

Note for OGMS on determining the remuneration of members of the Board of Directors

ROCA INDUSTRY HOLDINGROCK1 SA (“Roca Industry” or the “Company”) groups under its umbrella companies producing construction materials, aiming to develop and scale strong and sustainable domestic brands based on a common strategy and through the synergies generated by their activity. The Company operates and implements the business strategy through its directly or indirectly owned subsidiaries:

The group structure evolved rapidly during 2022. Three company acquisitions have been completed (Eco Euro Doors, Dial – directly held and Terra – indirectly held through Bico) and the acquisition of Iranga (Lithuania) is in process to be finalized, through Bico.

In the next period, while Roca Industry continues its regional development plans, through mergers and acquisitions, depending on market opportunities, the Company considers it essential to enter a normal and natural phase of consolidation of its portfolio companies, including responsibly addressing the current economic situation.

In order to be able to implement the envisaged plans and taking into account that the members of the Board of Directors are not only responsible for the activity of the holding company, but also for that of the companies directly held by it, in April this year the shareholders of the Company approved the change in the structure of the Board of Directors, by increasing the number of members from three to five. Underlying this proposal made by the Board of Directors was the need to complement the skills and expertise required for efficient operation in a changing environment by including new members in the Board with proven experience in the field of construction materials.

From the date of appointment until now the new members of the Board of Directors have not been remunerated, while the three previously appointed members received a fixed net monthly remuneration of EUR 1,000. Their remuneration was approved by a resolution of the Ordinary General Meeting of Shareholders that took place prior to Roca Industry’s admission to trading on the AeRO market managed by the Bucharest Stock Exchange.

In this context, taking into account the new acquisitions that have increased the number of portfolio companies from two to five, as well as the future plans to consolidate the portfolio companies, the Board of Directors of Roca Industry submits for the approval of the Ordinary General Meeting of Shareholders of the Company the proposal to increase the net fixed monthly remuneration from EUR 1,000 to EUR 3,000 and its application to all members of the Board of Directors.

Ioan-Adrian Bindea

President of the Board of Directors