



**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
(EGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 20 DECEMBER 2023

Extraordinary 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 RON 10 each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 20 December 2023, 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. 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 Ms. Alexandra Gabriela Țițan,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 20 December 2023, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 71.66109% of the share capital and 71.66109% 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 16 November 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 5140 dated 17 November 2023, in the newspaper Romania Libera dated 17 November 2023, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 16 November 2023;
- The fact that, at the EGMS meeting of 20 December 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 8 December 2023, 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 Company is the sole shareholder of **ECO EURO DOORS S.R.L.**, a limited liability company organized and operating under the laws of Romania, with registered office at 11 Carpați Street, Reghin, Mures County, Romania, registered with the Mures Trade Register Office under no. J26/1208/2011, with Unique Registration Code 29460015, with share capital of RON 8,132,610, representing 813,261 shares with a nominal value of RON 10 each (“**EED**”);
- EED intends to acquire 70% of the shares (“**Shares**”) issued by WORKSHOP DOORS S.R.L., a company incorporated and operating in accordance with Romanian law, having its registered office in Sat Petelea, Comuna Petelea, No. 94, Mures County, Romania, registered at the Trade Register Office under no. J26/559/2009 with Unique Registration Code 25629376 (“**Workshop**”), representing a number of 70 shares, each with an individual nominal value of RON 10 and a total nominal value of RON 700, for a purchase price (“**Price of the Shares**”) of up to RON 50,000,000 (fifty million lei) (“**Workshop Transaction**”). In addition, in accordance with the terms and conditions of the Workshop

Transaction, EED takes into consideration to acquire an additional 30% of the issued shares of Workshop

- The Workshop Transaction shall be implemented and completed in accordance with the terms and conditions of the executed Share Purchase Agreement ("SPA") between EED, as purchaser, and Workshop's sole shareholder, as seller;
- EED requires financing up to RON 50,000,000 in order to pay the Share Price set forth in the SPA, under the terms and conditions set forth therein, and for other purposes. Securitization of the required financing structure of the Workshop Transaction will be carried out through both bank financing and intra-group financing.
- For this purpose, the Extraordinary General Meeting of Shareholders of the Company held on 18 September 2023 approved the granting by the Company of a loan in the maximum amount of RON 50,000,000 to EED.
- Since the financial needs of EED in relation to the Workshop Transaction, but also for other purposes, can also be partially covered by bank financing, the Company is willing to provide financial support to EED either through the loan referred to at letter E) above and/or by capital increase and/or by establishment of guarantees in favour of the financing bank, up to a maximum amount of RON 50,000,000.
- At the same time, the Company is the sole shareholder of **DIAL S.R.L.**, a limited liability company organized and operating under the laws of Romania, with registered office in Hârşova, Hârşova City, 17 Constanţei street, Constanţa County, Romania, registered with the Commercial Register of the Court of Constanţa under No. J13/5526/1994, with Unique Registration Code 6776141, with share capital of RON 10,910, divided into 1,091 shares with a nominal value of RON 10 each ("**DIAL**");
- The Company granted to NATIVEROCK1 S.R.L. ("**Nativerock**") a loan in the amount of EUR 4,826,058 for the acquisition of DIAL, and on 31 July 2023 the merger between DIAL and Nativerock1 S.R.L. was completed, with DIAL taking over Nativerock's obligations arising from the loan concluded with the Company;
- At the same time, the Company granted DIAL a loan in the amount of EUR 1,200,000.

- the Company intends to realign the balance sheet structure of DIAL by converting part of its receivables into share capital through an increase in the share capital of DIAL.

as well as the agenda for the EGMS meeting of 20 December 2023, described below:

- 1. Approval** for the Company to increase the share capital of EED by an amount of up to EUR 1,000,000, as well as to sign EED's sole shareholder's decisions for the share capital increase and EED's articles of association updated following the increase of the share capital.
- 2. Approval** of the EED's financing by the Company, for the completion by EED of the Workshop Transaction, by granting loans to EED and/or by increasing the share capital of EED, up to a maximum amount of RON 50,000,000.
- 3. Approval** of the establishment by the Company of guarantees in favour of the bank financing the Workshop Transaction, up to a maximum amount of RON 50,000,000, in the event of bank financing of EED for the purpose of completing the transaction.
- 4. Approval** of the empowerment of the Board of Directors, in the name and on behalf of the Company, to:
 - i. determine and approve the specific terms and conditions of the loans granted by the Company to EED or of the EED's capital increase or of the guarantees granted by the Company in favor of the bank financing the Workshop Transaction, within the limits approved by this EGMS;
 - ii. negotiate, conclude, execute and deliver by the Company, as lender, of the loan agreement it may enter into with EED, as borrower, in respect of the financing of the Workshop Transaction;
 - iii. sign EED's sole shareholder's resolutions on the share capital increase, as well as EED's articles of association, updated following the share capital increase;
 - iv. negotiate, conclude, execute and deliver by the Company, as guarantor, without limitation, the credit facility agreement which EED, as borrower, may enter into with the financing bank, the mortgage agreements which the Company, as guarantor, may

enter into with the financing bank, in relation to the financing of the Workshop Transaction, and any other documents, notices, certificates, powers of attorney or representations in relation to the financing of the Workshop Transaction;

- v. conclude any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the financing of the Workshop Transaction.

As regards points i - v above, the Board of Directors has the right of sub-delegation to any of the members of the Board of Directors or managers of the Company.

5. **Approval** of the increase of DIAL's share capital by an amount of up to RON 7,000,000 (nominal value) by converting certain receivables held by the Company against DIAL, and the signing of the Decision of DIAL's sole shareholder on the share capital increase, as well as DIAL's Articles of Association, updated as a result of the share capital increase.
6. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, as well as all documents to be adopted by the EGMS 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 EGMS, 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 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,299,533 votes representing 12,299,533 shares, 69.51020% of the share capital, 96.99852% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.51020% of the total voting rights, having been validly expressed;

With 12,067,212 valid votes cast "for" shareholders representing 95.16636% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.19725% of the total voting rights,

With 232.321 valid votes cast "against" the shareholders representing 1.83217% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31295% of the total voting rights;

Having been 380,591 abstentions or unspoken votes:

The shareholders **approved** the Company to increase the share capital of EED by an amount of up to EUR 1,000,000, as well as to sign EED's sole shareholder's decisions for the share capital increase and EED's articles of association updated following the increase of the share capital.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,299,308 votes representing 12,299,308 shares, 69.50893% of the share capital, 96.99675% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69,50893% of the total voting rights, having been validly expressed;

With 12,066,907 valid votes cast "for" shareholders representing 95.16395% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.19553% of the total voting rights,

With 232,401 valid votes cast "against" the shareholders representing 1.83280% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31340% of the total voting rights;

Having been 380,816 abstentions or unspoken votes:

The shareholders **approved** the EED's financing by the Company, for the completion by EED of the Workshop Transaction, by granting loans to EED and/or by increasing the share capital of EED, up to a maximum amount of RON 50,000,000.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,299,533 votes representing 12,299,533 shares, 69.51020% of the share capital, 96.99852% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.51020% of the total voting rights, having been validly expressed;

With 12,067,812 valid votes cast "for" shareholders representing 95.17109% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.20064% of the total voting rights,

With 231,721 valid votes cast "against" the shareholders representing 1.82743% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.30956% of the total voting rights;

Having been 380,591 abstentions or unspoken votes:

The shareholders **approved** the establishment by the Company of guarantees in favour of the bank financing the Workshop Transaction, up to a maximum amount of RON 50,000,000, in the event of bank financing of EED for the purpose of completing the transaction.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,299,533 votes representing 12,299,533 shares, 69.51020% of the share capital, 96.99852% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.51020% of the total voting rights, having been validly expressed;

With 12,067,812 valid votes cast "for" shareholders representing 95.17109% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.20064% of the total voting rights,

With 231,721 valid votes cast "against" the shareholders representing 1.82743% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.30956% of the total voting rights;

Having been 380,591 abstentions or unspoken votes:

The shareholders **approved** the empowerment of the Board of Directors, in the name and on behalf of the Company, to:

- i. determine and approve the specific terms and conditions of the loans granted by the Company to EED or of the EED's capital increase or of the guarantees granted by the Company in favor of the bank financing the Workshop Transaction, within the limits approved by this EGMS;
- ii. negotiate, conclude, execute and deliver by the Company, as lender, of the loan agreement it may enter into with EED, as borrower, in respect of the financing of the Workshop Transaction;
- iii. sign EED's sole shareholder's resolutions on the share capital increase, as well as EED's articles of association, updated following the share capital increase;

- iv. negotiate, conclude, execute and deliver by the Company, as guarantor, without limitation, the credit facility agreement which EED, as borrower, may enter into with the financing bank, the mortgage agreements which the Company, as guarantor, may enter into with the financing bank, in relation to the financing of the Workshop Transaction, and any other documents, notices, certificates, powers of attorney or representations in relation to the financing of the Workshop Transaction;
- v. conclude any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the financing of the Workshop Transaction.

As regards points i - v above, the Board of Directors has the right of sub-delegation to any of the members of the Board of Directors or managers of the Company

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,299,533 votes representing 12,299,533 shares, 69.51020% of the share capital, 96.99852% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.51020% of the total voting rights, having been validly expressed;

With 12,067,212 valid votes cast "for" shareholders representing 95.16636% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.19725% of the total voting rights,

With 232,321 valid votes cast "against" the shareholders representing 1.83217% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31295% of the total voting rights;

Having been 380,591 abstentions or unspoken votes:

The shareholders **approved** the increase of DIAL's share capital by an amount of up to RON 7,000,000 (nominal value) by converting certain receivables held by the Company against DIAL, and the signing of the Decision of DIAL's sole shareholder on the share capital increase, as well as DIAL's Articles of Association, updated as a result of the share capital increase.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 12,680,124 voting rights, representing 71.66109% of the share capital, and 71.66109% of the total voting rights,

A number of 12,277,015 votes representing 12,277,015 shares, 69.38294% of the share capital, 96.82094% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.38294% of the total voting rights, having been validly expressed;

With 12,045,294 valid votes cast "for" shareholders representing 94.99350% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.07338% of the total voting rights,

With 231,721 valid votes cast "against" the shareholders representing 1.82743% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.30956% of the total voting rights;

Having been 403,109 abstentions or unspoken votes:

The shareholders **approved** empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, as well as all documents to be adopted by the EGMS 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 EGMS, 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 EGMS of 20 December 2023.

Written and signed today, 20 December 2023, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Mr./Ms. Oana Maria Berbece

Technical secretary

Ms. Alexandra Gabriela Țițan
