



**DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
(OGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 16.11.2022

The Ordinary 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 16.11.2022, 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. Alexandru Savin, as member of the Board of Directors, based on the mandate offered by the President of the Board of Directors and based on art. 129 of Law 31/1990, having as secretary of the meeting elected Ms. Oana-Maria Berbece and as technical secretary Ms. Alexandra-Gabriela Țițan,

according to the list of present shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated 16.11.2022, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 74.85212% of the share capital and 74.85212% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS 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 OGMS was convened through the convening notice of 10 October 2022 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 4263 dated 11 October 2022, in the newspaper Romania Libera dated 12 October 2022, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 10 October 2022;
- The fact that, at the OGMS meeting of 16.11.2022 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 01 November 2022, marked as Reference Date;
- The fact that, during the OGMS 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 OGMS 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:

- By the OGMS Resolution dated 27.04.2022, the Company’s shareholders elected QUAF TRADING S.R.L., a company incorporated and functioning in accordance with the Romanian law, acting through Mr. Liviu-Ionel Stoleru, its permanent representative, with full powers of administration, as a new member of the Board of Directors, starting with the date of the appointment, respectively the date of adoption of the Decision of the Ordinary General Meeting of Shareholders of 27.04.2022, the expiration date being 17.09.2025;
- Subsequently, Mr. Liviu-Ionel Stoleru notified the Company of his resignation from his mandate as Chief Executive Officer. Also, the company QUAF TRADING S.R.L., acting through Mr. Liviu-Ionel Stoleru, its permanent representative, resigned from its position as member of the Company's Board of Directors;

- In view of the vacancy of a position on the Board of Directors of the Company, at the time of convening this OGMS, the Board of Directors needs a new non-executive member to be appointed, the term of the mandate of the elected director being for a duration equal to the period remaining until the expiry of the mandate for the vacant position, i.e. until 17 September 2025,

as well as the agenda for the OGMS meeting of 16.11.2022, described below:

1. **Election** of a new member in the composition of the Board of Directors for filling in the vacant position, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022. The term of the mandate of the elected director will be for a duration equal to the period remaining until the expiry of the mandate for the vacant position, respectively until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.
2. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, as well as of the Board of Directors to sign the mandate agreement to be concluded with the new member. The mandate agreement concluded with the new member of the Board of Directors will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.
3. Subject to the approval of item 1 on the OGMS agenda, **approval** of the updating of the Company's Articles of Association, respectively of art. 13.8., to reflect the new composition of the Company's Board of Directors. Article 13.8. of the Articles of Association will therefore read as follows:
“Art.13.8. The members of the board of directors are:
 - i) *Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*

- ii) *ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
 - iii) *Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
 - iv) *Mr./Mrs. [...], [...] citizen, [confidential], director with full powers, in his capacity as member of the Board of Directors, with mandate expiring on 17 September 2025;*
 - v) *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.”*
4. **Approval** of the establishment and granting of an individual fixed monthly remuneration for the members of the Board of Directors, in amount of EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022.
5. **Empowerment** of the Chief Executive Officer, 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 compliance with all legal formalities for execution and registration of resolutions adopted, with the possibility to sub-mandate third parties. Within the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the shareholders all the documents necessary for the implementation of the resolution. The OGMS, including the Articles of Association of the Company, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions 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 13,244,763 voting rights, representing 74.85212% of the share capital, and 74.85212% of the total voting rights,

A number of 12,820,102 votes representing 12,820,102 shares, 72.45217% of the share capital, 96.79374% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 72.45217% of the total voting rights, having been validly expressed;

With 12.820,102 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 72.45217% of the total voting rights,

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

Having been 424,661 abstentions or unspoken votes:

It is approved the appointment of Mr. Vasile Sandu, Romanian citizen, [*confidential*], director with full powers, as a member of the Board of Directors for filling in the vacant position, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022. The term of the mandate of the elected director will be for a duration equal to the period remaining until the expiry of the mandate for the vacant position, respectively until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 13,244,763 voting rights, representing 74.85212% of the share capital, and 74.85212% of the total voting rights,

A number of 12,832,173 votes representing 12,832,173 shares, 72.52039% of the share capital, 96,88488% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 72.52039% of the total voting rights, having been validly expressed;

With 12,832,173 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 72.52039% of the total voting rights,

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

Having been 412,590 abstentions or unspoken votes:

It is approved the empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, as well as of the Board of Directors to sign the mandate agreement to be concluded with the new member. The mandate agreement concluded with the new member of the Board of Directors will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 13,244,763 voting rights, representing 74.85212% of the share capital, and 74.85212% of the total voting rights,

A number of 12,832,473 votes representing 12,832,473 shares, 72.52208% of the share capital, 96.88715% of the total voting rights held by the shareholders present or validly represented or who

have validly voted by mail, and 72.52208% of the total voting rights, having been validly expressed;

With 12,832,473 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 72.52208% of the total voting rights,

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

Having been 412,290 abstentions or unspoken votes:

It is approved the updating of the Company's Articles of Association, respectively of art. 13.8., to reflect the new composition of the Company's Board of Directors. Article 13.8. of the Articles of Association will therefore read as follows:

“Art.13.8. The members of the board of directors are:

- i) Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*
- ii) ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
- iii) Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*

- iv) *Mr. Vasile Sandu, Romanian citizen, [confidential], director with full powers, in his capacity as member of the Board of Directors, with mandate expiring on 17 September 2025;*
- v) *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.”.*

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 13,244,763 voting rights, representing 74.85212% of the share capital, and 74.85212% of the total voting rights,

A number of 11,795,512 votes representing 11,795,512 shares, 66.66175% of the share capital, 89.05793% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 66.66175% of the total voting rights, having been validly expressed;

With 11,795,212 valid votes cast "for" shareholders representing 99.99746% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 66.66005% of the total voting rights,

With 300 valid votes cast "against" the shareholders representing 0.00254% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.00170% of the total voting rights;

Having been 1,449,251 abstentions or unspoken votes:

It is approved the establishment and granting of an individual fixed monthly remuneration for the members of the Board of Directors, in amount of EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 13,244,763 voting rights, representing 74.85212% of the share capital, and 74.85212% of the total voting rights,

A number of 12,832,473 votes representing 12,832,473 shares, 72.52208% of the share capital, 96.88714% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 72.52208% of the total voting rights, having been validly expressed;

With 12,832,473 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 72.52208% of the total voting rights,

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

Having been 412,290 abstentions or unspoken votes:

It is approved the empowerment of the Chief Executive Officer, 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 compliance with all legal formalities for execution and registration of resolutions adopted, with the possibility to sub-mandate third parties. Within the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the shareholders all the documents necessary for the implementation of the resolution. The OGMS, including the Articles of Association of the Company, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions 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 OGMS of 16.11.2022.

Written and signed today, 16.11.2022, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
