



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

DATED 27.04.2023

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 27.04.2023, at 13:00, 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 Mr. Ștefan Ionuț Buda 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 27.04.2023, the Ordinary General Meeting of Shareholders (“OGMS”) was attended by shareholders representing 73.80477% of the share capital and 73.80477% 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 23 March 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 1401 dated 24 March 2023, in the newspaper Romania Libera dated 24 March 2023, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 24 March 2023;
- The fact that, at the OGMS meeting of 27.04.2023 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 April 2023, 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 the agenda for the OGMS meeting of 27.04.2023, described below:

1. **Approval** of the Company's income and expenditure budget for the financial year 2023, at individual level.
2. **Approval** of the Company's income and expenditure budget for the financial year 2023, at consolidated level.
3. **Approval** of the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2022 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2022 Directors’ Report and the Report of the Independent Auditor for 2022.
4. **Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2022 and

consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2022 Directors' Report and the Report of the Independent Auditor for 2022.

5. **Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2022.
6. **Approval**, for the above operations, of the Reference Date (proposal: 26.05.2023), the ex-date (proposal: 25.05.2023).
7. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS 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 OGMS, 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 13,059,239 voting rights, representing 73.80364% of the share capital, and 73.80364% of the total voting rights,

A number of 13,048,739 votes representing of 13,048,739 shares, 73.74430% of the share capital, 99.91960% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;



With 13,048,739 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 73.74430% 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 10,500 abstentions or unspoken votes:

The shareholders **approved** the Company's income and expenditure budget for the financial year 2023, at individual level.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,239 voting rights, representing 73.80364% of the share capital, and 73.80364% of the total voting rights,

A number of 13,048,739 votes representing of 13,048,739 shares, 73.74430% of the share capital, 99.91960% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,048,739 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 73.74430% 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 10,500 abstentions or unspoken votes:



The Shareholders **approved** the Company's income and expenditure budget for the financial year 2023, at consolidated level.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,439 voting rights, representing 73.80477% of the share capital, and 73.80477% of the total voting rights,

A number of 13,048,739 votes representing 13,048,739 shares, 73.74430% of the share capital, 99.91807% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,048,739 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 73.74430% 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 10,700 abstentions or unspoken votes:

The shareholders **approved** the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2022 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2022 Directors' Report and the Report of the Independent Auditor for 2022.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,439 voting rights, representing 73.80477% of the share capital, and 73.80477% of the total voting rights,

A number of 13,048,739 votes representing 13,048,739 shares, 73.74430% of the share capital, 99.91807% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,048,739 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 73.74430% 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 10,700 abstentions or unspoken votes:

The shareholders approved the consolidated financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2022 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2022 Directors' Report and the Report of the Independent Auditor for 2022.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,439 voting rights, representing 73.80477% of the share capital, and 73.80477% of the total voting rights,

A number of 13,048,739 votes representing 13,048,739 shares, 73.74430% of the share capital, 99.91807% of the total voting rights held by the shareholders present or validly represented or who



have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,048,739 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 73.74430% 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 10,700 abstentions or unspoken votes:

The shareholders **approved** the discharge of the members of the Board of Directors of Roca Industry for the financial year 2022.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,439 voting rights, representing 73.80477% of the share capital, and 73.80477% of the total voting rights,

A number of 13,048,739 votes representing 13,048,739 shares, 73.74430% of the share capital, 99.91807% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,048,739 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 73.74430% 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 10,700 abstentions or unspoken votes:

The shareholders **approved**, for the above operations, of the Reference Date (proposal: 26.05.2023), the ex-date (proposal: 25.05.2023).

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 13,059,439 voting rights, representing 73.80477% of the share capital, and 73.80477% of the total voting rights,

A number of 13,048,739 votes representing 13,048,739 shares, 73.74430% of the share capital, 99.91807% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 73.74430% of the total voting rights, having been validly expressed;

With 13,023,739 valid votes cast "for" shareholders representing 99.80841% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 73.60301% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.19159% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.14129% of the total voting rights;

Having been 10,700 abstentions or unspoken votes:

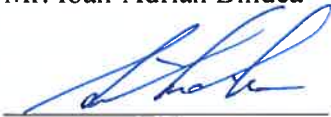
The shareholders approved the empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS and to carry out all legal formalities for the execution and registration of the resolutions 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 OGMS, 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 27.04.2023.

Written and signed today, 27.04.2023, in 4 (four) originals.

Chairman of the OGMS
Mr. Ioan-Adrian Bindea



Meeting secretary
Mr. Ștefan Ionuț Buda



Technical secretary
Ms. Alexandra Gabriela Țițan

