



To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 7/2024

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

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| Date of report | 31.01.2024 |
| Name of the Company | ROCA INDUSTRY HOLDINGROCK1 S.A. |
| Registered Office | 4 Gara Herastrau street, Building A, Floor 3, Sector 2, Bucharest |
| Phone | +40 31 860 21 01 |
| Email | investors@rocaindustry.ro |
| Website | www.rocaindustry.ro |
| Registration nr. with Trade Registry | J40/16918/2021 |
| Fiscal Code | RO 44987869 |
| Subscribed and paid share capital | 248,672,220 lei |
| Total number of shares | 24,867,222 |
| Symbol traded instruments | ROC1 |
| Market where securities are traded | MTS AeRO Premium |

Important events to be reported: The decision of the Board of Directors on ascertaining and validating the results of the share capital increase operation

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. (hereinafter referred to as the "**Company**"), informs the market that on 31.01.2024, the Company's Board of Directors decided on the ascertainment and validation of the results of the share capital increase operation.

The decision of the Board of Directors is enclosed with the present current report.

Ioan-Adrian Bindea

President of the Board of Directors

ROCA INDUSTRY HOLDINGROCK1 S.A.

Bucharest, District 2, 4 Gara Herăstrău Street, Building A, 3rd floor
J40/16918/2021, Sole Registration Code 44987869, EUID: ROONRC.J40/16918/2021,
subscribed and fully paid share capital: RON 248,672,220

(“**Company**”)

DECISION OF THE BOARD OF DIRECTORS OF

ROCA INDUSTRY HOLDINGROCK1 S.A.

Dated 31 January 2024

The Board of Directors (the “**Board**” / the “**Board of Directors**”) comprised of the following members:

ALEXANDRU SAVIN, Romanian citizen, [confidential],

ROCA MANAGEMENT S.R.L., a limited liability company, established and operating in accordance with Romanian law, with its registered office located in 4 Gara Herăstrău Street, Building A, 3rd floor, module 13, Bucharest, 2nd District, registered with the Trade Registry Office under no. J40/10342/2018, Sole Registration Code (CUI) 39641612, registered with the FSA as alternative investment fund manager through the Certificate no. 86/10.12.2021 and registered in the FSA registry of alternative investment fund managers under no. PJR08AFIAI/400002 of 10.12.2021, through its permanent representative Mr. Rudolf-Paul Vizental;

IOAN-ADRIAN BINDEA, Romanian citizen, [confidential],

MIHAI BÎRLIBA, Romanian citizen, [confidential],

VASILE SANDU, Romanian citizen, [confidential],

WHEREAS:

(A) On 22 June 2023, the Extraordinary General Meeting of Shareholders of the Company (the “**EGMS**”) approved, *inter alia*, (i) the increase of the Company’s share capital by a maximum amount of RON 150,000,000, from the current amount of RON 176,945,730 up to a maximum share capital of RON 326,945,730 by issuing up to 15,000,000 registered, ordinary, dematerialized new shares with a nominal value of RON 10/share (the “**New Shares**”) (the “**Share Capital Increase**”), (ii) the admission to trading of the Company’s shares on the regulated market administered by the Bucharest Stock Exchange S.A. (the “**Listing on the Regulated Market**”) and (ii) the empowering of the Board of Directors to issue any resolution and to perform all legal acts and deeds necessary, useful and/or advisable to carry out the resolutions that shall be adopted by the EGMS regarding the Share Capital Increase and the Listing on the Regulated Market, including with respect to the determination of the structure and duration of the Share Capital Increase, the negotiation as well as the determination and approval of the subscription price under the Share Capital Increase (in accordance with market conditions, as well as the approval of the other final terms and conditions of the Share Capital Increase), the selection of the intermediaries for the Share Capital Increase and the Listing on the Regulated Market respectively, the

arrangement of the drafting and publication of any offer prospectus, offer document, as well as the negotiation, approval and signing of any documents relating to the Share Capital Increase and the Listing on the Regulated Market, the setting of the date, structure and conditions of the Listing on the Regulated Market (including the amendment of the Company's articles of association);

- (B)** On 13 November 2023, the Board of Directors approved the specific terms and conditions of the Share Capital Increase and Listing on the Regulated Market pursuant to the authority referred to in Preamble (A) above (the “**First BoD Decision**”);
- (C)** During the first phase of the Share Capital Increase (during which the New Shares have been offered for subscription to shareholders registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 12 July 2023), carried out between 11 December 2023 – 10 January 2024, 926,872 New Shares out of 15,000,000 shares available have been subscribed, for a price per New Share of RON 10;
- (D)** On 11 January 2024, the Board of Directors approved (the “**Second BoD Decision**”):
- (i) for a number of up to 8,431,851 New Shares, which were not subscribed during the first phase of the Share Capital Increase to be offered for subscription in a private placement addressed to certain persons from the European Union based on the exceptions allowed from the publication of a prospectus, including those provided in article 1(4), letters (a) and (b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC (“**Prospectus Regulation**”) and/or to investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of the exceptions in Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933 (“**U.S. Securities Act**”) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in the New Shares does not constitute a violation of any applicable law by such investor; and
 - (ii) that a number of 5,641,277 New Shares, which were not subscribed during the first phase of the Share Capital Increase, to be issued in the private placement of the Share Capital Increase following the conversion of certain, liquid and due receivables in the total amount of RON 56,412,775.6 held by Societatea de Investitii Alternative cu Capital Privat Roca Investments S.A. („**Roca Investments**”), as creditor, against the Company, as debtor,
- (the “**Private Placement**”)
- (E)** The second phase of the Share Capital Increase, namely the Private Placement phase, was completed on 30 January 2024; and
- (F)** In accordance with the decisions mentioned at items (A), (B) and (D) of the preamble, the Board intends to hereby approve, among others, (i) the acknowledgement of the results of the Private Placement; (ii) the acknowledgement and validation of the results of the Share Capital Increase; (iii) approval of the updated Articles of Association of the Company and (iv) granting of powers of attorney;

Having noted that all the conditions laid down by the Romanian law and by the Company's articles of association for the validity of this meeting of the Board of Directors and for passing resolutions have been met,

UNANIMOUSLY DECIDES AS FOLLOWS:

1. Acknowledgement of the results of the Private Placement

1.1. The Board acknowledges that following the completion of the Private Placement:

- 604,500 New Shares, each having a nominal value of RON 10 and a total nominal value of RON 6,045,000 have been subscribed; and
- a number of 5,641,277 New Shares, with a nominal value of RON 10 each and a total nominal value of RON 56,412,770 have been issued pursuant to the conversion of certain, liquid and due receivables held against the Company in New Shares.

2. Ascertainment and validation of the results of the Share Capital Increase

2.1. The Board ascertains and validates hereby, on the basis of the subscriptions of the New Shares performed within the Share Capital Increase, the following results:

- a number of 926,872 new nominative, dematerialized shares, with a nominal value of RON 10 each and a total nominal value of RON 9,268,720 were subscribed within the first phase of the Share Capital Increase;
- a number of 604,500 new nominative, dematerialized shares, with a nominal value of RON 10 each and a total nominal value of RON 6,045,000 were subscribed within the second phase of the Share Capital Increase; and
- a number of 5,641,277 new nominative, dematerialized shares, with a nominal value of RON 10 each and a total nominal value of RON 56,412,770 have been issued pursuant to the conversion of certain, liquid and due receivables held against the Company in New Shares in the context of the second phase of the Share Capital Increase.

2.2. The New Shares remaining unsubscribed following the Share Capital Increase, i.e., 7,827,351 New Shares are hereby cancelled.

2.3. The share capital of the Company is thus increased from the nominal value of RON 176,945,730 to the nominal value of RON 248,672,220, by issuing a number of 7,172,649 new nominative dematerialized shares, with a nominal value of RON 10 and a total nominal value of RON 71,726,490.

2.4. The amount of RON 5.6, representing the difference between (i) the total amount of certain, liquid and due receivables held against the Company which have been converted into New Shares, of RON 56,412,775.6 and (ii) the total nominal value of a number of 5,641,277 New Shares issued pursuant to the conversion of certain, liquid and due receivables held against the Company shall be contributed to the Company's share capital as share premium.

3. Confirmation of the new structure of the share capital

3.1. The Board confirms that following the Share Capital Increase, the new shareholding structure, calculated on the basis of the most recent synthetic shareholder structure of the Company issued by the Central Depository prior to the Share Capital Increase (18 January 2024), to which the results of the subscriptions made during the Share Capital Increase are added, as resulting from the consolidated report issued by the Central Depository and from the notification received from the Intermediary after the first phase of the Share Capital Increase and from the notification received from the Intermediary after the second phase of the Share Capital Increase, is as follows:

- (i) **Societatea de Investitii Alternative cu Capital Privat Roca Investments S.A.** owns

16,398,834 shares with a total value of 163,988,340 RON, representing 65.9456% of the share capital.

- (ii) **Shareholders - legal persons**, hold a number of 4,881,919 shares, with a total nominal value of 48,819,190 RON, contributed in cash, of which RON 48,324,320 and EUR 100,000, representing 19,6319% of the share capital.
- (iii) **Shareholders - natural persons**, holding a number of 3,586,469 shares, with a total nominal value of 35,864,690 RON, contributed in cash, of which RON 35,864,690, representing 14.4225% of the share capital.

4. Approval of the updated Articles of Association

4.1. The Board hereby approves the amendment of the Articles of Association in order to reflect the Share Capital Increase, as follows:

Article 5.1. of the Articles of Association shall be amended and shall be read as follows:

„The subscribed and paid share capital of the company is RON 248,672,220 and the paid capital is RON 248,672,220, of which RON 71,012,290 is contributed in-kind and RON 177,659,930 is contributed in cash, paid as follows: RON 248,177,350 RON and EUR 100,000 EUR representing the equivalent of RON 494,870 at the exchange rate of 1 EUR = 4.9487 RON published by the National Bank of Romania on 24 November 2021, which is also the date of subscription. The share capital is divided into 24,867,222 shares, with a nominal value of RON 10 per share.”

5. Powers of attorney

The Board of Directors approves the appointment and empowerment of Ioan-Adrian Bindea (the “**Representative**”), his signature being validly binding on the Company, to perform the following acts and deeds in the name and on behalf of the Company, being further empowered to represent the Company in relation to the investors, any private or public person, any notary public, bank and/or any other third party, including, without limitation, to (the “**Power of Attorney**”):

- (i) execute any document, as well as to perform any other formality necessary, useful or desirable in connection with the registration and the effect towards third parties of the resolutions approved herein, including the updated Articles of Incorporation, as well as to sign, seal, execute and deliver any other documents, necessary, appropriate, desirable, required, useful or advisable in relation to the performance by the Company of all its rights and obligations under or in connection with the decisions adopted herein, including with respect to the Share Capital Increase; and
- (ii) represent the Company, in person or through proxies, with full powers and authority in front of the Trade Registry Office, FSA, Depozitarul Central S.A., notary public, and of any other authorities or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolutions passed hereunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary in order to give full effect to the matters decided herein (including the publication of this resolution in the Official Gazette of Romania, Part IV).

The Representative is entitled to sub-delegate any and all of his powers granted hereunder, as he may deem fit and with the observance of any limits imposed on the Representative.

This Resolution was signed today, the date mentioned above in 3 (three) original counterparts, in

Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.

Chairman of the meeting

IOAN-ADRIAN BINDEA

Member of the Board of Directors

ROCA MANAGEMENT S.R.L., by permanent representative

RUDOLF PAUL VIZENTAL

Member of the Board of Directors

ALEXANDRU SAVIN

Member of the Board of Directors

MIHAI BÎRLIBA

Member of the Board of Directors

VASILE SANDU

Secretary of the meeting

ALEXANDRA-GABRIELA ȚIȚAN
