an improved position compared to the results reported in the quarter. III when losses were recorded.

Consolidated statement of cash flows

Indicator	2024	2023
Cash flows from operating activities:		
Gross profit	517,489	2,342,460
Adjustments for:		
Depreciation and impairment adjustments on fixed assets	818,831	286,651
Impairment adjustments on current assets	5,585	54,530
Income from reversal of provisions	(4,624)	(104,001)
Expenditure on provisions		
Interest income	(55,389)	(70)
Interest expenses	26,218	9,296
Income/Expenses related to exchange rate differences	(10,386)	7,630
Gain from investments		(7,333)
Operating profit before changes in working capital	1,297,724	2,589,163
Decrease / (Increase) of commercial and other receivables	2,755,738	(2,501,668)
(Increase) / Decrease in stocks	107,839	(249,376)
(Decrease) / Increase in commercial and other liabilities	(1,668,200)	2,048,494
Interest paid	(26,218)	
Income tax paid	(160,544)	(366,733)
Cash flows from operating activities	2,306,339	1,519,880
Cash flows from investment activities:		
Payments for the acquisition of tangible and intangible assets	(56,235)	(648,414)
Receipts from the sale of tangible and intangible assets		
(Payments)/ Receipts for the purchase of shares		359,255
Dividends received		
Interest received	55,389	70
Cash flows from investment activities	(846)	(289,089)
Cash flows from financing activities:		
Loan receipts		
Loan repayments		
Collections of guarantees for good performance	174,557	
Dividend paid	(1,898,939)	(615,600)
Payments for the issuance of equity instruments		(116,792)
Proceeds from the issuance of shares		1,676,350
Cash flows from financing activities	(1,724,382)	943,958
Net decrease / increase in cash and cash equivalents	581,111	2,174,749
Cash and cash equivalents at the beginning of the financial year	3,827,639	1,652,890
Cash and cash equivalents at the end of the financial year	4,408,750	3,827,639

Analysis of individual financial results

Analysis of the individual financial position

Indicator	2024	2023	2024 vs 2023 (%)
TOTAL ASSETS	9,665,461	10,890,615	-11%
Goodwill	-	-	0%
Other intangible assets	226,689	237,047	-4%
Tangible assets	99,910	215,141	-54%
Investments in other entities	2,851,000	2,851,000	0%
Other financial fixed assets	8,679	183,235	-95%
TOTAL FIXED ASSETS	3,186,278	3,486,423	-9%
Stocks	147,281	256,557	-43%
Trade receivables and other receivables	3,191,343	4,648,160	-31%
Cash and equivalents	3,140,559	2,499,475	26%
TOTAL CURRENT ASSETS	6,479,183	7,404,192	-12%
ADVANCE EXPENSES	771,826	978,909	-21%
TOTAL DEBTS	2,258,919	3,495,727	-35%
Long-term debts	-	300,000	-100%
Short-term debts	2,258,919	3,195,727	-29%
ADVANCE INCOME	750,609	1,223,908	-39%
EQUITY	7,427,759	7,149,889	4%

The Company's assets decreased by 11% during 2024, mainly due to the reduction of trade receivables and other receivables, with a decrease of 31% compared to the balance recorded at the beginning of the period. The cash in the Company's accounts at the end of the period increased by 26% compared to the balance at the beginning of the year.

The company's debts decreased by 35% during 2024, both as a result of the reduction of the commercial debt position and other debt items.

Individual equity situation

Indicator	2024	2023	Change 2024 vs 2023 (%)
Share capital	1,120,929	101,903	1000%
Issue premiums	3,495,385	4,514,411	-23%
Other equity items	-116,792	-116,792	0%
Legal reserves	85,882	20,381	321%
Deferred result	1,621,151	(8,045)	-20251%
Current result	1,286,706	2,640,412	-51%
Profit distribution	(65,502)	(2,381)	2651%
Total capital	7,427,759	7,152,270	4%
Minority interests	0	0	
Total equity	7,427,759	7,149,889	4%

During the reporting period, FORT's equity increased marginally (+4%). At the component level, the share capital registered a significant increase, as a result of the incorporation into the capital of a part of the issue premiums. During the year, the company made a dividend distribution to shareholders of an amount of approx. RON1 mn from the retained earnings.

Individual profit and loss account

Indicator	2024	2023	Change 2024 vs 2023 (%)
Turnover, of which:	9,293,337	9,790,901	-5%
Services	6,491,308	5,787,098	12%
Sales of goods, licenses	2,802,029	4,003,803	-30%
Other operating income	92,791	3,206,769	-97%
Expenses with goods and other materials	(2,412,968)	(3,704,909)	-35%
Personnel expenses	(2,587,867)	(5,350,634)	-52%
Other operating expenses	(4,032,923)	(3,153,063)	28%
Depreciation, value adjustments, provisions	(212,002)	(107,273)	98%
Financial result	1,169,664	1,977,794	-41%
Gross Profit	1,310,032	2,659,585	-51%
Corporate income tax	(23,326)	(19,173)	22%
Profit Net	1,286,706	2,640,412	-51%

The Company's turnover decreased by 5% in 2024 compared to the previous year, as a result of the 30% reduction in revenues from sales of goods (including license re-invoicing), while revenues from services increased by 12%. The position of other operating revenues recorded a consistent decrease, here were reflected in 2023 revenues from operating subsidies in the amount of RON 2.9 mn, related to a project that benefited from subsidies from EU funds.

The financial result mainly includes dividend income obtained from the subsidiaries owned by the Company.

Individual cash flow statement

Indicator	2024	2023
Cash flows from operating activities:		
Gross profit	1,310,032	2,659,585
Adjustments for:		
Depreciation and impairment adjustments on property, plant and equipment and intangible assets	181,825	163,628
Impairment adjustments on current assets	-	3,609
Income from operating subsidies	-	(2,937,310)
(Revenue from reversal of provisions)/Expenditure on provisions	24,592	(59,964)
Interest income	(55,389)	(70)
Interest expenses	23,260	7,068
Net effect of unrealized exchange rate differences	(3,733)	(3,422)
Income from subsidies	(1133,802)	(1,981,360)
Operating profit before changes in working capital	346,785	(2,148,236)
(Increase) in trade and other receivables	1,530,183	(879,424)
Decrease / (Increase) of stocks	109,277	(248,836)
(Decrease) / Increase in commercial and other liabilities	(430,475)	4,028,054
Interest paid	(23,260)	(7,068)
Income tax paid	-	(22,436)
Cash flows from operating activities	1,532,510	722,054
Cash flows from investment activities:		
Payments for the acquisition of tangible and intangible assets	(56,235)	(515,147)
Receipts from the sale of tangible and intangible assets	-	-
(Payments for)/ receipts from the purchase of shares/ other investments	-	(1,672,997)
Dividends received	1133,802	1,981,360
Interest received	55,389	70
Cash flows from investment activities	1,132,956	(206,714)
Cash flows from financing activities:		
Loan receipts	-	300,000
Loan repayments	(300,000)	-
Collections of guarantees for good performance	174,557	-
Dividend paid	(1,898,939)	(623,935)
Payments for the issuance of equity instruments	-	(116,792)
Proceeds from the issuance of shares	-	1,676,350
Cash flows from financing activities	(2,024,382)	1,235,623
Net increase in cash and cash equivalents	641,084	1,750,963
Cash and cash equivalents at the beginning of the financial year	2,499,475	748,512
Cash and cash equivalents at the end of the financial year	3,140,559	2,499,475

Analysis of the company's activity

There are no significant differences between the business environment in which FORT operated in 2024 versus 2023 in terms of potential effects on liquidity indicators. Both the liquidity and the average duration of customer collection recorded improved values compared to the previous period:

Indicator	Calculation formula	2024	2023
Current Liquidity Ratio	Current assets / Current liabilities	2.98	2.26
Fast Liquidity Rate	(Current assets - Inventories) / Current liabilities	2.92	2.20
Average duration of customer collection	Customer Balance / Turnover * 365 days	77	96

Current liquidity and quick liquidity are two of a company's most important financial ratios and measure its ability to pay short-term debts using available short-term assets.

During the reporting period, there were no major fluctuations, and there were no elements of uncertainty regarding aspects that may affect the company's immediate liquidity. The financial resources are sufficient to operate the activities at a normal pace, without delays.

During 2024, the Company was not in a situation where it could not comply with its financial and/or contractual obligations, nor does it estimate such a situation in the immediate future.

Risks identified by the issuer

The risks related to the company and the industry in which it operates, as well as the risks of the financial instruments issued by FORT SA are detailed below.

ISSUER-SPECIFIC RISKS

The risk of scaling the business

In recent years, the Issuer has experienced increased growth and demand for its products and services. As a result, in recent years, the number of employees has increased significantly, and the Issuer expects it to continue to grow in the coming year. In addition, as the company has grown, the number of end customers has also increased significantly, and the Issuer has managed more and more implementations of its product and service systems. The growth and expansion of the business, the diversification of products and services, and the improvement of the level of support that the company provides to customers puts significant pressure on management, operational and financial resources. In order to effectively manage any future growth, the Issuer shall continue to improve and expand its financial and information technology infrastructure, improve and expand its operational and systems infrastructure and operational and administrative control, as well as its ability to effectively manage staff, capital and processes, all of which may be more difficult to achieve, all the more so as the Issuer's employees continue to work remotely.

The Issuer may fail to successfully implement or extend its improvements to its systems and processes in an efficient or timely manner. In addition, existing systems and processes may not be able to prevent or detect all errors, omissions, or fraud. The Issuer may also experience difficulties in managing improvements to its systems and processes or in relation to software provided by third parties and which is licensed to support the Issuer in relation to such improvements. Any future growth would add complexity to the Issuer's organization and require effective organization-wide coordination. Failure to effectively manage any future growth could lead to increased costs, disrupt existing relationships with end customers, reduce demand, or limit the Issuer to fewer product implementations, or affect business performance and operating results.

Operational results can vary significantly from period to period and can be unpredictable

The Issuer's operating results may vary significantly from period to period and may be unpredictable, which could cause the market price of the shares to fall. Even though operating results, in particular revenues, gross margins, operating margins and operating expenses have increased in the prior period, they may vary as a result of a number of factors, listed below, many of which are beyond the control of the Issuer and may be difficult to predict:

- the ability of the Issuer to attract and retain new end customers or to sell additional products and/or services to existing end customers;
- budget cycles, seasonal purchasing patterns and end-customer purchasing practices, including the likelihood of a slowdown in technology spending due to the global economic slowdown;
- changes in the requirements of end customers, distributors or resellers or market needs;
- price competition;
- the timing and success of the introduction of new products and services by the Issuer or its competitors or any other change in the competitive landscape of the industry in which the Issuer operates, including mergers and acquisitions among competitors or end customers, strategic changes, partnerships entered into by and between the Issuer's competitors;
- the ability of the Issuer to successfully and continuously expand its business domestically and internationally, in particular in light of the current global economic slowdown;
- failure to materialise the projected growth rate for the cybersecurity industry;
- the Issuer's inability to effectively complete or integrate any purchases it may undertake;
- the increase in unforeseen expenses or liabilities and any impact on the Issuer's results of operations as a result of any acquisitions it makes;
- the Issuer's ability to increase the scale and productivity of the distribution channel;
- decisions by potential end customers to purchase cybersecurity solutions from larger, internationally recognized security providers or their primary network equipment suppliers;
- the risk of insolvency or credit difficulties that both end customers may face, which could increase due to the global economic situation, negatively affecting their ability to purchase or pay for the Issuer's products and services, and the Issuer's key suppliers, including its sole suppliers, which could disrupt the Issuer's supply chain;
- any interruption in the distribution channel or termination of the relationships that the Issuer has with important distribution partners, including as a result of the consolidation among distributors and resellers of cybersecurity solutions;
- the Issuer's inability to fulfil end-customer's orders due to supply chain delays or events affecting the Issuer's suppliers and partners or their suppliers, which may be adversely affected by the global economic situation;
- the cost and results of potential litigation, which could have a significant negative effect on the Issuer's business;
- seasonality or cyclical fluctuations of the market in which the Issuer operates;
- political, economic and social instability caused by the military conflict initiated by the Russian Federation in Ukraine, the continuation of hostilities in the Middle East, terrorist activities, any disruptions caused by COVID-19 and/or any other pandemic or general health crisis that may arise and disrupt the global economy;

- general macroeconomic conditions, both at national level and in the foreign markets in which the Issuer is present, which could have a negative impact on the economic development of the respective countries.

Any of the foregoing factors or the cumulative effect of some of the factors mentioned above may result in material fluctuations in the Issuer's financial and other operating results. This unpredictability could result in the Issuer failing to meet its revenue, margin or other operating results targets.

The issuer faces intense competition in the market in which it operates and may not have sufficient financial or other resources to maintain or improve its competitive position

Many of the Issuer's existing competitors have, and some of its potential competitors may have substantial competitive advantages, such as:

- greater name recognition and a longer operating history;
- increased budgets and resources for sales and marketing;
- a more extensive distribution and established relationships with distribution partners and end customers;
- more customer support resources;
- greater resources to make strategic acquisitions or enter into strategic partnerships;
- lower labour costs and the development of new products and/or services;
- newer and/or disruptive products and/or technologies;
- broader and more mature intellectual property portfolios; and/or
- much greater financial, technical and other resources.

In addition, some of the Issuer's larger competitors have substantially more extensive and diverse product and service offerings, which may make them less sensitive to downturns in a particular market and allow them to leverage their other-product-based relationships or incorporate functionality into existing products to win business in a way that discourages users from purchasing the Issuer's products and/or services, including selling at zero or negative margins, offering concessions or bundling products. Many of the Issuer's smaller competitors, which specialize in providing protection against a single type of security threat, are often able to deliver these specialized security products to the market faster than the Issuer.

Organizations using traditional products and services may consider that these products and services are sufficient to meet their security needs, or that the Issuer's offerings only meet the needs of a portion of the cybersecurity industry. Accordingly, these organisations may continue to allocate their information technology budgets to traditional products and services and may not adopt the Issuer's products and services. Many organizations have also invested substantial financial and personnel resources to design and operate their own networks, and have established deep relationships with other providers of network and security products. As a result, these organizations may prefer to buy from their existing suppliers rather than add or switch to a new provider, such as the Issuer, regardless of

product performance or better performing features or service offerings. These organizations may also be willing to incrementally add solutions to their existing security infrastructure management solutions, rather than replacing them entirely with the Issuer's solutions.

Conditions in the market in which the Issuer operates could change rapidly and significantly as a result of technological advances, partnerships or acquisitions carried out by the Issuer's competitors or the continued strengthening of the market. Innovative start-ups and major competitors of the Issuer that make significant investments in research and development may develop similar or superior products and technologies to compete with the Issuer's products and services. Some of the Issuer's competitors have made or could make acquisitions of companies that could allow them to directly offer more competitive and comprehensive solutions than those they previously offered and to adapt more quickly to new technologies and the new needs of end customers. Current and potential competitors of the Issuer may also establish cooperative relationships with each other or with third parties that may further increase their resources.

These competitive pressures, in the market in which the Issuer operates, or its failure to compete effectively, may result in price reductions, fewer orders, reduced revenues and gross margins, as well as loss of market share. Any failure to deal with and address these factors could seriously damage the business and operational results.

A network or data security incident may allow unauthorized access to the Issuer's network or data, damage its reputation, create additional liability issues and negatively impact the financial results

Companies are subjected to a wide variety of attacks on their networks constantly, more and more often. In addition to traditional "hacker-driven" attacks, malicious code (such as viruses and worms), phishing attempts, theft or misuse of employees, sophisticated actors engage in intrusions and attacks (including advanced persistent attacks), which increase the risks to the Issuer's internal networks and customer-facing environments, as well as the information they store and process.

The incidence of cybersecurity breaches has increased. Despite significant efforts to create security barriers for such threats, it is virtually impossible for the Issuer to fully mitigate these risks. The Issuer and third-party service providers may face security threats and attacks from various sources. The Issuer's data, corporate systems, third-party systems and security measures may be breached due to the actions of external parties, employee error, malicious act, cumulation of these factors or otherwise, and as a result, an unauthorized party may gain access to the Issuer's data.

In addition, as an established provider of security solutions, the Issuer can be a more attractive target for such attacks. A breach in the Issuer's data security or an attack against the availability of its or its service providers' services could affect the Issuer's networks or secure product networks and, creating disruptions or slowdowns of systems and exploiting

security vulnerabilities of the Issuer's products, as well as the information stored in its networks or those of its service providers. This data could be accessed, publicly disclosed, altered, lost or stolen, which could cause financial damage.

Although the Issuer has not yet suffered significant damage as a result of unauthorised access by a party to its internal network, any actual or perceived breach of the security of the Issuer's systems or networks could result in damage to its reputation, negative publicity, loss of partners, end customers and sales, loss of competitive advantages over its competitors, increased costs of fixing any problems and how to respond to incidents, regulatory investigations and law enforcement actions, costly litigation, and other types of liability.

In addition, the Issuer may incur significant costs and operational consequences for the investigation, remediation, removal and commissioning of additional tools and devices intended to prevent actual or perceived security breaches and other security incidents, as well as costs of complying with any notification obligations resulting from any security incident.

Any of these effects could have a negative impact on the market perception of the Issuer's products and services, as well as on the confidence of end customers and investors in the Issuer and could seriously affect business or operating results.

Seasonality may cause fluctuations in the Issuer's income

The Issuer believes that there are important seasonal factors that can cause higher revenues to be recorded in the fourth fiscal quarter compared to the first period of the fiscal year. This seasonality results from a number of factors, including but not limited to:

- final customers who have the end of the fiscal year on December 31 and who choose to spend the remaining unused amounts from the budgets they have available, until the end of the fiscal year;
- seasonal reductions in business activity in July and August in the United States, Europe and certain other regions, which could result in a negative impact on the Issuer's revenues; and
- Planning, by the end customer, of the budget at the beginning of the calendar year, which can lead to a delay in expenses at the beginning of the calendar year, which has a negative impact on the Issuer's revenues in the first part of the fiscal year.

As the Issuer continues to develop, seasonal or cyclical variations in its operations may become more pronounced and the Issuer's business, results of operations and financial position may be adversely affected.

If the Issuer fails to hire, integrate, train, retain and motivate staff and management team members, its business may suffer

The future success of the Issuer depends, in part, on its ability to continue to hire, integrate, train and retain the qualification and highly qualification of its staff. The Issuer is

substantially dependent on the ongoing services of existing staff, mainly due to the complexity of the Issuer's product and service offering. In addition, any failure to adequately hire, integrate, train and incentivize sales staff, or the inability of newly hired sales staff to effectively achieve the targeted productivity levels could have a negative impact on the Issuer's growth and marginal operations. Competition for highly qualified personnel, especially in engineering, is often intense, especially in Bucharest, where the Issuer has a substantial presence and needs such personnel.

The Issuer's future performance also depends on the services and continued contributions of the Issuer's management in executing the business plan and identifying and pursuing new opportunities and product innovations. The loss of the services provided by these persons, the decrease in the efficiency of these services or the inefficient management of any transition, could delay or significantly hinder the implementation of the development plan, negatively affecting the Issuer's business, financial situation and operating results.

False detection of applications, viruses, spyware, data patterns, or URL categories may adversely affect the Issuer

The Issuer's classifications by application types, viruses, spyware, exploits of vulnerabilities, data or categories of URLs can detect, falsely report and act on applications or threats that do not actually exist. These false positive results may affect the perception of the reliability of the products and services that the Issuer sells and/or delivers and, therefore, may have a negative impact on the market acceptance of its products and services.

If the products and services that the Issuer sells and/or delivers restrict important files or applications based on falsely identifying them as malware or other items that should be restricted, this could adversely affect end-customers' systems and cause failures within their systems. Any such misidentification of files or applications that are essential to the customer could lead to damage to the Issuer's reputation, negative publicity, loss of partners, end customers, decreased sales, as well as increased costs to remedy any complaints or disputes.

If the Issuer fails to accurately anticipate, prepare and respond promptly to technological and market developments, and fail to successfully manage the market introduction and transition of products and services to meet the changing needs of end-customers in the field of cybersecurity, its competitive position and prospects will be affected

The field of cybersecurity has developed rapidly and is expected to continue to evolve at the same pace. Moreover, a majority of the Issuer's clients operate in markets characterized by continuously evolving technologies and business plans, which require them to add numerous network access points and adapt increasingly complex networks of their businesses, incorporating a variety of hardware, software, operating systems and network protocols. For this reason, the Issuer must continuously adapt its products and/or services.

In addition, the Issuer must commit significant resources to the development of new features and new ways of security in the cloud, AI and others, before knowing whether its investments will result in products and services that the market will accept. The success of new features depends on several factors, including the proper definition of new products, the differentiation of new products, services and features from those of the Issuer's competitors, and the market acceptance of such products, services and features. Moreover, the successful introduction and transition of new products depends on a number of factors, including the Issuer's ability to manage the risks associated with issues related to accelerating the production of new products, the availability of software applications for new products, the effective management of purchase commitments and inventories, the availability of products in adequate quantities and costs to meet anticipated demand, and the risk that new products will have quality or other defects or deficiencies, especially in the early stages of introduction.

The Issuer's current R&D eFORTs may not produce successful products or services that result in significant revenue, cost savings, or other benefits in the near future

The development of products and services related to the Issuer's activity is a costly process. The Issuer's investments in research and development may not result in significant improvements, marketable products or services, or may result in products or services that are more expensive than anticipated. In addition, the Issuer may not realize the anticipated cost savings or performance improvements it anticipated (it may take a longer period of time to generate revenue). The Issuer's future plans include significant investments in research and development. The Issuer believes that it needs to continue to devote a significant amount of resources to its R&D eFORTs in order to maintain its competitive position. However, the Issuer may not receive significant income from these investments in the near future or these investments may not bring the expected benefits, any of which may adversely affect the business and results of operations.

LEGAL, REGULATORY AND LITIGATION RISKS

Changes in tax laws or interpretations, as well as unfavorable decisions of tax authorities, could have a material negative effect on the results of the Issuer's operations and on cash flows

Tax laws and regulations in Romania may be subject to change and there may be changes in the interpretation and application of tax legislation. These changes in the tax legislation and/or in the interpretation and application of the tax law may be adopted/applied quickly by the authorities, difficult to anticipate and, therefore, the Issuer may not be prepared for these changes. As a result, the Issuer may experience increases in taxes due, in the event of a change in tax rates, or, if tax laws or regulations are amended by the competent authorities in a way that disadvantages the Issuer, which could have a material adverse effect on cash flows, business, prospects, results of operations and financial statement for any affected reporting period.

Risk associated with litigation

In the context of carrying out its activity, the Issuer is subject to a risk of litigation, among other things, as a result of changes and developments in legislation. The Issuer may be affected by other contractual claims, complaints and disputes, including from third parties with whom it has contractual relationships, customers, competitors or regulators, as well as any negative publicity that such an event attracts.

At the time of the drafting of this Memorandum, the Issuer was not involved in any litigation in an active or passive procedural capacity.

The risk of applying financial corrections regarding the amounts from the non-reimbursable financing contracted in connection with the development of the InsureAI application

Of the total amount needed for the development of the InsureAI application, 5,740,000 LEI represents non-reimbursable funding from European Funds and the state budget. Part of the financing, namely the amount of approximately 257,000 LEI, represents de minimis aid / state aid.

As a beneficiary of the funds, the Company has various obligations arising from both the financing documentation and the national and European legislation. Failure to comply with these obligations may entail financial corrections in the form of deduction from the amounts to which the Company would be entitled in the future based on the financing contract and/or in the form of the refund of the amounts of money in respect of which the irregularity was found. As regards the amount representing State aid / de minimis aid, the finding of irregularities has the consequence of recovering the State aid / de minimis aid in full, not by applying percentage corrections.

The report / finding note by which the irregularities are identified and the receivables are established represents a debt title, the maturity being 30 days from the date of communication, from which time the interest in the amount equal to the NBR reference interest rate begins to run. In the case of de minimis aid / state aid, its repayment is due from the moment of communication of the debt instrument (report/finding note), and the interest, the rate of which is set by the European Commission, is calculated retroactively, from the date of receipt of the aid until the debt is settled.

The filing of the administrative appeal or the action for annulment of the debt instrument does not suspend its execution. The competent court may order the suspension of enforcement if a security of up to 20% of the amount of the disputed amount is deposited.

We mention that the signing of the financing contract, the acceptance or endorsement by the authorities involved of any document or payment request / payment reimbursement request does not equate to the waiver of the right provided by law to ascertain any irregularities at a later time.

The Company submits eFORTs so that all obligations incumbent on it in connection with this financing are fulfilled in accordance with the provisions of the financing documentation and national and European legislation. The Company operates according to its own interpretation of the legislation in force and there are no guarantees that this interpretation is correct or that it will not change in the future. The possibility that one's interpretation is incorrect or incomplete or that such laws may change cannot be excluded. The lack of case-law and consistent practice can result in unclear or incomplete regulations as well as different or contradictory interpretations of legislation.

The application of financial corrections according to the above may have significant negative effects on the Company in terms of the development of the Insure AI application and/or in terms of the Company's financial position/financial stability.

RISKS RELATED TO INVESTMENTS IN ROMANIA

Political and military instability may have negative consequences on the Issuer's activity

The political and military instability in the region, caused by the invasion of Ukraine by the Russian Federation in February 2022, preceded by the loss of control over the Crimean Peninsula to the Russian Federation and the conflict in Eastern Ukraine with pro-Russian separatists in 2014, as well as the international sanctions imposed on the Russian Federation as a result of these events, may lead to profoundly unfavorable economic conditions, social unrest or, in the worst case, extensive military confrontations in the region. The effects are largely unpredictable, and may include a decrease in investment, significant currency fluctuations, interest rate increases, reduced credit availability, trade and capital flows, increases in energy prices, etc.

The conflict between Israel and Hamas represents a geopolitical risk that can have repercussions on the investment environment globally. The military, political and diplomatic situation in the region is complex and dynamic. The consequences of this conflict can reverberate beyond the parties directly involved. Geopolitical tensions can lead to security threats, expansion of the scope of the parties to the conflict, disruption of trade routes, increased volatility of energy markets, economic sanctions, nationalisations of energy producers, withdrawal of exploitation rights, voluntary reductions in oil/gas production, embargoes on exports of energy products or other retaliatory measures that may have the effect, directly or indirectly, the decrease in the supply of energy products and/or the significant increase in their price. We mention that such retaliatory measures were taken in 1973-1974, by imposing an embargo on the export of oil to certain states that supported Israel, the effect being the increase of the price of a barrel of oil in the United States of America by almost 300% in the reference interval. As a result of this embargo, many states have taken measures to prevent and combat these shocks, the International Energy Agency has been established, stocks of energy products have been created and eFORTs have been submitted to diversify supply sources. Even if state actors are currently much more prepared in the face of such market distortions, including by synchronizing the

release of oil from stocks, the Middle Eastern states remain a very important player in the oil market, accounting for just under 1/3 of global production. Regardless of the intentional actions of the Middle Eastern states, the expansion of the conflict or the parties involved can lead to the degradation of security in the area and the endangerment of maritime transport through the Strait of Hormuz, through which approx. 1/5 of global oil production and approx. 1/3 of the global share of LNG (liquefied natural gas). All this may have the effect of worsening the macroeconomic context at global level, increasing the risk of recession and fueling the inflationary phenomenon, with a negative impact on the Group's activity.

These effects, as well as other unforeseen negative effects of the crisis situations in the region, could have significant negative consequences on the Issuer's business, prospects, results of operations and financial position.

The upward trend of the inflation rate could produce significant negative consequences on the financial performance of the Issuer

The National Bank of Romania ("NBR") estimates that the new taxes imposed by the Romanian government, which will enter into force on January 1, 2024, will contribute to the increase in the inflation rate in the first part of the year, and will gradually decrease in the second half of the year. The annual inflation rate stood at 8.07% in October 2023.

The unpredictability of the inflation rate may have negative effects on the Issuer's activity by increasing the difficulty of the Issuer's estimation of the total costs related to the activities carried out by the Issuer and creating a potential mismatch of the prices charged by the Issuer in relation to customers with the Issuer's costs, with a significant negative effect. A significant difference between the inflation rate anticipated in a certain period and the value actually recorded in that period can significantly negatively influence the way the Issuer's resources are allocated, thus influencing its activity, financial availability, prospects and profitability.

Moreover, an unpredictable increase in the inflation rate can bring imbalances at the macroeconomic level, characterized by rising interest rates, falling living standards and generally slowing down the development of the economy in Romania, imbalances that can contribute to a decrease in demand in the field of cybersecurity.

A potential deterioration of the general economic, political and social conditions in Romania could have negative effects on the Issuer's activity

The success of the Issuer is closely linked to the general economic developments in Romania. The negative developments or the general weakening of the Romanian economy, the decrease in the standard of living, the limited liquidity resources of potential customers and the increase in the level of unemployment, could have a direct negative impact on the demand on the cybersecurity market in Romania.

In recent years, Romania has gone through far-reaching political, economic and social changes. As expected from emerging markets, they do not have all the business

infrastructure, legal and regulatory framework that generally exists in free, more mature market economies. Also, Romania's tax legislation is subject to multiple, diverse interpretations and can undergo frequent changes and, sometimes, suddenly or too quickly implemented.

The direction in which Romania's economy is heading in the future remains largely dependent on the effectiveness of the economic, financial and monetary measures adopted at the government level, as well as on fiscal, legal, regulatory and political developments. Unfavorable economic conditions in Romania, tax uncertainty and increased taxation could ultimately have a direct and/or indirect negative impact on the prices charged for the Issuer's products and services.

The leu can be subject to high volatility

The leu is subject to a variable exchange rate regime, whereby its value against foreign currencies is established on the interbank exchange market. The NBR's monetary policy targets inflation. The variable exchange rate regime is aligned with the use of inflation targets as the nominal anchor of monetary policy and allows for a flexible policy response to unforeseen shocks that could affect the economy. The NBR does not consider a certain level or a certain range for the exchange rate. The NBR's ability to limit the volatility of the leu depends on a number of economic and political factors, including the availability of foreign currency reserves and the volume of new foreign direct investment.

Any changes in the perceptions of global investors on the global economic outlook or of Romania can lead to the depreciation of the Romanian leu. A significant depreciation of the leu could negatively affect the economic and financial situation of the country, which could have a material negative effect on the Issuer's business, operating results and financial situation.

RISKS SPECIFIC TO LISTED FINANCIAL INSTRUMENTS

Stocks may not be a suitable investment for all investors

Each potential equity investor must determine the extent to which the investment is appropriate for their circumstances. Specifically, every potential investor should:

- have sufficient knowledge and experience to make their own proper assessment of the advantages and benefits of making an investment in shares;
- have access to, and knowledge of, the appropriate analytical tools to assess, in the context of its specific financial situation, an investment in equities and the impact that investment will have on its investment portfolio;
- have sufficient financial resources and liquidity to bear all the risks of an investment in shares;
- be able to assess (alone, or with the help of a specialised consultant) possible scenarios on the factors that could affect the investment and its ability to bear the related risks.

Potential investors are not recommended to invest in shares unless they have experience in assessing (alone or with the help of a specialist adviser) how the shares will behave in the context of changes in circumstances, what are the effects of these changes on the value of those shares and what is the impact that this investment could have on the potential investor's overall investment portfolio. Investment activities are subject to applicable investment laws and regulations and/or analysis or regulations issued by certain authorities, and each potential investor should speak with their specialist advisers or relevant regulatory authorities.

Trading on the Bucharest Stock Exchange may be suspended

The FSA is authorized to suspend trading in securities or to request the Bucharest Stock Exchange to suspend from trading the securities traded on the Bucharest Stock Exchange, if the continuation of trading would adversely affect the interests of investors or to the extent that the relevant issuer would violate its obligations under the relevant securities laws and regulations. Also, the Bucharest Stock Exchange has the right to suspend from trading the Issuer's Shares in other circumstances, in accordance with its regulations. Any suspension could affect the trading price of the Issuer's shares and affect their transfer.

Shares may not be actively traded

Although the BVB will be required to administer the shares when trading, there is no assurance that a liquid market for the Shares will develop or that, if it does, it will be maintained in the future. As a result, Share holders may not be able to sell their Shares easily or at prices satisfactory to them.

The Romanian stock market is relatively small compared to other markets in European countries. There is no guarantee that the Shares, even if they are expected to be listed on the SMT Market operated by BVB, will be actively traded and, on the other hand, trading them in an excessive volume could be likely to cause an increase in price volatility and/or have an unfavorable impact on the price of the Shares.

The shares may be affected by market price volatility and their market price may fall disproportionately as a result of events unrelated to the performance of the Issuer's business

The market price of stocks can be volatile and can be affected by large fluctuations. The market price of the shares may fluctuate as a result of a large number of factors, including, but not limited to, the factors referred to in these "Risk Factors", as well as due to period-to-period variations in operating results or changes in revenues or any profit estimates made by the Issuer, industry participants or financial analysts. Also, the market price could be adversely affected by events unrelated to the performance of the Issuer's business, such as, for example, the performance and share price of other companies that investors may consider comparable to the Issuer, speculation in the press or in the investor community relating to the Issuer, unfavorable press articles, strategic actions by competitors (including acquisitions and restructurings), changes in market and legislative conditions.

Any of these factors can cause significant stock price fluctuations, which could lead to a negative return for investors.

The issuance of additional shares of the Issuer, any incentive plans, stock options or deleveraging (or otherwise) may dilute the interests of existing shareholders

The Issuer may seek to attract financing for future acquisitions and other growth opportunities, may issue shares in order to implement stock option plans in favor of the Issuer's management members or employees of the Issuer, as well as to obtain financing in order to reduce the indebtedness. In order to achieve these or other purposes, the Issuer may issue additional equity securities or convertible securities. As a result, the percentage of ownership of existing shareholders may be diluted or the market price of the shares may be adversely affected. As a result, the shares of those shareholders in the share capital of the Issuer could be diluted.

The Issuer's ability to pay dividends to shareholders may be limited

The actual payment of future dividends by the Issuer and their amount will depend on a number of factors, including (but not limited to): the amount of profits and distributable reserves, investment plans, materialization of budgeted revenues, level of profitability, equity leverage ratio, applicable restrictions on dividend payments under applicable law and restrictions in credit agreements (if applicable), the level of dividends paid by other listed companies in the same or related sectors and other factors that the Board of Directors may consider relevant at certain time intervals. Therefore, the Issuer's ability to pay dividends in the future may be limited and/or the Issuer's dividend policy may change. If the Issuer does not pay dividends in the future, the increase in the share price, if any, would be the only source of gain for investors.

Corporate governance principles

This Statement reflects the situation of FORT's compliance with the provisions of the BVB Corporate Governance Code as of March 26, 2025.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
SECTION A – RESPONSIBILITIES			
A	The role of the Board of Directors in a unitary system must be clearly defined and documented in the company's articles of incorporation, internal regulations and/or other similar documents. The Board must ensure that the company's articles of incorporation, the resolutions of the general meeting of shareholders and the internal regulations of the company include a clear delineation between the powers and powers of the general meeting of shareholders, the Board and the executive management.	YES	In the articles of incorporation uploaded on the Company's website, the attributions of the Board of Directors, the General Shareholders' Meeting and the executive management can be found.
	The Council will ensure that a formal, rigorous and transparent procedure is adopted on the appointment of new members of the Council.	YES	Information on the appointment of new members of the Council is included in the Articles of Association.
	There must be a clear division of responsibilities between the Council and the executive management.	YES	The Company's articles of incorporation contain the delimited attributions of the Board of Directors, the General Shareholders' Meeting and the executive management.
	The composition of the Council and its committees must strike an appropriate balance in terms of competence, experience, gender diversity, knowledge and independence of the members, enabling them to carry out their duties and responsibilities effectively.	NOT	From the perspective of the gender diversity of the members of the Board of Directors, in 2024 it was made up exclusively of male members (also taking into account the representatives of the legal entities that are part of the Board of Directors). Starting with March 21, 2025, the Board of Directors is mixed, consisting of two men and one woman (also taking into account the representatives of the legal entities that are part of the Board of Directors). The competence, experience and knowledge of the members of the Board of Directors is

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
			analyzed by the shareholders, once the members of the Board of Directors are appointed at the General Shareholders' Meeting.
	It is advisable that the majority of the non-executive members of the Board of Directors or the Supervisory Board be independent.	NOT	In 2024, the Board of Directors consisted of 3 members, none of whom is independent, having current and/or previous contractual relationships with the majority shareholders of the Company. The same aspects are applicable to the current Board of Directors.
	All members of the Board must be able to allocate sufficient time to society to carry out their duties adequately.	YES	We believe that the members of the Board of Directors can allocate sufficient time to carry out their duties adequately, given that they have responded promptly to all requests and have participated in all Board meetings.
	The Council must ensure that it is adequately informed in order to fully carry out its tasks.	YES	The members of the Board are active members, being adequately informed at all times about the Company's activity, and performing their duties rigorously.
	In the absence of a decision to the contrary by the Council or unless the regulations in force do not require their disclosure, the members of the Council must strictly respect the confidentiality of the work, debates and decisions taken.	YES	The members of the Board strictly respect the confidentiality of the works, debates and decisions taken, in compliance with the obligations provided by the legislation in force regarding listed companies, and the protection of confidential information. The obligation of confidentiality is also included in the mandate contracts concluded between them and the Company.
AI.	All companies must have Board Rules of Procedure that include the terms of reference /responsibilities of the Board and the key management functions of the company, and that apply, inter alia, the General Principles in Section A.	NOT	The company does not have an internal regulation of the Board, the attributions and working mode of the Board being provided in the Articles of Incorporation.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
A2.	Provisions for the management of conflicts of interest must be included in the Council regulation. In any event, the members of the Council shall notify the Council of any conflicts of interest that have arisen or may arise and refrain from participating in discussions (including by no-show, unless failure to appear would prevent the formation of the quorum) and from voting to adopt a decision on the matter giving rise to that conflict of interest.	NOT	The company does not have a regulation of the Board of Directors. The members of the Board act in accordance with the legal provisions regarding the avoidance of conflict of interest, as well as with the provisions of the Articles of Association.
A3.	The Management Board or Supervisory Board must consist of at least five members	NOT	The Company's Board of Directors consists of three members, given the size of the Company and the fact that it is listed on the AeRo secondary market. In this regard, we do not consider it appropriate at this time to co-opt two additional members within the Board of Directors.
A4.	The majority of the members of the Board of Directors must not hold executive office. At least one member of the Board of Directors must be independent in the case of companies in the Standard Category. Each independent member of the Board of Directors must submit a declaration at the time of his nomination for election or re-election, as well as when any change in his or her status occurs, indicating the elements on the basis of which he or she is considered to be independent in terms of his or her character and judgment and according to the following criteria: A.4.1. is not a Managing Director/Chief Executive Officer of the Company or a company controlled by it and has not held such a position in the last five (5) years. A.4.2. is not an employee of the company or a company controlled by it and has not held such a position in the last five (5) years. A.4.3. does not receive and has not received any additional remuneration or other benefits from the company or a company controlled by it, other than those corresponding to the capacity of non-executive director. A.4.4. is not or was not an employee or does not have or did not have during the previous year a contractual relationship with a significant shareholder of the	PARTIALLY	The company is listed on the AeRo secondary market, and not in the Standard Category. In this regard, the Board of Directors of the Company is composed of 3 members, of which 2 are non-executive directors. There is no independent Board member.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
	company, a shareholder controlling more than 10% of the voting rights, or with a company controlled by him. A.4.5. does not have and has not had in the previous year a business or professional relationship with the company or with a company controlled by it, either directly or as a client, partner, shareholder, member of the Board/Administrator, general manager/executive director or employee of a company if, by its substantial nature, this relationship may affect its objectivity. A.4.6. is not and has not been in the last three years the external or internal auditor or employee partner or associate of the current external financial auditor or of the internal auditor of the company or of a company controlled by it. A.4.7. is not a general manager/executive director of another company where another general manager/executive director of the company is a non-executive director. A.4.8. has not been a non-executive director of the company for a period of more than twelve years. A.4.9. does not have family ties with a person in the situations mentioned in points A.4.1. and A.4.4.		
A5.	Other relatively permanent professional commitments and obligations of a Board member, including executive and non-executive positions on the Board of nonprofit companies and institutions, must be disclosed to potential shareholders and investors prior to nomination and during their tenure.	YES	The professional biographies of the existing Board members are available on the Company's website, in the "investors" section. As for the members of the Board of Directors in 2024, their presentation can be found in the Company's Listing Memorandum. The directors' report also contains a section on board members that also includes information about the companies that each board member owns, controls, or manages.
A6.	Any member of the Board shall submit to the Board information on any relationship with a shareholder who directly or indirectly holds shares representing more than 5% of all voting rights. This obligation refers to any kind of report that may affect the member's position on matters decided by the Council.	YES	Each member of the Board of Directors shall provide this information promptly.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
A7.	The company must appoint a secretary of the Board responsible for supporting the work of the Board	NOT	The Company has not appointed a Secretary General, given the fact that this step is not imperative, given the size of the Company, as well as the fact that it is listed on the AeRO secondary market.
A8.	The Corporate Governance Statement will inform whether an assessment of the Board has taken place under the leadership of the Chair or the nominating committee and, if so, summarise the key actions and changes resulting from it. The company must have a Board evaluation policy/guide including the purpose, criteria and frequency of the evaluation process.	NOT	The Company does not currently have a Board Evaluation Policy that will include the purpose, criteria and frequency of the evaluation process. The company is considering initiating the evaluation process of the Board under the leadership of the Chairman.
A9.	The corporate governance statement must contain information on the number of meetings of the Board and committees during the last year, the participation of the directors (in person and in absentia) and a report by the Board and committees on their activities	YES	Details on how to apply this provision are presented in the Directors' Report in the chapter on Corporate Governance.
A10.	The corporate governance statement must include information on the exact number of independent members of the Board of Directors	YES	None of the members of the Board of Directors is independent.
SECTION B – RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM			
B.	The company must have an effective risk management and internal control system. The Board shall lay down the principles and modalities for addressing the risk management system and internal control at company level.	PARTIALLY	The company's policies and procedures regarding risk management have as their sole object the management of IT security risks.
	The Company shall conduct internal audits in order to independently and periodically assess the safety and effectiveness of the risk management and internal control system and corporate governance practices.	NOT	The company does not have the internal audit function implemented, but it plans to implement this function during the current year.
	The Management Board shall establish an independent audit committee that can ensure the integrity of the financial reporting and internal control system, including internal and external audit procedures.	NOT	The company has not established an independent audit committee.
	The Company will ensure that all transactions with related parties are judged objectively, on its own merits in a manner that ensures independence and protection of the Company's	NOT	The Company does not have a policy in place regarding transactions with related parties.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
	interests, in compliance with the restrictions contained in the legislation and correctly disclosed to potential shareholders and investors. The definition of related parties is harmonized with that of International Accounting Standard 24.		
B1.	The Board shall establish an audit committee in which at least one member shall be an independent non-executive director. The majority of the members, including the Chairperson, must have demonstrated that they have appropriate qualifications relevant to the functions and responsibilities of the Committee. At least one member of the audit committee must have proven and appropriate audit or accounting experience.	NOT	The company has not set up an audit committee.
B2.	The Chair of the Audit Committee shall be an independent non-executive member.	NOT	The company has not set up an audit committee.
B3.	As part of its responsibilities, the audit committee is required to carry out an annual assessment of the internal control system.	NOT	The company has not set up an audit committee.
B4.	The assessment shall take into account the effectiveness and purpose of the internal audit function, the adequacy of the risk management and internal control reports submitted to the Board's audit committee, the timeliness and effectiveness with which executive management addresses deficiencies or weaknesses identified as a result of internal control, and the submission of relevant reports to the Board	NOT	The company has not set up an audit committee.
B5.	The Audit Committee shall assess conflicts of interest in relation to the transactions of the Company and its subsidiaries with related parties	NOT	The company has not set up an audit committee.
B6.	The Audit Committee shall assess the effectiveness of the internal control system and the risk management system.	NOT	The company has not set up an audit committee.
B7.	The audit committee shall monitor the application of legal standards and generally accepted internal auditing standards. The audit committee must receive and evaluate the reports of the internal audit team.	NOT	The company has not set up an audit committee.
B8.	Whenever the Code mentions reports or analyses initiated by the Audit Committee, they must be followed by periodic (at least annually)	NOT	The company has not set up an audit committee.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
	or ad-hoc reports that must subsequently be submitted to the Board.		
B9.	No shareholder may be accorded preferential treatment over other shareholders in connection with transactions and agreements entered into by the Company with shareholders and their affiliates.	NOT	These provisions are complied with, but the company's documents are not specifically mentioned.
B10.	The Board shall adopt a policy to ensure that any transaction by the Company with any of its closely related companies whose value is equal to or greater than 5% of the Company's net assets (according to the Company's latest financial report) is approved by the Board following a binding opinion of the Board's Audit Committee and properly disclosed to shareholders and potential investors, to the extent that these transactions fall into the category of events subject to reporting requirements.	NOT	These provisions are not included in the company's documents, but the company considers implementing an appropriate policy in this regard.
B11.	Internal audits must be carried out by a structurally separate division (internal audit department) within the company or by hiring an independent third party entity	NOT	The company has not implemented the internal audit function.
B12.	In order to ensure the performance of the core functions of the internal audit department, it must report functionally to the Board through the Audit Committee. For administrative purposes and as part of management's obligations to monitor and reduce risks, it must report directly to the Chief Executive Officer	NOT	The company has not implemented the internal audit function.
SECTION C – FAIR REWARD AND MOTIVATION			
C.	The level of remuneration must be sufficient to attract, retain and motivate competent and experienced individuals on the Board and management. The Board must ensure transparency on remuneration. Shareholders must receive relevant information to understand the principles applied by the company regarding the remuneration policy, which is based on fair reward and motivation for the members of the Board and for the General Manager or members of the Executive Board.	NOT	Given the fact that it is listed on the AeRO market, this provision is not applicable to it.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
	A company must have a remuneration policy and rules that define that policy. It should determine the form, structure and level of remuneration of the members of the Management Board, the Chief Executive Officer and, where applicable, the members of the Executive Board.	NOT	Given the fact that it is listed on the AeRO market, this provision is not applicable to it.
C1.	The company must publish the remuneration policy on its website and include in the annual report a statement on the implementation of the remuneration policy during the annual period under review. The remuneration policy must be formulated in such a way as to allow shareholders to understand the principles and arguments underlying the remuneration of the members of the Board and the Chief Executive Officer. It must describe how the remuneration process and decision-making is conducted, detail the components of executive remuneration (such as salaries, annual bonuses, long-term incentives linked to the value of shares, benefits in kind, pensions and others) and describe the purpose, principles and assumptions underlying each component (including the general performance criteria for any form of variable remuneration). In addition, the remuneration policy must specify the duration of the Executive Director's contract and the notice period provided for in the contract, as well as any compensation for unfair dismissal. The remuneration report shall present the implementation of the remuneration policy for the persons identified in the remuneration policy during the annual period under analysis. Any material changes to the remuneration policy must be published in a timely manner on the company's website.	NOT	Given the fact that it is listed on the AeRO market, this provision is not applicable to it.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
SECTION D – ADDING VALUE THROUGH INVESTOR RELATIONS			
D	The company must communicate the most important information in Romanian and English in order to allow Romanian and foreign investors to have access to the same information at the same time.	PARTIALLY	Some information is available only in Romanian, the Company is in the process of updating the website in English.
	A company must submit all eFORTs to enable its shareholders to participate in general meetings by encouraging the use of electronic means of communication through (a) live broadcasting of general meetings and/or (b) live bilateral communication by which shareholders can express themselves at a general meeting from a place other than the place where the meeting is held, to the extent that it complies with the legislation on data processing.	YES	Any shareholder may physically attend the Company's general meetings. At the same time, the Company offers shareholders the opportunity to participate and vote in the General Shareholders' Meeting using electronic means, the details on how to participate being included in the convening notices of the General Shareholders' Meeting.
	A company must aim to ensure an electronic voting system at general meetings, including remote electronic voting.	YES	The company offers shareholders the opportunity to participate and vote in the General Shareholders' Meeting using electronic means, the details on how to participate being included in the convening notices of the General Shareholders' Meeting.
DI.	The company must organize an Investor Relations service – indicating to the general public the responsible person/persons or the organizational unit. In addition to the information required by the legal provisions, the company must include on its website a section dedicated to Investor Relations, in Romanian and English, with all relevant information of interest to investors, including: D.I.1. The main corporate regulations: the articles of association, the procedures regarding the general meetings of shareholders; D.I.2. professional CVs of the members of the company's management bodies, other professional commitments of the members of the Board, including executive and non-executive positions on the boards of directors of companies or non-profit institutions; D.I.3. Current reports and periodic reports (quarterly, half-yearly and annual); D.I.4. Information	PARTIALLY	<p>The Company complies with all rules regarding the IR function. The Company has a dedicated section for investor relations on the Company's website, available in both English and Romanian and provides investors with all the aspects required by this provision.</p> <p>The company is in the process of finalizing the following aspects in order to ensure full compliance with this provision, namely the procedure regarding the general meetings of shareholders and the translation of documents that are available only in Romanian.</p>

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
	regarding the general meetings of shareholders; D15. Information on corporate events; D16. Name and contact details of a person who will be able to provide, upon request, relevant information; D17. Company presentations (e.g., investor presentations, quarterly results presentations, etc.), financial statements (quarterly, half-yearly, annual), audit reports and annual reports.		
D2.	The Company will have a policy on the annual distribution of dividends or other benefits to shareholders proposed by the Chief Executive Officer and adopted by the Board in the form of a set of guidelines that the Company intends to follow regarding the distribution of net profit. The principles of the annual distribution policy to shareholders will be published on the company's website.	NOT	The company has not implemented a policy on the annual distribution of dividends so far.
D3.	The Company will adopt a policy in relation to forecasts, whether they are made public or not. Forecasts refer to quantified conclusions of studies aimed at establishing the overall impact of a number of factors on a future period (so-called assumptions); by its nature, this projection has a high level of uncertainty, the actual results may differ significantly from the forecasts initially presented. The forecast policy will set out the frequency, the period envisaged and the content of the forecasts. If published, forecasts can only be included in annual, half-yearly or quarterly reports. The forecast policy will be published on the company's website.	NOT	The Company has not implemented a forecast policy at this time.
D4.	The rules of general meetings of shareholders shall not limit the participation of shareholders in general meetings and the exercise of their rights. The changes to the rules will enter into force, at the earliest, starting with the next shareholders' meeting.	YES	The rules are mentioned in each published convening notice according to the legal requirements. In addition, in order to facilitate the participation of all shareholders in the meetings of the General Shareholders' Meeting, including remotely, the Company has implemented an online participation and voting system since its inception.
D5.	External auditors will be present at the general meeting of shareholders when their reports are presented at these meetings.	YES	The Company will invite auditors to each annual OGMS in which their reports are presented to investors.

COD	PROVISIONS TO BE COMPLIED WITH	COMPLY WITH YES/NO/PARTIAL	EXPLANATION
D6.	The Board will present to the Annual General Meeting of Shareholders a brief assessment of the systems of internal control and management of significant risks, as well as opinions on matters subject to the decision of the General Meeting.	NOT	This provision is not applicable to the Company, given the fact that it has been listed on the AeRO market.
D7.	Any specialist, consultant, expert or financial analyst may participate in the shareholders' meeting based on a prior invitation from the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Board decides otherwise.	YES	This provision is included in the convening notices of the General Shareholders' Meeting.
D8.	The quarterly and semi-annual financial reports will include information in both Romanian and English on the key factors influencing changes in sales, operating profit, net profit and other relevant financial indicators, both quarter-on-quarter and year-on-year.	YES	In each financial report, the Company explains the factors that cause fluctuations in financial indicators.
D9.	A company will hold at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions will be published in the investor relations section of the company's website on the date of the meetings/conference calls.	YES	FORT management organizes biannual conferences. The financial calendar for 2025 includes quarterly investor conferences. Details of these and supporting materials are published in the company's current reports.
D10.	If a company supports various forms of artistic and cultural expression, sports activities, educational or scientific activities and considers that their impact on the innovative character and competitiveness of the company are part of its mission and development strategy, it will publish the policy on its activity in this field.	YES	The Society has supported and continues to support various cultural, educational and scientific initiatives. In this regard, we have been sponsors at numerous events, actively contributing to increasing the added value in the IT community and strengthening competitiveness by promoting knowledge and innovation.

STATEMENT

I confirm, according to the best available information, that the individual and consolidated financial results for the period between 01.01.2024 and 31.12.2024 give a correct picture and in line with the reality of the assets, obligations, financial position and statement of income and expenses of FORT S.A. and that this Report, prepared in accordance with art. 63 of Law 24/2017 on issuers of financial instruments and market operations and Annex no. 15 of the ASF Regulation no. 5/2018 for the period ended December 31, 2024 provides a fair picture in line with the reality of the important events that took place in 2024 and their impact on the company's financial statements

Date : 24.03.2025

VLADIMIR GHIȚĂ

Chair of the Board of Directors of FORT S.A.



FORT S.A.

SITUATII FINANCIARE CONSOLIDATE

Intocmite in conformitate cu
Ordinul Ministrului Finantelor Publice
nr.1802/2014 cu modificarile ulterioare,
la data si pentru exercitiul financiar
incheiat la 31 DECEMBRIE 2024