

**DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
(OGMS) OF HOLDINGROCK1 S.A.
DATED 27.04.2022**

Ordinary 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 17:00, 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 Ordinary General Meeting of Shareholders dated 27.04.2022, the meeting of the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 76.6595% of the share capital and 76.6595% 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 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, section Investors > General Meeting of Shareholders, on March 25, 2022;
- The fact that, at the OGMS 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 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 EGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

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

1. Approval of the Company's revenue and expenditure budget for the financial year 2022;
2. Approval of the individual financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021 and composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report for the year 2021;
3. Approval of the consolidated financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021, composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report for the year 2021;

4. Approval of the discharge of the members of the Board of Directors of Holdingrock1 for the financial year 2021;
5. Election of two new members in the composition 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 and the corresponding update of the Articles of Association;
6. Approval of the model management agreement for the Members of the Board of Directors;
7. Approval of the power of attorney of the General Manager, Liviu-Ionel Stoleru, as well as of the Board of Directors to sign the mandate agreements to be concluded with the new members. The mandate agreement concluded with each of the members 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 General Manager of the Company;
8. Approval, for the above operations, of the registration date (proposal: 27.05.2022), of the ex-date (proposal: 26.05.2022);
9. Approval of the power of attorney of the General Manager, Liviu-Ionel Stoleru, to sign on behalf of the shareholders the OGMS decision, as well as all documents to be adopted by the OGMS and compliance with all legal formalities for execution and registration of decisions adopted, with the possibility 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 OGMS, 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;

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 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,564,564 votes representing 13,564,564 shares, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6595% of the total voting rights, having been validly expressed;

With 13,564,564 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6595% of the total voting rights,

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

Having been 0 abstentions or unspoken votes:

It is approved the Company's revenue and expenditure budget for the financial year 2022.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,564,564 votes representing 13,564,564 shares, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6595% of the total voting rights, having been validly expressed;



With 13,564,564 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6595% of the total voting rights,

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

Having been 0 abstentions or unspoken votes:

It is approved the individual financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021 and composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report on year 2021.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,564,564 votes representing 13,564,564 shares, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6595% of the total voting rights, having been validly expressed;

With 13,564,564 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6595% of the total voting rights,

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

Having been 0 abstentions or unspoken votes:

It is approved the consolidated financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021, composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report on year 2021.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,545,251 votes representing 13,545,251 shares, 99.8576% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.5503% of the total voting rights, having been validly expressed;

With 13,545,251 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.5503% of the total voting rights,

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

Having been 19,313 abstentions or unspoken votes:

It is approved the discharge of the members of the Board of Directors of Holdingrock1 for the financial year 2021.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 12,550,103 votes representing 12,550,103 shares, 92.5212% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 70.9263% of the total voting rights, having been validly expressed;

With 12,173,613 valid votes cast "for" shareholders representing and 97.0001% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.7986% 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 share capital and;

Having been 1,014,461 abstentions or unspoken votes:

It is approved the appointment of Mr. **Mihai Bîrliba**, Romanian citizen, [confidential], director with full powers, as a member of the Board of Directors for a term of 3 years, 4 months, and 21 days, respectively until 17.09.2025 and the corresponding updating of the Articles of Incorporation of the Company.

A number of 12,550,103 votes representing 12,550,103 shares, 92.5212% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 70.9263% of the total voting rights, having been validly expressed;

With 12,515,603 valid votes cast "for" shareholders representing and 99.7251% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 70.7313% 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 share capital and;

Having been 34,500 abstentions or unspoken votes:

It is approved the appointment of QUAF TRADING S.R.L. a company incorporated and functioning in accordance with the Romanian law, with its registered office in Cluj-Napoca, 9 Darius 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 the position of member of the Board of Directors for a term of 3 years, 4 months, and 21 days, respectively until 17.09.2025 and the corresponding update of the Articles of Incorporation of the Company.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,564,564 votes representing 13,564,564 shares, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6595% of the total voting rights, having been validly expressed;

With 13,564,564 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6595% of the total voting rights,



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

Having been 0 abstentions or unspoken votes:

It is approved the draft management agreement for the Members of the Board of Directors.

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,530,064 votes representing 13,530,064 shares, 99.7457% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.4645% of the total voting rights, having been validly expressed;

With 13,530,064 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.4645% of the total voting rights,

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

Having been 34,500 abstentions or unspoken votes:

It is approved the mandating the General Manager, Mr. Liviu-Ionel Stoleru, as well as the Board of Directors to sign the mandate agreements to be concluded with the new members. The mandate agreements concluded with each of the members 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 General Manager of the Company.

Decision no. 8

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,564,564 votes representing 13,564,564 shares, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.6595% of the total voting rights, having been validly expressed;

With 13,564,564 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.6595% of the total voting rights,

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

Having been 0 abstentions or unspoken votes:

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

Decision no. 9

Validly present or represented or voting validly by correspondence, shareholders holding 13,564,564 voting rights, representing 76.6595% of the share capital and 76.6595% of the total voting rights,

A number of 13,530,064 votes representing 13,530,064 shares, 99.7457% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail and 76.4645% of the total voting rights, having been validly expressed;

With 13,530,064 valid votes cast "for" shareholders representing 100% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 76.4645% of the total voting rights,

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

Having been 34,500 abstentions or unspoken votes:

It is approved the mandating the General Manager, Mr. Liviu-Ionel Stoleru, to sign the OGMS decision, as well as all documents to be adopted by the OGMS on behalf of the shareholders and to fulfil all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of 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 OGMS, 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 OGMS 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






