

**Convening Notice for the Extraordinary General Meeting of Shareholders of**

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**convened for the date of 02 September 2024**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, established and operating in accordance with the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, Bucharest, Romania, registered with Bucharest Trade Registry under no. J40/16918/2021, Unique Registration Code 44987869 (hereinafter referred to as "**the Company**" or "**Roca Industry**"), pursuant to the Companies' Law no. 31/1990, republished, as amended and supplemented ("**Companies Law**"), Law nr. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented ("**Regulation no. 5/2018**") and the articles of association of the Company (the "**Articles of Association** ")

**CONVENES:**

**The Extraordinary General Meeting of Shareholders of the Company ("EGMS") for the date of 02 September 2024 at 11:00, at the address of the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2**, in which all the shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) at the end of the day of **21 August 2024**, set as the Reference Date, are allowed to participate. In case the quorum of validity at the first convening is not met, a second meeting of the EGMS will be held on the date of **03 September 2024 at 11:00**, in the same place and having the same agenda and the same Reference Date.

**Considering that:**

- (A) The company's intention is to split the nominal value of its shares, as mentioned in the explanatory note published on the Company's website;
- (B) The Company's intention is to initiate a bond issuance program to be carried out through one or more subsequent issuances, with a maximum value (nominal value) of up to 50,000,000 RON, with a minimum success threshold of 25,000,000 RON, over a maximum period of 2 years from the date of its approval by the EGMS, as mentioned in the explanatory note published on the Company's website;
- (C) The Company is the sole shareholder of EVOLOR S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register of the Vâlcea Tribunal under no. J38/999/1993, having unique registration code 4701754, with its registered office in Buleta Village, Mihăești Commune, Depozitelor Street no. 5, Vâlcea County, Romania ("**EVOLOR**").

The Company, as lender, entered into a loan agreement on 25.11.2021 with Colorock13 S.R.L. (a company dissolved following the merger by absorption by Sarcom S.R.L. (now EVOLOR – the surviving entity), as borrower, for the amount of 24,000,000 RON, with a due date of 25.11.2024.

Additionally, the Company, as lender, entered into a loan agreement on 18.11.2022 with Colorock13 S.R.L. (a company dissolved following the merger by absorption by Sarcom S.R.L. (now EVOLOR

– the surviving entity), as borrower, for the amount of 5,099,691 RON, with a due date of 18.11.2024.

- (D) The Company is the sole shareholder of ECO EURO DOORS S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register under no. J26/1208/2011, having unique registration code 29460015, with its registered office in Reghin, Carpați Street No. 11, Mureș County, Romania ("EED").

The Company, as lender, entered into a loan agreement on 16.12.2022 with Doorsrock4 S.R.L. (a company dissolved following the merger by absorption by EED), as borrower, for the amount of 350,000 EUR, with a due date of 16.12.2024.

- (E) The Company is the sole shareholder of DIAL S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register under no. J13/5526/1994, having unique registration code 6776141, with its registered office in Hârșova Town, Hârșova City, Șoseaua Constanței Street, No. 17, Constanța County, Romania ("DIAL").

The Company, as lender, entered into a Loan Agreement on 20.09.2022 with Nativerock1 S.R.L. (a company dissolved following the merger by absorption by DIAL), as borrower, for the amount of 6,500,000 EUR. As a result of the Extraordinary General Meeting of Shareholders of the Company on 20.12.2023 and based on the Addendum No. 1 dated 20.12.2023 to the Loan Agreement, the parties agreed on the early repayment of 7,000,000 RON from the total loan amount by converting this amount into shares of DIAL. The remaining loan balance is due on 19.09.2024.

Additionally, as lender, the Company entered into a Loan Agreement on 30.08.2023 with DIAL, as borrower, for the amount of 1,200,000 EUR, which is due on 29.08.2024.

- (F) The Company is the majority shareholder of ELECTROPLAST S.A., a joint-stock company established and operating in accordance with Romanian laws, with its registered office in Bistrița, Subcetate Street No. 14, Bistrița-Năsăud County, registered with the Trade Register under No. J6/1036/1993, unique registration code 5027384 ("ELP").

As a result of the Assignment of Claims Agreement dated 30.06.2023, Roca Industry, as assignee, took over from Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A., the claims arising from the loan agreements concluded by the latter with ELP, as borrower, namely the following:

- Loan Agreement No. 71/08.01.2019, for the amount of 600,000 EUR, which is due on 31.12.2024;
- Loan Agreement dated 17.09.2019, for the amount of 256,203 EUR, which is due on 31.12.2024;
- Loan Agreement No. 4/29.12.2020, for the amount of 200,000 EUR, which is due on 31.12.2024;
- Assignment of Claims Agreement concluded on 21.12.2021, for the amount of 678,440 RON, which is due on 31.12.2024;
- Assignment of Claims Agreement concluded on 01.02.2023, for the amount of 1,356,880 RON, which is due on 31.12.2024.

- (G) The Company's intention is to extend the maturity of the loans granted to its subsidiaries by an additional period of 3 (three) years.

(H) The Company has as its majority shareholder Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A., a joint-stock company established and operating in accordance with Romanian legislation, with its registered office located in Bucharest, Gara Herăstrău Street, No. 4, Building A, 3rd Floor, Module 17, Sector 2, Romania, registered with the Trade Register under No. J40/15602/2017, with unique registration code 38201915 (“Roca Investments”).

Roca Investments, as lender, entered into a loan agreement on 30.08.2023 with Roca Industry, as borrower, for the amount of 1,200,000 EUR, with a due date of 30.08.2024.

The Company's intention is to extend the maturity of the loan granted by Roca Investments by an additional period of 3 (three) years.

**The agenda for the Extraordinary General Meeting of Shareholders will be as follows:**

1. **Approval** of the split of the nominal value of the Company's shares at a ratio of 1:10, resulting in a change in the nominal value of each share from 10 RON to 1 RON. Consequently, the Company's share capital of 248,672,220 RON will be divided into 248,672,220 shares, each with a nominal value of 1 RON.

2. Subject to the approval of item 1 on the agenda, **approval** of the update of the Articles of Incorporation by amending Article 5.1 as follows:

*“Article 5.1. The subscribed and paid-in share capital of the company is 248,672,220 RON, with the paid-in capital being 248,672,220 RON, of which 71,012,290 RON is in-kind contribution and 177,659,930 RON is cash contribution, paid as follows: 248,177,350 RON and 100,000 EUR, representing the equivalent of 494,870 RON at the exchange rate of 1 EUR = 4.9487 RON published by the National Bank of Romania on November 24, 2021, which is also the date of subscription. The share capital is divided into 248,672,220 shares, each with a nominal value of 1 RON per share.”*

3. **Approval** of a program – conducted in one or more rounds – for the issuance of dematerialized corporate bonds, freely negotiable and fully paid, with a maximum total nominal value of 50,000,000 RON or the equivalent of this amount in EUR calculated at the official exchange rate of the National Bank of Romania on the date of issuance of the bonds, with an annual interest rate of up to 12% and a maturity of at least 3 (three) years and up to 5 (five) years for each issuance. The bonds may be convertible or non-convertible, denominated in RON or EUR, guaranteed or unguaranteed, with the possibility of early redemption at the Company's initiative.

The bonds may be offered within one or more public sales offers and/or one or more private placements to investors through an offer addressed to qualified investors and/or to a number of up to 150 physical or legal persons other than qualified investors, in an EU Member State, based on the exemptions from the obligation to publish a prospectus provided by Article 1, paragraph (4) of EU Regulation No. 1129/2017 regarding the Prospectus.

The approval of the bond issuance program will be valid for a period of 2 (two) years from the date of the approval resolution of the Extraordinary General Meeting of Shareholders and aims to finance the full or partial acquisition of new companies for the diversification and synergistic optimization of the Company's investment portfolio.

The bonds issued under this approval will be admitted to trading on one of the markets managed by the Bucharest Stock Exchange.

4. Subject to the approval of item 3 on the agenda, **authorization and empowerment** of the Board of Directors to issue any resolutions necessary to implement the resolution in accordance with item 3 above, including, but not limited to, establishing and approving the characteristics of each round of bond issuance within the limits set by the Extraordinary General Meeting of Shareholders, such as:
  - i) The value of the issuance and the denomination currency;
  - ii) The annual interest rate or, if applicable, the method of determining it;
  - iii) The price of the bonds or, if applicable, the method of determining it;
  - iv) Any other terms and conditions of the bonds, including, but not limited to, the form of the bonds (guaranteed/unguaranteed, convertible/non-convertible, etc.), nominal value, maturity, interest payment frequency, principal repayment method, possibility and conditions for early redemption, possible guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds, and admission to trading on one of the markets managed by the Bucharest Stock Exchange;
  - v) The method of offering the bonds;
  - vi) Any other terms and conditions for conducting the offer related to each bond issuance, including, but not limited to, the offer period, success threshold, subscription method, minimum and maximum subscription amounts, the method of determining and identifying the target market, allocation method, and whether the offer will be conducted through the BVB-Central Depository system or outside of it.
  
5. Subject to the approval of items 3 and 4 on the agenda, **authorization and empowerment** of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person as deemed necessary and/or appropriate, to issue any resolutions and perform all legal acts and actions necessary, useful, and/or appropriate for the preparation, execution, and completion of each bond issuance in accordance with the above, as well as for their admission to trading, including, but not limited to:
  - i) Preparing and signing the Prospectus / Offering Document for each bond issuance;
  - ii) Preparing, signing, and submitting the documentation necessary for the approval of the Prospectus by the Financial Supervisory Authority (ASF), if applicable;
  - iii) Preparing, signing, and submitting the documentation necessary for the admission of the bonds to trading and, implicitly, for the registration of the bonds in the Central Depository system and in the ASF records;
  - iv) Negotiating the contractual terms with and selecting the intermediary/ies for the issuance and sale of the Bonds;
  - v) Negotiating, approving, and signing any contracts and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on one of the markets managed by the Bucharest Stock Exchange, including guarantee contracts, underwriting commitments, any subscription, sale, agency, trust, consulting contracts, certificates, declarations, registers, notifications, addenda, and any other necessary acts and documents;
  - vi) Determining the total number of bonds issued and the funds raised by the Company from the issuance;
  - vii) Preparing and maintaining the necessary records in the Bond Register for each issuance until their admission to trading, if applicable, including entering into registry services and cash distribution agreements with the Central Depository;
  - viii) Performing any other actions and/or formalities required in connection with the above operations and within the limits of the resolutions of the General Meeting of Shareholders.

**6. Approval** of the extension by an additional period of 3 (three) years for the maturity of the following loans:

- i) The loan granted by the Company, as the lender, on November 25, 2021, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 24,000,000 RON, maturing on November 25, 2024;
- ii) The loan granted by the Company, as the lender, on November 18, 2022, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 5,099,691 RON, maturing on November 18, 2024;
- iii) The loan granted by the Company, as the lender, on December 16, 2022, to Doorsrock4 S.R.L. (a company dissolved as a result of a merger by absorption with EED), as the borrower, with an amount of 350,000 EUR, maturing on December 16, 2024;
- iv) The loan granted by the Company, as the lender, on September 20, 2022, to Nativerock1 S.R.L. (a company dissolved as a result of a merger by absorption with DIAL), as the borrower, with an amount of 6,500,000 EUR, of which 7,000,000 RON has been converted into the share capital of DIAL, with the remaining amount maturing on September 19, 2024;
- v) The loan granted by the Company, as the lender, on August 30, 2023, to DIAL, as the borrower, with an amount of 1,200,000 EUR, maturing on August 29, 2024;
- vi) The loans acquired by the Company, as the assignee, following the conclusion of the Assignment Agreement dated June 30, 2023, with Roca Investments, from ELP, as the borrower, specifically the following:
  - Loan Agreement No. 71/08.01.2019, with an amount of 600,000 EUR, maturing on December 31, 2024;
  - Loan Agreement dated September 17, 2019, with an amount of 256,203 EUR, maturing on December 31, 2024;
  - Loan Agreement No. 4/29.12.2020, with an amount of 200,000 EUR, maturing on December 31, 2024;
  - Debt Assignment Agreement dated December 21, 2021, with an amount of 678,440 RON, maturing on December 31, 2024;
  - Debt Assignment Agreement dated February 1, 2023, with an amount of 1,356,880 RON, maturing on December 31, 2024.
- vii) The loan granted by Roca Investments to the Company on August 30, 2023, with an amount of 1,200,000 EUR, maturing on August 30, 2024.

**7. Approval** of the registration date (proposed: December 3, 2024) and the ex-date (proposed: December 2, 2024) for the above operations.

**8. Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, as well as all documents to be adopted by the EGMS and to carry out all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-mandating to third parties. Within the framework of the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-mandates, shall be entitled, without limitation, to carry out all formalities necessary for the signing in the name and on behalf of the shareholders of all documents required for the implementation of the resolution of the EGMS, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

## GENERAL INFORMATION ON THE EGMS

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

- i) *to access the informative materials related to the agenda and the forms for the EGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://rocaindustry.ro/general-shareholders-meetings>);*
- ii) *to access and exercise their right to vote within the EGMS through the platform dedicated to electronic voting (<https://roc1.evot.ro/>), in accordance with the procedure set out in Section 3, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 3, point D below; and*
- iii) *to use, as far as possible, means of distance communication to communicate with the Company, using in particular the email dedicated to investors, respectively [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro);*
- iv) *to constantly check the investor page (<https://rocaindustry.ro/general-shareholders-meetings>) for news regarding the organization of EGMS.*

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

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the EGMS will be available on the Company's website, the section dedicated to investor relations (<https://rocaindustry.ro/general-shareholders-meetings>). The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the EGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2.

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

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

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



Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2.
- b) **by electronic means**, at the e-mail address: [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), so that the requests are received by the Company by the date of **30 august 2024, at 11:00**.
- c) shareholders who have not submitted the questions by the date of **30 august 2024, at 11:00** may address them directly within the EGMS, in person or through the online platform dedicated to electronic voting (<https://roc1.evot.ro/>).

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

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

In accordance with the provisions of Article 117<sup>1</sup> para. (1) of the Companies Law, Art. 105. para. (3) of Law no. 24/2017, Article 189 of Regulation no. 5/2018 and art. 10.13 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

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

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

The shareholders' rights provided above can be exercised only in writing (sent by post or courier services, with acknowledgment of receipt, at the headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro) by the latest on **16 August 2024 inclusively**. The proposals will be accompanied by the following shareholder identification documents:

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

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

The agenda supplemented with the items thus proposed by the shareholders will be published, at the latest on **20 August 2024**.

### **3. Participation and voting in the EGMS**

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **21 August 2024**, are entitled to participate and vote in the EGMS personally (*in person or online*, through the legal representatives in the case of shareholders legal persons), through the representative (on the basis of *special or general power of attorney*), in compliance with the incidental legal provisions - art. 105 paragraph (10) of Law no. 24/2017, or by correspondence (based on *correspondence ballots*).

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

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

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

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

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

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

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

- i) *in the case of shareholders who are natural persons*, with the identity document (identity card, identity card, passport, residence permit) and,
- ii) *in the case of legal persons*, with the identity document of the legal representative (identity card, identity card, passport, residence permit), accompanied by the ascertaining certificate issued by the Trade Register, in original or certified true copy of the original, or of any equivalent document issued by a competent authority in the state where the shareholder legal person is legally registered, presented in the original or in a certified true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days



before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

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

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

### **B. Electronic voting**

Electronic voting may be exercised by using electronic means of voting in accordance with Article 197 of Regulation no. 5/2018, by accessing the link <https://roc1.evot.ro/> from any internet-connected device.

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

#### **➤ For natural persons:**

- i) name and surname;
- ii) personal identification number;
- iii) e-mail address;
- iv) copy of the identity document (identity card, passport, residence permit)\*;
- v) phone number (optional).

or

- vi) they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roc1.ro/Inrolare-Investitori>

#### **➤ For legal entities:**

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

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

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

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

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

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

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

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

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

The general powers of attorney, before their first use, will be submitted to / sent to the registered office of the Company, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the FSA regulations, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro)), so that they are registered as received at the Company's registry by the date of **28 august 2024**, at 18:00. Powers of attorney not submitted within the time limit will not be taken into account.

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

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

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

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

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

The general powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by the identity document and, in the case of legal persons, by the identity document of the legal representative, accompanied by a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the state in which the shareholder is a legal person is legally registered, presented in the original or in a true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

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

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

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

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

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

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

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

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

has not been informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

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

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

The special powers of attorney/correspondence ballots and the related documents will be submitted to/send to the company's registered office, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2 (between 10:00 and 17:00 from Monday to Friday), including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of postal ballots), according to the FSA regulations, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so that they are registered as received at the Company's registry by the date of **28 august 2024**, at 18:00, mentioning on the envelope in clear or in the subject of the e-mail **"For the Extraordinary General Meeting of Shareholders dated 02 September/03 September 2024"**. Powers of attorney not submitted within the time limit will not be taken into account.

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

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

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

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

The above-mentioned declaration must be submitted in original, signed and, as the case may be, stamped, or by e-mail with extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), no later than **28 august 2024**, at 18:00.

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



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

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

**Ioan-Adrian Bindea**

**Chairman of the Board of Directors**

**29 July 2024**