

**Convening Notice regarding the Ordinary General Meetings of Shareholders of
ROCA INDUSTRY HOLDINGROCK1 S.A.
scheduled for February 26/27, 2025**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, organized under the laws of Romania, with its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, Sector 2, Bucharest, Romania, registered with the Trade Register Bucharest 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, with subsequent amendments and completions ("**Companies Law**"), Law no. 24/2017 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("Law no. 24/2017"), Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("**Regulation no. 5/2018**"), and the Articles of Incorporation of the Company ("**Articles of Incorporation**"),

CONVENES:

The Ordinary General Meeting of Shareholders of the Company ("OGMS") for the date of February 26, 2025, at 11:00, at the registered office address 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 **February 13, 2025**, set as the Reference Date, are invited to participate. In case the quorum of validity at the first convening is not met, a second meeting of the OGMS will be held on the date of **February 27, 2025, at 11:00**, in the same place and having the same agenda and the same Reference Date.

Considering:

- (A) The approval of the necessary steps for the initiation and implementation of a Stock Option Plan ("SOP") for the 2024–2027 period by the shareholders within the Ordinary General Meeting of Shareholders ("OGMS") of Roca Industry on April 29, 2024;

- (B) The substantiation note for the OGMS dated April 29, 2024, including the main criteria and requirements, as well as the implementation of the SOP exclusively through the issuance of new shares;
- (C) Additional criteria, terms, conditions, and methods necessary for the successful implementation of an SOP identified during 2024 in order to ensure a better understanding of the obligations and benefits for the management team;
- (D) The necessity for a new OGMS approval regarding the implementation of the SOP at the Company level, aiming to motivate and retain the Roca Industry management team and align the remuneration system with market practices;
- (E) The Company's intention to amend its Remuneration Policy regarding the general remuneration limits for the Chief Executive Officer.

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

- 1. Approval** of the implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the mechanisms for acquiring and the actual acquisition of shares by the plan's beneficiaries, (vii) the mechanism for accelerating the exercise of the beneficiaries' option rights, etc.

The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.

- 2. Approval** of the amendment to the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.

The proposed amendment concerns Art. 5.1.2. letter (ii) of the Policy and aims to increase the limits of the annual variable remuneration of the Chief Executive Officer, referred to as a performance bonus, as follows:

“5.1.2. [...] (ii) The performance bonus is calculated as a percentage applied to the fixed remuneration, a percentage that may be up to 50% of the total annual fixed remuneration and will be paid annually, after confirmation of achieving the results targeted through the applicable performance criteria, together with the remuneration for the month of April of each year.”

- 3. Approval** of the power of attorney granted to the Chairman of the Board of Directors, Ioan-Adrian Bindea, to sign on behalf of the shareholders the OGMS resolution, as well as all documents to be adopted by the OGMS, and to fulfill all legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, Ioan-Adrian Bindea and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required for the implementation of the OGMS resolution, including the Company’s Articles of Association, and to undertake any actions and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

GENERAL INFORMATION ON THE OGMS

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

- i) to access the informative materials related to the agenda and the forms for the OGMS, 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 OGMS through the platform dedicated to electronic voting (<https://roc1.evot.ro/>), in accordance with the procedure set out in Section 4, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 4, 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;*
- iv) to constantly check the investor page (<https://rocaindustry.ro/general-shareholders-meetings>) for news regarding the organization of OGMS.*

1. Documents related to and in connection with the agenda of the OGMS

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the OGMS 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 OGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.

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

- a) the convening notice;
- b) the documents to be presented at the meeting, related to and in connection with the agenda of the OGMS, as well as other informative materials on the issues on the agenda;
- c) general/special empowerment forms for OGMS;
- d) correspondence ballots for for OGMS;
- e) OGMS 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 OGMS.

Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.
- b) **by electronic means**, at the e-mail address: investors@rocaindustry.ro, so that the requests are received by the Company by the date of **25.02.2025, at 18:00**.
- c) shareholders who have not submitted the questions by the date of **25.02.2025, at 18:00**, may address them directly within the OGMS, 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 OGMS, 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 117¹ 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 OGMS, 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 OGMS 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 OGMS, 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, 3rd Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at investors@rocaindustry.ro by the latest on **February 10, 2025 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 **February 12, 2025**.

3. Participation and voting in the OGMS

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **February 13, 2025**, are entitled to participate and vote in the OGMS 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 OGMS 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 the **OGMS** 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://roci.evot.ro/> from any internet-connected device.

For identification and online access to OGMS, 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.rocclar.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.

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,

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, 3rd 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), so that they are registered as received at the Company's registry by the date of **February 21, 2025, at 18:00**. Powers of attorney not submitted within the time limit will not be considered.

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 OGMS 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, 3rd Floor, District 2 (between 10:00 and 18:00 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), 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 **February 21, 2025, at 18:00**, mentioning on the envelope in clear or in the subject of the e-mail "**For the Ordinary General Meeting**

of Shareholders dated February 26/27, 2025". 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 consider the possibility of the agenda of the OGMS 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 OGMS 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, no later than **February 21, 2025, 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.

4. Other Information

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 attend the general shareholders' meeting unless the Chairman of the Board decides otherwise.

For further documents and information, please contact the Company at the e-mail address investors@rocaindustry.ro.

Ioan-Adrian Bindea

Chairman of the Board of Directors

January 22, 2025