

**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
(EGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 26.10.2022

Extraordinary General Meeting of Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A., a joint stock company, established and operating in accordance with the legislation of Romania, having its registered office in Gara Herăstrău Street no. 4, building A, floor 3, Sector 2, Bucharest, Romania, registered with the Bucharest Trade Register under no. J40 / 16918/2021, unique registration code 44987869, with a subscribed and paid-in share capital of RON 176,945,730, divided into 17,694,573 registered shares in dematerialized form with a nominal value of 10 lei each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 26.10.2022, at 11:00, at the first convocation, at the address of the registered office of the Company located in Gara Herăstrău street no. 4, building A, floor 3, Sector 2, Bucharest, Romania, chaired by Mr. Ioan-Adrian Bindea, as Chairman of the Board of Directors, having as secretary of the meeting elected Ms. Oana Maria Berbece and as technical secretary Ms. Ioana Lambrinoc,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 26.10.2022, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 69.67545 % of the share capital and 69.67545 % of the number of existing voting rights, thus meeting the quorum required for the adoption of this EGMS Decision,

Considering:

- The provisions of the Companies Law no. 31/1990, republished, with subsequent amendments (“**Companies Law**”), of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as

subsequently amended and supplemented (“**Regulation No. 5/2018**”) and the Company’s Articles of Incorporation (“**Articles of Incorporation**”);

- The fact that, in accordance with the Articles of Incorporation of the Company, the EGMS was convened through the convening notice of 21 September 2022 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 4036 dated 23 September 2022, in the newspaper Romania Libera dated 23 September 2022, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 21 September 2022;
- The fact that, at the EGMS meeting of 26.10.2022 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 13 October 2022, marked as Reference Date;
- The fact that, during the EGMS meeting, the minutes were drawn up containing all the debates, objections and votes of the shareholders present or validly represented or which voted validly by correspondence, and which formed the basis for issuing this EGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

also considering that:

- The Company is the sole shareholder of **NATIVEROCK1 S.R.L.**, a limited liability 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. J40/7392/2022, Unique Registration Code 45986098, having subscribed and paid-up share capital of RON 100, divided into 10 shares with a nominal value of RON 10 each ("**Nativerock1**").
- On 28 April 2022 Nativerock1, as buyer, entered into a sale and purchase agreement ("**SPA**") with Mr. Vasile Roșu, as seller, for 100% of the shares of **DIAL S.R.L.**, a limited liability company, established and operating in accordance with the laws of Romania, with its registered office at 17, Șoseaua Constanței Street, Hârșova, Hârșova City, Constanța County, Romania, registered with Constanța Trade Register under no. J13/5526/1994,

- Unique Registration Code 6776141 ("**Dial**"), namely a number of 1,060 shares, each with an individual nominal value of RON 10 and a total nominal value of RON 10,600, for a maximum purchase price of EUR 14,000,000 ("**Equity Price**") ("**Transaction**");
- For the partial payment of the Equity Price, as well as for the refinancing of some loans previously contracted by Dial, Nativerock1, as borrower, together with (i) the Company, as guarantor, (ii) **SOCIETATEA DE INVESTIȚII ALTERNATIVE CU CAPITAL PRIVAT ROCA INVESTMENTS S.A.**, as guarantor ("**Roca Investments**") and (iii) **BANCA TRANSILVANIA S.A.**, as lender ("**Banca Transilvania**"), intend to enter into a credit facility agreement, for a total amount of EUR 11,100,000 and RON 5,000,000 (the "**Credit Agreement**");
 - In connection with the Credit Agreement, the Company and Roca Investments, acting as subordinated lenders, intend to conclude a subordination agreement (the "**Subordination Agreement**") with Banca Transilvania whereby any debts of Nativerock1 to any of the subordinated lenders is to be subordinated to the reimbursement of any obligations of Nativerock1 to Banca Transilvania under the Credit Agreement;
 - For securing the obligations of the obligated persons under or in connection with the Credit Agreement and the other financing documents, the Company intends to create certain initial guarantees, including a first-class movable mortgage on all present and future shares issued by Nativerock1 and held by the Company (the "**Mortgage on Nativerock1 shares**"); (the Credit Agreement, the Subordination Agreement and the Mortgage on Nativerock1 shares, as well as any other document designated as such by Banca Transilvania being collectively referred to as the "**Financing Documents**");
 - In order to partially repay the Equity Price, represented by the difference between the Equity Price and the amount borrowed under the Credit Agreement, Nativerock1 requires additional financial resources, up to a maximum amount of EUR 6,500,000, which will be made available by the Company by means of a loan agreement between the Company, as lender, and Nativerock1, as borrower, (the "**Intra-Group Loan Agreement**");

- The Company's execution of the Financing Documents as well as the Intra-Group Loan Agreement was approved by the Resolution of the Extraordinary General Meeting of Shareholders of the Company dated 14 June 2022 (the "**EGMS Resolution**");
- By the EGMS Resolution, Mr. Liviu-Ionel Stoleru, as Chief Executive Officer of the Company at the time of the EGMS Resolution's adoption, was mandated to negotiate and sign, in the name and on behalf of the Company, the Financing Documents and the Intra-Group Loan Agreement;
- Subsequently, Mr. Liviu-Ionel Stoleru notified the Company of his resignation from his mandate as Chief Executive Officer, and by decision of the Board of Directors of the Company dated 29 June 2022:
 - i) the resignation of Mr. Liviu-Ionel Stoleru from the position of Chief Executive Officer of the Company as from 29 June 2022 was acknowledged, and
 - ii) the Board of Directors, on the basis of art. 143 para. (1) of the Companies Law and of art. 13.6 and 13.7 of the Company's Articles of Association, delegated the management of the Company, starting from 29 June 2022, to Mr. Ioan-Adrian Bindea, appointing him as interim Chief Executive Officer until 29 December 2022;
- In view of the content of the EGMS Resolution dated 14 June 2022 and of the decision of the Board of Directors of the Company dated 29 June 2022, as well as the current capacity of Mr. Ioan-Adrian Bindea as Chief Executive Officer, the members of the Board of Directors unanimously approved on 20 September 2022 and confirmed that, in view of this situation, Mr. Ioan-Adrian Bindea - as Chief Executive Officer and legal representative of the Company - will sign, in the name and on behalf of the Company, the Financing Documents and the Intra-Group Loan Agreement;
- On 20 September 2022, the members of the Board of Directors unanimously decided to take all necessary actions so that, on the occasion of the first extraordinary general meeting of the shareholders of the Company, the shareholders of the Company ratify the power of attorney given to Mr. Ioan-Adrian Bindea, interim Chief Executive Officer, to sign the Financing Documents and the Intra-Group Loan Agreement.

as well as the agenda for the EGMS meeting of 26.10.2022, described below:

1. **Approval** of the ratification of the power of attorney given to Mr. Ioan-Adrian Bindea, interim Chief Executive Officer, to sign the Financing Documents and the Intra-Group Loan Agreement.
2. **Approval** of the empowerment of the Chief Executive Officer, Mr. Ioan-Adrian Bindea, for signing on behalf of the shareholders the EGMS decision, as well as all the documents to be adopted by the EGMS and the fulfillment of all the legal formalities for the enforcement and registration of the adopted decisions, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Ioan-Adrian Bindea, as well as any of his sub-agents, will be able, without being limited to such, to fulfill all the formalities necessary for signing in the name and on behalf of the shareholders of all the documents necessary for the implementation of the EGMS decision, as well as to carry out any steps and formalities necessary for the implementation and registration of the decisions adopted by the shareholders.

Shareholders present or validly represented or who voted validly by correspondence, confirming the above-mentioned agenda, adopted the following decisions:

Decision no. 1

Validly present or represented or voting validly by correspondence, shareholders holding 12,328,773 voting rights, representing 69.67545% of the share capital, and 69.67545% of the total voting rights,

A number of 11,952,283 votes representing 11,952,283 shares, 67.54773% of the share capital, 96.94625% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.54773% of the total voting rights, having been validly expressed;

With 11,952,283 valid votes cast "for" shareholders representing 96.94625% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.54773% of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 376,490 abstentions or unspoken votes:

Approval of the ratification of the power of attorney given to Mr. Ioan-Adrian Bindea, interim Chief Executive Officer, to sign the Financing Documents and the Intra-Group Loan Agreement.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 12,328,773 voting rights, representing 69.67545% of the share capital, and 69.67545% of the total voting rights,

A number of 11,952,283 votes representing 11,952,283 shares, 67.54773% of the share capital, 96.94625% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.54773% of the total voting rights, having been validly expressed;

With 11,952,283 valid votes cast "for" shareholders representing 96.94625% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.54773% of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 376,490 abstentions or unspoken votes:

Approval of the empowerment of the Chief Executive Officer, Mr. Ioan-Adrian Bindea, for signing on behalf of the shareholders the EGMS decision, as well as all the documents to be adopted by the EGMS and the fulfillment of all the legal formalities for the enforcement and registration of the adopted decisions, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Ioan-Adrian Bindea, as well as any of his sub-agents, will be able, without being limited to such, to fulfill all the formalities necessary for signing in the name and on behalf of the shareholders of all the documents necessary for the implementation of the EGMS decision, as well as to carry out any steps and formalities necessary for the implementation and registration of the decisions adopted by the shareholders.

This Decision was adopted, in accordance with the legal provisions in force, as well as with the provisions of the Articles of Incorporation of the Company and with the minutes of the EGMS of 26.10.2022.

Written and signed today, 26.10.2022, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Ioana Lambrinoc
