



**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
(EGMS) OF HOLDINGROCK1 S.A.  
DATED 27.04.2022**

Extraordinary General Meeting of Shareholders of 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“ **Holdingsrock1** ”), assembled on 27.04.2022, at 16:00, 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 Mr. Valentin Albu,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 27.04.2022, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 76.6951% of the share capital and 76.6951% 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 March 23, 2022 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 1244 dated March 25, 2022 and on the Company’s website at [www.rocaindustry.ro](http://www.rocaindustry.ro), section Investors > General Meeting of Shareholders, on March 25, 2022;
- The fact that, at the EGMS meeting of 27.04.2022 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of April 14, 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 DOORSROCK4 S.R.L., a limited liability company organized and operating according to the laws of Romania, registered at the Trade Register of the Bucharest Court under number J40/18344/2021, Unique Registration Code 45112950, having its registered office in Gara Herăstrău Street, Nr. 4, Building A, Floor 3, Sector 2, Bucharest, Romania, share capital of 100 Lei, representing 10 shares with a nominal value of 10 lei each (“**Doorsrock**”);
- On December 21, 2021, Doorsrock, as purchaser, concluded with Mrs. Cristiana Maria Cășvean and Mr. Claudiu Marius Grigore Cășvean, as sellers (“**Sellers**”), a contract for the sale-purchase of shares; (“**SPA**”) for the acquisition of 70% of the shares issued by ECO EURO DOORS S.R.L., a limited liability company, organized and operating according to the laws of Romania, registered at the Trade Register of the Mureș Court under number

J26/1208/2011, Unique Registration Code 29460015, headquartered in 11 Carpați Street, Reghin Municipality, Mureș County, Romania (“EED”), respectively a number of 395,045 shares (“Transaction”), each with an individual nominal value of RON 10 and a total nominal value of RON 3,950,450, in accordance with the terms and conditions of the SPA.

- Also, in accordance with the terms and conditions of the Transaction, Doorsrock is considering the purchase of an additional 30% stake in the shares issued by the EED;
- According to the SPA, the transfer of ownership of the shares issued by the EED to Doorsrock is intended to be completed no later than 31 August 2022, subject to the fulfillment of the conditions precedent set out in the SPA;
- For the purpose of the Transaction as well as for other purposes, Doorsrock requires financing, which will be covered:
  - i) partly through a credit facility agreement in the principal amount of up to EUR 13,000,000 concluded between, inter alia. Doorsrock and EED, as borrowers, together with the Company, as guarantor, and Raiffeisen Bank S.A., as inter alia, financing party (the “Credit Agreement”); and
  - ii) partly through financing from the group, both by granting a loan and by contributing to the share capital of Doorsrock - thus requiring financial support from the Company,

**as well as the agenda for the EGMS meeting of 27.04.2022, briefly described below:**

1. Approval of the establishment of a mortgage on all present and future shares issued by Doorsrock and held by the Company;
2. Approval of the establishment of a mortgage on any and all claims, present and future of the Company against each of the Doorsrock and the EED;
3. Approval of the operation of subordinating any and all rights and claims, present and future of the Company to each of the Doorsrock and the EED;
4. Approval of a loan to Doorsrock in the amount of EUR 1,300,000;
5. Approval of the increase by the Company of the share capital of Doorsrock in the amount of EUR 6,328,000;

6. Approval of the power of attorney to the Director General, Mr. Liviu-Ionel Stoleru to act in the name, on behalf of and in the interest of the Company;
7. Approval of the change of name of the Company from “HOLDINGROCK1 S.A.” into “ROCA INDUSTRY HOLDINGROCK1 S.A.” and the corresponding update of the Articles of Incorporation of the Company;
8. Approval of the extension of the composition of the Board of Directors from 3 (three) to 5 (five) members;
9. Approval of the amendment to the Articles of Incorporation of Holdingrock 1, to reflect the new composition of the Board of Directors of the Company;
10. Approval, for the above operations, of the registration date (proposal: 27.05.2022), of the ex-date date (proposal: 26.05.2022);
11. Approval of the power of attorney of the General Manager, Liviu-Ionel Stoleru, to sign on behalf of the shareholders the EGMS decision, as well as all documents to be adopted by the EGMS and fulfill all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility sub-mandate to third parties.

**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 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the establishment of a first-class movable mortgage on all present and future shares issued by Doorsrock and held by the Company, respectively on any rights of the Company (including, but not limited to, any dividends and rights from or in connection with the mortgaged shares, as well as the negotiation, signing, completion, implementation and execution by the Company, as mortgage guarantor, of the Mortgage on the respective shares and related rights, in order to fully guarantee the Credit Agreement, including interest, commissions, costs, penalties (“**Doorsrock Shares Mortgage Agreement**”).

#### **Decision no. 2**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the establishment of a first-class movable mortgage on any and all claims, present and future of the Company against each of Doorsrock and EED, as well as the negotiation, signing, completion, implementation and enforcement by the Company, as mortgagee, of the mortgage on the respective receivables, in order to fully guarantee the Credit Agreement, including interest, commissions, costs, penalties (“**Intra-Group Debt Mortgage Agreement**”).

**Decision no. 3**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the operation of subordinating any and all rights and claims, present and future of the Company to each of Doorsrock and EED, as well as the negotiation, signing, completion, implementation and execution by the Company, as a subordinated creditor, of a subordination agreement (“**Subordination Agreement**”).

**Decision no. 4**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the granting of a loan to Doorsrock in the amount of EUR 1,300,000 for the conclusion of a loan agreement between the Company, as a creditor, and Doorsrock, as a debtor, as well as the negotiation, signing, completion, implementation and execution by parts of the loan agreement ("**Intra-Group Loan Agreement**").

**Decision no. 5**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the increase by the Company of the share capital of Doorsrock with the amount of EUR 6,328,000 and the signing by the Company, as sole shareholder of Doorsrock, of a decision of the sole shareholder of Doorsrock approving the increase of the share capital.

**Decision no. 6**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,520,064 votes representing 13,520,064 shares, 99.6257% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.4080% of the total voting rights, having been validly expressed;

With 13,520,064 valid votes cast "for" shareholders representing 99.6257% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.4080% 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 50,800 abstentions or unspoken votes:



**It is approved** the granting of a power of attorney to the General Manager, Mr. Liviu-Ionel Stoleru (the “**Representative**”), with full powers and authority, to act in the name, on behalf of and in the interest of the Company, for the following:

- a. the negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the Loan Agreement in any form that the Representative, at its discretion, will consider to be in the interest of the Company;
- b. the negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the Mortgage Agreement on the Shares of Doorsrock, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider it to be in the interest of the Company;
- c. the negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the Intra-Group Debt Mortgage Agreement, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider it to be in the interest of the Company;
- d. the negotiation, handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of the Subordination Agreement, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider in the interest of the Company;
- e. negotiation, handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of the Intra-group Loan Agreement, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider in the interest of the Company;
- f. handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of any other documents and/or agreements and performance of any actions necessary to carry out the decisions taken, including, without limitation, any agreements, requests, documents, certificates, notifications, letters, additional documents, powers of attorney, confirmations, waivers or formalities, which may be necessary on the basis of or in connection with the decisions taken and to carry out any and all actions

- provided above, which the Representative, at his discretion will consider them to be in the interest of the Company;
- g. the registration of the Doorsrock Subsidiary Mortgage Agreement and the Intra-Group Debt Mortgage Agreement in all relevant registers (including, without limitation, the National Register of Movable Publicity) and in any registers of the Company or Doorsrock (including the register of associates, as the case may be), in accordance with the applicable legal provisions, and to carry out any formalities and take any necessary or advisable measures to ensure that the mortgages constitute legal effects under the Doorsrock Shareholder Mortgage Agreement and the Intra-Group Debt Mortgage Agreement;
  - h. carrying out any formalities and taking any necessary or recommended measures for the above-mentioned documents, intended to be signed by the Company, to produce legal effects; and
  - i. mandating any third party, at its discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the decisions taken.

According to art. 2016 para. (3) of the Civil Code, the mandate granted to the Representative extends to all acts necessary for its fulfillment, even if they were not expressly mentioned above. This mandate will remain in force until all the above actions have been carried out or until its revocation has been notified in writing to the Representative.

#### **Decision no. 7**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;



With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the change of name of the Company from "HOLDINGROCK1 S.A." in "ROCA INDUSTRY HOLDINGROCK1 S.A." and the corresponding updating of the Articles of Incorporation of the Company.

#### **Decision no. 8**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved** the extension of the composition of the Board of Directors from 3 (three) to 5 (five) members.

**Decision no. 9**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 12,540,103 votes representing 12,540,103 shares, 92.4046% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 70.8698% of the total voting rights, having been validly expressed;

With 12,540,103 valid votes cast "for" shareholders representing 92.4046% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 70.8698% 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 1,030,761 abstentions or unspoken votes:

**It is approved** the modification of the Articles of Incorporation of Holdingrock1, respectively of art. 13.8., To reflect the new composition of the Board of Directors of the Company.

Therefore, art. 13.8. of the Articles of Incorporation will have the following content:

*„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 S.R.L., a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3<sup>rd</sup> floor, module 13, 2<sup>nd</sup> 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 office of 2 (two) years, until 17 September 2023;*
- iv) *QUAF TRADING S.R.L., a company incorporated and functioning in accordance with the Romanian law, with its registered office in Cluj-Napoca, 9 Dariu Pop alley, Cluj county, Romania, registered with the Trade Registry under no. J12/199/2013, Sole Registration Code 31138357, acting through Mr. Liviu-Ionel Stoleru, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, with mandate expiring on 17 September 2025;*
- v) *Mr. Mihai Bîrliiba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2023;*

**Decision no. 10**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,554,564 votes representing 13,554,564 shares, 99.8799% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6029% of the total voting rights, having been validly expressed;

With 13,554,564 valid votes cast "for" shareholders representing 99.8799% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6029% 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 16,300 abstentions or unspoken votes:

**It is approved**, for the above operations, the registration date (proposal: 27.05.2022), ex-date (proposal: 26.05.2022).

**Decision no. 11**

Validly present or represented or voting validly by correspondence, shareholders holding 13,570,864 voting rights, representing 76.6951% of the share capital, and 76.6951% of the total voting rights,

A number of 13,520,064 votes representing 13,520,064 shares, 99.6257% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.4080% of the total voting rights, having been validly expressed;

With 13,520,064 valid votes cast "for" shareholders representing 99.6257% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.4080% 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 50,800 abstentions or unspoken votes:

**It is approved** the mandating of the General Manager, Mr. Liviu-Ionel Stoleru, to sign on behalf of the shareholders the EGMS decision, as well as all documents to be adopted by the EGMS and fulfilling all legal formalities for the execution and registration of the decisions adopted, with the possibility to sub-mandate to third parties. Within the mandate granted, Liviu-Ionel Stoleru, 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 Decision. The EGMS, including the Articles of Incorporation of the Company, 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 27.04.2022.*

Written and signed today, 27.04.2022, in 4 (four) originals.

**Chairman of the meeting**  
**Mr. Ioan-Adrian Bindea**



**Meeting secretary**  
**Ms. Oana Maria Berbece**



**Technical secretary**  
**Mr. Valentin Albu**



