

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 17/2023

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.

Date of report	10.05.2023
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	176,945,730 lei
Total number of shares	17,694,573
Symbol traded instruments	ROC1
Market where securities are traded	MTS AeRO Premium

Important events to be reported: Merger between NATIVEROCK1 and DIAL

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. (hereinafter referred to as the "Company") informs the market that, following the meeting held on 9 May 2023, the Board of Directors of the Company approved in principal the initiation and participation of NATIVEROCK1 S.R.L. (hereinafter referred to as "NATIVEROCK1", entity owned 100% by the Company) and DIAL S.R.L. (hereinafter referred to as "DIAL", company owned 100% by NATIVEROCK1) to the merger by absorption between the two companies (the "Merger"). Within the Merger, DIAL has the status of absorbing company, and NATIVEROCK1 has the status of absorbed company.

The financial statements as at 31 December 2022 of the two companies will be used to determine the terms of the Merger. If the case, events occurring after that date which are considered to have an effect on the implementation of the Merger will also be taken into account when drafting the merger project. As a result of the Merger, NATIVEROCK1 will be dissolved without going into liquidation and will transfer all of its patrimony to DIAL.

The Company wishes to inform investors that the establishment of NATIVEROCK1 as an investment vehicle (SPV) was carried out with the aim of obtaining a credit facility to provide the necessary financing structure for the Company's acquisition of DIAL.

The merger between NATIVEROCK1 and DIAL, following the closing of the transaction for the acquisition of DIAL, was one of the key conditions agreed with the creditor in order to obtain the credit facility and subsequent financing of DIAL.

The merger will have no impact over the consolidated or individual financial results of the Company, the merger being carried out for the aforementioned purpose, as well as for the efficiency of operations at the holding level.

The merger project between NATIVEROCK1 and DIAL will be published in the Official Gazette of Romania, Part IV, in accordance with art. 242 para. (2) of the Companies Law. The Company will keep the market informed in respect to the evolution of the merger through separate current reports.

Ioan-Adrian Bindea
President of the Board of Directors