



Convening Notice regarding the Ordinary and Extraordinary General Meetings of Shareholders of

ROCA INDUSTRY HOLDINGROCK1 S.A.

scheduled for January 29, 2024

The Board of Directors of ROCA INDUSTRY HOLDINGROCK1 S.A., a joint-stock company, organized under the laws of Romania, with its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, Sector 2, Bucharest, Romania, registered with the Trade Register Bucharest under no. J40/16918/2021, unique registration code 44987869 (hereinafter referred to as the "Company" or "Roca Industry"), pursuant to the Companies' Law no. 31/1990, republished, with subsequent amendments and completions ("Companies Law"), Law no. 24/2017 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("Law no. 24/2017"), Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("Regulation no. 5/2018"), and the Articles of Incorporation of the Company ("Articles of Incorporation"),

CONVENES:

The Ordinary General Meeting of Shareholders of the Company ("OGMS") for the date of January 29, 2024, at 11:00, at the registered office address of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, in which all the shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) at the end of the day of January 18, 2024, set as the Reference Date, are invited to participate. In case the quorum of validity at the first convening is not met, a second meeting of the OGMS will be held on the date of January 30, 2024, at 11:00, in the same place and having the same agenda and the same Reference Date; and

The Extraordinary General Meeting of Shareholders ("EGMS") for January 29, 2024, at 11:30, at the registered office address of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, Sector 2. All shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) until the end of the day on January 18, 2024, set as the Reference Date ("Reference Date"), are invited to attend. In case the necessary quorum is not reached at the first convening, a second meeting of the EGMS will take place on January 30, 2024, at 11:30, at the same location and with the same agenda, and having the same Reference Date.

Agenda for the Ordinary General Meeting of Shareholders

Considering:

- (A) The Company's intention to be admitted to trading on the regulated market administered by the Bucharest Stock Exchange;
- (B) The provisions of Law no. 24/2017 on issuers of financial instruments and market operations;

The agenda for the Ordinary General Meeting of Shareholders will be as follows:

1. **Approval** of the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, from the date of the Ordinary General Meeting of Shareholders (OGMS) until September 17, 2025.
2. **Approval** of authorizing the Chief Executive Officer, Ioan-Adrian Bindea, as well as the members of the Board of Directors to sign the contract to be concluded with the member of the Audit and Risk Committee of the Company, appointed in accordance with item 1 on the agenda.
3. **Approval** of authorizing the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the Ordinary General Meeting of Shareholders (OGMS), as well as all documents to be adopted by the OGMS, and to fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the OGMS resolution, including the Articles of Incorporation of the Company, and to undertake any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

Agenda for the Extraordinary General Meeting of Shareholders:

Considering:

- (A) The Company's intention to be admitted to trading on the regulated market administered by the Bucharest Stock Exchange;
- (B) The provisions of Law no. 24/2017 on issuers of financial instruments and market operations;
- (C) The Company's intention to amend the Articles of Incorporation,
- (D) The fact that the Company is the sole associate of **ECO EURO DOORS S.R.L.**, a company established and operating in accordance with Romanian laws, with registered office in the City of Reghin, Str. Carpați, No. 11, Mureș County, Romania, registered with the Trade Register under no. J26/1208/2011 and having a unique registration code 29460015 ('**EED**');
- (E) The fact that, on August 18, 2023, EED, a subsidiary of Roca Industry, signed the sale-purchase agreement ('**SPA**') for the acquisition of 70% of the shares ("**Shares**") issued by Workshop Doors S.R.L., a company established and operating in accordance with Romanian laws, with registered office in Sat Petelea, Comuna Petelea, No. 94, Mureș County, Romania, registered with the Trade Register under no. J26/559/2009 and having a unique registration code 25629376 ('**Workshop**'), representing a number of 70 shares, each with an individual nominal value of 10 Lei and a total nominal value of 700 Lei, for a purchase price ('Price of the Shares) in the maximum amount of 50,000,000 RON (fifty million lei) ("**Transaction**"), as well as for the subsequent acquisition of an additional package of 30% of the shares issued by Workshop, the transaction being subject to completion after the approvals of the Competition Council or other competent authorities, as the case may be, in accordance with the terms and conditions of the SPA..
- (F) The fact that Roca Industry intends to directly acquire the Shares issued by Workshop, under the conditions and terms stipulated in the SPA, which will be appropriately updated through the conclusion of an additional agreement thereto;
- (G) In order to settle the Price of the Shares, the Company requires financing;

The Agenda for the Extraordinary General Meeting of Shareholders will be as follows:

1. **Approval** of the amendment to the Articles of Incorporation of the Company, in the form made available to the shareholders, according to the annex to this convening notice. The amendments to the Articles of Incorporation regarding the regulated market administered by the Bucharest Stock Exchange are effective subject to the approval of the transfer of shares on this market.
2. **Approval** of the direct acquisition by the Company of 70% of the Shares issued by Workshop, representing a number of 70 shares, each with an individual nominal value of 10 Lei and a total nominal value of 700 Lei, for a purchase price ('Price of the Shares) in the maximum amount of 50,000,000 RON (fifty million lei) ('Transaction'), as well as the subsequent acquisition of an additional package of 30% of the shares issued by Workshop, under the conditions and terms stipulated in the SPA, and the signing of all necessary documents to give effect to the Transaction.
3. **Approval** of authorizing the Chief Executive Officer of the Company, Mr. Ioan-Adrian Bindea, with full powers of authority, to act on behalf of, in the name of, and in the interest of the Company, as follows:
 - i) To negotiate the specific terms and conditions of the Transaction and to sign, on behalf and in the name of the Company, either in writing or in any other manner accepted by law, all necessary documents for the completion, finalization, and implementation of the Transaction, and
 - ii) To fulfill any and all formalities and operations necessary for the signing of the documents mentioned in (i) as well as for the completion, finalization, and implementation of the Transaction, being authorized to sign, submit, and receive any documents, even before a notary public, the Trade Register Office, tax authorities, banks, any natural or legal persons, public or private, in Romania or abroad.

The mandate granted to Mr. Ioan-Adrian Bindea comes into effect on the date of the EGMS and shall remain valid until the fulfillment of the above, with the possibility of sub-delegation.
4. **Approval** of the conclusion by the Company with a financing bank in Romania of a credit facility for the financing of the Transaction, up to the limit of 50,000,000 Lei (fifty million Lei), as well as the establishment of guarantees, including but not limited to movable mortgages on accounts, receivables, social parts, or real estate mortgages, in favor of the financing bank, up to a maximum value of 50,000,000 Lei (fifty million Lei).
5. **Approval** of authorizing the Board of Directors, on behalf and in the name of the Company, to:
 - i. Determine and approve the specific terms and conditions of the credit facility mentioned in point 4 above or the guarantees granted by the Company in favor of the financing bank of the Transaction, within the limits approved by the EGMS;
 - ii. Negotiate, conclude, execute, and deliver by the Company, as the debtor, the credit facility agreement it may enter into regarding the financing of the Transaction, within the limits approved by the EGMS;
 - iii. Negotiate, conclude, execute, and deliver by the Company, as the debtor and/or guarantor, the mortgage contracts it may enter into with the financing bank regarding the financing of the Transaction, as well as any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;
 - iv. Authorize the Chief Executive Officer of the Company to sign all documents related to the financing of the Transaction, including the credit facility agreement, mortgage contracts, and any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;

- v. Any necessary, advisable, or desired formalities to ensure the validity, enforceability, and legally effective nature of the financing of the Transaction.
6. Approval of authorizing 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 fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the EGMS resolution, including the Articles of Incorporation of the Company, and undertake any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

GENERAL INFORMATION ON THE OGMS and EGMS

Note: *The Company recommends and encourages the shareholders:*

- i) *to access the informative materials related to the agenda and the forms for the OGMS and EGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://rocaindustry.ro/general-shareholders-meetings>);*
- ii) *to access and exercise their right to vote within the OGMS and/or EGMS through the platform dedicated to electronic voting (<https://roci.evot.ro/>), in accordance with the procedure set out in Section 3, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 3, point D below; and*
- iii) *to use, as far as possible, means of distance communication to communicate with the Company, using in particular the email dedicated to investors, respectively investors@rocaindustry.ro;*
- iv) *to constantly check the investor page (<https://rocaindustry.ro/general-shareholders-meetings>) for news regarding the organization of OGMS and EGMS.*

1. Documents related to and in connection with the agenda of the OGMS and of the EGMS

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the OGMS and of the EGMS will be available on the Company's website, the section dedicated to investor relations (<https://rocaindustry.ro/general-shareholders-meetings>). The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the OGMS/EGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.

Among the documents related to and in connection with the agenda of the OGMS and of the EGMS, are the following:

- a) the convening notice;
- b) the documents to be presented at the meeting, related to and in connection with the agenda of the OGMS and EGMS, as well as other informative materials on the issues on the agenda;
- c) general/special empowerment forms for OGMS and EGMS;
- d) correspondence ballots for for OGMS and EGMS;

- e) OGMS and EGMS draft resolution.

Each shareholder, regardless of his/her participation in the share capital of the Company, has the right to ask questions regarding the items on the agenda of the OGMS and EGMS.

Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.
- b) **by electronic means**, at the e-mail address: investors@rocaindustry.ro, so that the requests are received by the Company by the date of **January 26, 2024, at 18:00**.
- c) shareholders who have not submitted the questions by the date of **January 26, 2024, at 18:00**, may address them directly within the OGMS/EGMS, in person or through the online platform dedicated to electronic voting (<https://roci.evot.ro/>).

The Company will answer the questions asked by the shareholders within the OGMS or the EGMS, as the case may be, and/or by posting the answer on the Company's website, respectively <https://rocaindustry.ro/general-shareholders-meetings>. The answers to the questions asked by the shareholders will also be included in the minutes of the meeting, completed in accordance with the legal provisions in force.

2. The right to insert new items on the agenda. The right to present draft decisions for the items included or proposed to be included on the agenda.

In accordance with the provisions of Article 117¹ para. (1) of the Companies Law, Art. 105. para. (3) of Law no. 24/2017, Article 189 of Regulation no. 5/2018 and art. 10.13 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

- i) introduce new items on the agenda of the OGMS and/or of the EGMS, each item being accompanied by a justification or a draft decision proposed for approval by the general meeting; and
- ii) present draft decisions for the items included on the agenda of the OGMS and/or of the EGMS, within a maximum of 15 days from the publication of the convening notice and under the terms of the law.

To the extent that the request to supplement the agenda meets all legal conditions, the Board of Directors shall resubmit the convening notice with the completed agenda, using the same procedure as that used for the previous agenda, at least 10 days before the date set for the OGMS/EGMS, and in all cases before the Reference Date.

The shareholders' rights provided above can be exercised only in writing (sent by post or courier services, with acknowledgment of receipt, at the headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at investors@rocaindustry.ro by the latest on **January 15, 2024 inclusively**. The proposals will be accompanied by the following shareholder identification documents:

- i) **For natural persons:** certified true copy of the identity document (allowing its identification in the list of shareholders of the Company issued by the Central Depository);
- ii) **For legal persons:** a certified true copy of the identity document of the legal representative of the shareholder who is a legal person, accompanied by an ascertaining certificate issued by the Trade Register or another document issued by a similar authority in the state where the shareholder is

registered, issued with no more than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time with regard to the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the shareholder submitting the proposals.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The agenda supplemented with the items thus proposed by the shareholders will be published, at the latest on **January 17, 2024**.

3. Participation and voting in the OGMS and/or in the EGMS

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **January 18, 2024**, are entitled to participate and vote in the OGMS and/or EGMS personally (*in person or online*, through the legal representatives in the case of shareholders legal persons), through the representative (on the basis of *special or general power of attorney*), in compliance with the incidental legal provisions - art. 105 paragraph (10) of Law no. 24/2017, or by correspondence (based on *correspondence ballots*).

The access and/or vote by correspondence of the shareholders entitled to participate in the OGMS and in the EGMS is allowed by the simple proof of their identity made, *in the case of shareholders who are natural persons*, with the identity document and, *in the case of legal persons*, with the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person, is legally registered, presented in original or in copy according to the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the individual shareholder / legal representative of the legal person shareholder, as the case may be.

The capacity of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established on the basis of the list of shareholders from the Reference Date, received by the Company from the Central Depository.

Shareholders registered in the Company's Shareholders Register on the Reference Date, may participate in the meeting and vote, as follows:

A. Personal vote

The personal vote will be exercised after the proof of identity by the shareholder, as indicated below:

- i) in the case of shareholders who are natural persons, with the identity document (identity card, identity card, passport, residence permit) and,

- ii) *in the case of legal persons*, with the identity document of the legal representative (identity card, identity card, passport, residence permit), accompanied by the ascertaining certificate issued by the Trade Register, in original or certified true copy of the original, or of any equivalent document issued by a competent authority in the state where the shareholder legal person is legally registered, presented in the original or in a certified true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

Shareholders physically present at the **OGMS** and/or at the **EGMS** can choose to cast their vote through physical ballots **or by using electronic means of voting**.

B. Electronic voting

Electronic voting may be exercised by using electronic means of voting in accordance with Article 197 of Regulation no. 5/2018, by accessing the link <https://roci.evot.ro/> from any internet-connected device.

For identification and online access to OGMS/EGMS, shareholders will provide the following information:

➤ **For natural persons:**

- i) name and surname;
- ii) personal identification number;
- iii) e-mail address;
- iv) copy of the identity document (identity card, passport, residence permit)*;
- v) phone number (optional).

or

- vi) they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>

➤ **For legal entities:**

- i) the name of the legal person;
- ii) unique registration code (CUI);
- iii) the name and surname of the legal representative;
- iv) the personal identification number of the legal representative;
- v) e-mail address;
- vi) identity document of the legal representative (identity card, passport, residence permit)*;
- vii) a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder who is a legal person is legally registered, presented in original or certified true copy of the original. The documents certifying the

capacity of legal representative of the legal person shareholder will be issued no later than 30 days before the Reference Date*;

viii) phone number (optional).

** the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.*

The documents submitted in a language other than Romanian or English will be accompanied by the translation made by a sworn translator with the signature notary public in Romanian/English.

The shareholder can log in and vote whenever he/she wishes within the designated voting range by mail and/or live, the last voting option (before the expiry of the voting session) being the one recorded.

If, following the process of identifying the identity of the shareholders, discrepancies arise between the data provided by the shareholder and those in the list of shareholders from the Reference Date, received by the Company from the Central Depository, the shareholder will be notified and will be directed to contact the Company at the e-mail address investors@rocaindustry.ro.

C. Voting by representation with general power of attorney

The general power of attorney may be granted by the shareholders for a period not exceeding 3 years, allowing the representative to vote in all matters under discussion of the general meetings of shareholders,

The general power of attorney shall contain at least the following information:

- i) the name of the shareholder;
- ii) the name of the representative (the person to whom the power of attorney is granted);
- iii) the date of the power of attorney, as well as the period of its validity, in compliance with the legal provisions; the powers of attorney having a later date shall have the effect of revoking the previously dated powers of attorney;
- iv) specification of the fact that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company/companies for which the respective general power of attorney is used, individually or through a generic formulation relating to a certain category of issuers.

The general powers of attorney, before their first use, will be submitted to / sent to the registered office of the Company, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the FSA regulations, at the address investors@rocaindustry.ro), so that they are registered as received at the Company's registry by the date of **January 26, 2024**, at 18:00. Powers of attorney not submitted within the time limit will not be considered.

For the validity of the mandate, the representative must have the capacity of either intermediary (in accordance with the provisions of Article 2 para. (1) point (19) of Law no. 24/2017), or lawyer, and the shareholder is their client. Also, the representative must not be in a conflict of interest, according to the provisions of art. 105 para. (15) of Law no. 24/2017. The representative cannot be substituted by another person unless this right has been expressly conferred on him by the shareholder in the power of attorney.

If the representative is a legal person, it may exercise the mandate it receives through any person belonging to the administrative or management body or from among its employees.

The Company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requesting other additional documents related to that shareholder, if the general power of attorney complies with the provisions of Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, showing that:

- i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by extended electronic signature, if applicable.

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same coordinates indicated in the convening notice), signed and stamped (if applicable) by the intermediary / lawyer (without fulfilling other formalities in connection with its form).

with its form).

The general powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by the identity document and, in the case of legal persons, by the identity document of the legal representative, accompanied by a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the state in which the shareholder is a legal person is legally registered, presented in the original or in a true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified based on the identity document, accompanied by the general power of attorney.

D. Vote by proxy with special power of attorney and correspondence ballots

Special powers of attorney and correspondence ballots must have the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e., vote "*for*", vote "*against*" or "*abstention*").

The representation of the shareholders in the OGMS/EGMS can be done by proxy, only by filling in and signing the form of the special power of attorney accordingly. The representation will be possible both through other shareholders and through third parties. Shareholders without legal capacity or with limited exercise capacity may grant special power of attorney to other persons, according to the law.

The forms of special powers of attorney will be filled in and signed by the shareholder in three original copies: one of the copies will be submitted / transmitted to the Company, one copy will be handed over to the representative and the third copy will remain with the represented shareholder.

Special powers of attorney may be granted to any person for representation in a single general meeting and contain specific voting instructions from the issuing shareholder.

Special powers of attorney/correspondence ballots will be accompanied, *in the case of shareholders who are natural persons*, by the identity document and, *in the case of legal persons*, by the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person is legally registered, presented in original or in certified true copy of the original. Documents certifying the status of legal representative of the shareholder legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special power of attorney signed by the individual shareholder / legal representative of the shareholder, legal person, as the case may be.

The special powers of attorney/correspondence ballots and the related documents will be submitted to/send to the company's registered office, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2 (between 10:00 and 18:00 from Monday to Friday), including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of postal ballots), according to the FSA regulations, at the address investors@rocaindustry.ro, in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so that they are registered as received at the Company's registry by the date of **January 26, 2024, at 18:00**, mentioning on the envelope in clear or in the subject of the e-mail "**For the Extraordinary General Meeting of Shareholders dated January 29, 2024/January 30, 2024**", respectively "**For the Ordinary General Meeting of Shareholders dated January 29, 2024/January 30, 2024**". Powers of attorney not submitted within the time limit will not be taken into account.

If the shareholder who has cast his vote by correspondence participates in the general meeting in person or through a representative (subject to the fact that a special/general power of attorney has been transmitted in compliance with the conditions set out in this convocation), the correspondence ballot cast for that general meeting will remain valid only if the shareholder does not express personally or through a representative another voting option at the general meeting.

If the person representing the shareholder by participation personally in the general meeting is other than the one who expressed the correspondence ballot, then for the validity of the vote he/she shall submit to the meeting a written revocation of the correspondence ballot signed by the shareholder or by the representative who expressed the correspondence ballot.

When completing the special powers of attorney/ correspondence ballot, the shareholders are asked to consider the possibility of the agenda of the OGMS or of the EGMS being completed with new points or proposals for decisions. In this case, the special powers of attorney/ correspondence ballots will be updated and made available through the methods referred to in Section 1, "*Related documents and in connection with the agenda of the OGMS/EGMS above*".

Where a shareholder is represented by a credit institution providing custody services, they may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special or general authorization by the shareholder to be drawn up, subject to submission to the Company by the custodian credit institution of a declaration on own liability, signed by the legal representative(s) of the credit institution specifying: (i) the name of the shareholder (in clear) on whose behalf the credit institution participates and votes at that meeting, and (ii) the fact that the credit institution provides custody services to that shareholder.



The above-mentioned declaration must be submitted in original, signed and, as the case may be, stamped, or by e-mail with extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address investors@rocaindustry.ro, no later than **January 26, 2024, at 18:00.**

In this case, the credit institution shall vote through any person from the administrative or management bodies or from among its employees; a proof/declaration attesting that the persons concerned have this capacity will be submitted together with the declaration of the credit institution mentioned above.

The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the capacity of shareholders on the Reference Date.

For further documents and information, please contact the Company at the e-mail address investors@rocaindustry.ro.

Ioan-Adrian Bindea

Chairman of the Board of Directors

December 27, 2023

ARTICLES OF ASSOCIATION OF ROCA INDUSTRY HOLDINGROCK1 S.A.

(COMPANY MANAGED IN A ONE-TIER SYSTEM)

Updated on ~~18 September 2023~~ _____

CHAPTER I – COMPANY’S CORPORATE NAME AND HEADQUARTERS

Art. 1.1. The name of the company is **ROCA INDUSTRY HOLDINGROCK1 S.A.**, as available and reserved with the Trade Registry Office attached to the Bucharest Tribunal under no. 328750 dated 5 May 2022.

Art. 1.2. All documents, letters or publications issued by the company will specify its corporate name followed by the words “joint-stock company” or the initials “S.A.”, the registered office, the share capital, as well as the registration number and the sole registration code.

Art.1.3 The registered office is located in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, district 2.

Art.1.4 The company’s registered office may be changed to any other location based on a ~~resolution of the extraordinary general meeting of shareholders/~~ decision of the board of directors.

Art.1.5. The company may establish or dissolve secondary offices – branches, agencies, representative offices or any other such units without legal personality – pursuant to a ~~resolution of the extraordinary general meeting of shareholders /~~ decision of the board of directors.

CHAPTER II – COMPANY’S CORPORATE FORM

Art. 2.1. The company is a Romanian legal person established as a ~~open~~ joint-stock company, ~~admitted to trading on a regulated market~~ and carries out its activity in accordance with these Articles of Association, Companies Law 31/1990, republished, as further amended and supplemented, and the Romanian applicable law ~~on issuers of financial instruments~~.

Art. 2.2. The obligations of the company are guaranteed by its patrimony. Each shareholder of the company will be liable only up to the amount of the subscribed share capital.

CHAPTER III – COMPANY’S DURATION

Art.3.1. The company will operate for an undetermined period of time.

CHAPTER IV – COMPANY’S OBJECT OF ACTIVITY

Art.4.1. The main field of activity is represented by **Activities of holding companies**, to which the NACE 642 group corresponds.

- **main** activity: NACE class **6420 – Activities of holding companies**

- **secondary** activities:

NACE class 4619 - Agents involved in the sale of a variety of goods

NACE class 7010 - Activities of head offices

NACE class 7021 - Public relations and communication activities

NACE class 7022 - Business and other management consultancy activities

NACE class 7490 - Other professional, scientific and technical activities n.e.c.

NACE class 8110 - Combined facilities support activities

NACE class 8211 - Combined office administrative service activities
NACE class 8219 – Photocopying, document preparation and other specialised office support activities
NACE class 8291 - Activities of collection agencies and credit bureaus
NACE class 8299 - Other business support service activities n.e.c.
NACE class 9609 - Other personal service activities n.e.c.

Art. 4.2. The company's activity may also be carried out in markets, fairs and stalls etc.

Art. 4.3. The company may carry out, inclusively, importing and exporting activities, advertising activities, advertising of its own products, obtaining financing for carrying out the mentioned activities etc.

Art.4.4. All categories of activities will be carried out based on the permits, endorsements, approvals provided by the law, in compliance with quality standards, while observing sanitary and hygienic rules, labour protection, fire protection, preservation of the quality of the environment, intellectual property ownership rules etc.

CHAPTER V – SHARE CAPITAL

Art.5.1. The company's subscribed and paid-up share capital is RON 176,945,730 and the paid-up share capital is RON 176,945,730, of which RON 71,012,290 represents contribution in kind and RON 105,933,440 contribution in cash, paid as follows: RON 105,438,570 and EUR 100,000 representing the equivalent of RON 494,870 at the exchange rate of EUR 1 = RON 4.9487 published by the National Bank of Romania on 24 November 2021, which is also the subscription date. The share capital is divided into 17,694,573 shares, with a nominal value of RON 10 / share.

CHAPTER VI. SHARES

Art.6.1. All the shares issued by the company are ordinary, nominative and indivisible, issued in dematerialised form by registration in the Company's shareholders' register, kept by Depozitarul Central S.A..

Art.6.2. The shares have equal value and confer equal rights upon their holders, being freely transferable.

CHAPTER VII. RIGHTS AND OBLIGATIONS DERIVING FROM THE SHARES

Art.7.1. Each share confers upon its holders the right to a vote in the general meeting of shareholders (unless certain voting rights related to the shares are suspended in accordance with the applicable legislation), the right to elect and be elected in the management bodies, the right to participate in the distribution of benefits.

Art.7.2. The holding of shares implies adherence to the provisions of the articles of association.

Art.7.3. The shareholders will not be liable for the company's debts, being only required to pay the subscribed share capital.

Art.7.4. The rights and obligations related to the shares follow the shares in case of their transfer to the patrimony of other persons.

Art.7.5. If at a certain general meeting voting rights are suspended, the suspended voting rights will not be taken into account when determining the quorum of attendance and the majority required for the adoption of resolutions.

Art.7.6. The Company's shares are admitted to trading on the regulated market - AeRO multilateral trading system operated by Bursa de Valori Bucuresti S.A. (the Bucharest Stock Exchange, "BVBSE") (Main segment, Standard category).

CHAPTER VIII. TRANSFER OF SHARES

Art.8.1. The shares are indivisible for the company, which acknowledges the existence of only one owner for each share. If several persons hold a share jointly, they will have to designate a representative to exercise the rights deriving from the ownership right over that share.

Art.8.2. The ownership right over the shares will be transferred, ~~after admission to trading of the shares on the AeRO multilateral trading system operated by BVB,~~ in accordance with the regulations of the capital market, of BVB and of the Central Depository.

CHAPTER IX. GENERAL MEETINGS OF SHAREHOLDERS

Art.9.1. The general meeting of shareholders is the governing body of the Company.

Art.9.2. The general meetings of shareholders are ordinary and extraordinary.

Art.9.23. The ordinary general meeting will be held at least once a year, no later than 4 months after the end of the financial year.

~~*Art.9.3.* The ordinary general meeting of shareholders has the duties stipulated by the law.~~

Art.9.44. The ~~extraordinary~~ general meeting of shareholders has the duties stipulated by the law, including:

- a) discussing, approving or amending the annual financial statements according to the reports submitted by the Board and the financial auditors;
- b) approving the profit distribution according to the law and establishing the dividend;
- c) appointing and revoking the members of the Board of Directors and establishing the level of their remuneration;
- d) approving the mandate agreements of the members of the Board of Directors;
- e) appointing and revoking the financial auditor and setting the minimum term of the financial audit agreement;
- f) deciding on the management activity of the directors and on the discharge of liability, in accordance with the law;
- g) establishing the income and expenses budget and setting out the activity schedule, as the case may be, for the following financial year;
- h) establishing the income and expenses budget consolidated at the holding level represented by the Company and its subsidiaries;
- i) deciding on mortgaging or leasing or closing of one or more units of the company;
- j) deciding on other matters which are included on the agenda of the Ordinary General Meeting of Shareholders and which are within its competence in accordance with the law.

Art.9.5. The extraordinary general meeting of shareholders will be held whenever necessary to take a decision falling within the scope of its duties.

~~*Art.9.5.* The duties of the extraordinary general meeting of shareholders are those stipulated by the law, except for those regarding among them shareholders approving:~~

- a) the change the legal form of the company;
- b) ~~the relocation of the registered office,~~ the change of the company's main object of activity;
- c) ~~the -increase of the share capital, as well as decreasing the share capital, of replenish it by issuing new shares;~~
- d) the merger with other companies or the division of the company;
- e) the dissolution of the company;

- f) the conversion of shares from one class into another;
- g) the issue of bonds or the conversion of one category of bonds into another category or into shares;
- h) any acts acquiring, alienating, exchanging or lodging as collateral certain assets included in the category of the Company's non-current assets, whose value exceeds, individually or cumulatively, over a fiscal year, 20% of the total non-current assets, less receivables;
- i) any leases of tangible assets for a period exceeding 1 year whose individual or cumulated value in connection with the same co-contractor or persons involved or acting in concert exceeds 20% of the total value of non-current assets, less the receivables on the conclusion date of the legal act, and any associations for a period longer than 1 year, exceeding the same value;
- j) any other amendment to the Articles of Association;
- k) any other resolution for which the approval of the extraordinary general meeting of shareholders is required.

Art.9.6. Pursuant to art. 113 and art. 114 par. (1) of Companies Law 31/1990, republished, as further amended and supplemented, the extraordinary general meeting delegated to the Company's board of directors (except for the main object and field of activity), the establishment the decisions on change or of the company's registered office, establishment or dissolution of secondary offices – branches, agencies, representative offices or other such units without legal personality as well as changes in the company's object of activity, which the extraordinary general meeting delegated to the Company's board of directors pursuant to art. 114 par. (1) of Companies Law 31/1990, republished, as further amended and supplemented.

CHAPTER X. CONVOCATION OF THE GENERAL MEETING OF SHAREHOLDERS

Art.10.1 The general meeting will be convened by the board of directors whenever necessary.

Art.10.2. The Board of Directors is required to convene the general meeting of shareholders („GMS”) as soon as possible, at the request of the shareholders representing individually or together at least 5% of the share capital, if such request contains provisions that fall within the scope of its duties. In this case, the GMS will be convened within 30 days and will be held within 60 days from the date of registration of the aforementioned request with the Company.

Art.10.3. The term of the meeting may not be less than 30 days from the publication of the convening notice in the Official Gazette of Romania, Part IV.

Art.10.4. The convening notice will be published in the Official Gazette of Romania, Part IV, and in one widespread newspaper published in the locality where the company's registered office is located or in the nearest locality.

Art.10.5. The convening notice, as well as all materials related to the agenda, are also made public on the Company's website, under Investors, General Meeting of Shareholders section.

Art.10.6. The convening notice will contain the place and date of the meeting, as well as the agenda, expressly specifying all the matters to be debated during the meeting and any other elements requested by the law (including those provided by the laws and regulations applicable to the capital market).

Art.10.67. If the designation of members of the Board of Directors ~~or members of the supervisory board~~ is on the agenda, the convening notice ~~that~~ will specify that the list containing information regarding the name, domicile and professional qualification of the persons proposed for the position of director is available for the shareholders and may be consulted and supplemented by them.

Art.10.78. When the agenda contains proposals for the amendment of the articles of association, the convening notice must contain the full wording of such proposals.

Art.10.89. The general meeting of shareholders will be held at the company's registered office or at any other location in the country or abroad, as indicated in the convening notice.

Art.10.910. The general meeting of shareholders may also take place by correspondence, as well as by any electronic means, including but not limited to, teleconferences and videoconferences.

Art.10.1011. The convening notice for the first general meeting may set the date and time for the second general meeting, to be held in case the necessary quorum is not met at the first general meeting of shareholders. The second general meeting of shareholders may not be held on the day set for the first general meeting of shareholders. The term provided in art. 10.3 does not apply to the second or subsequent convocation of the general meeting determined by the failure to achieve the quorum required for the first convened meeting, provided that the legal provisions have been complied with at the first convocation, no new item has been added to the agenda compared to the first convening notice and at least 10 days between the final convocation and the date of the general meeting have elapsed.

Art.10.112. The annual financial statements, the annual report of the Board of Directors, the proposal regarding the distribution of dividends and any other relevant materials for the general meeting of shareholders are made available to the shareholders on the Company's website, throughout the entire period which begins at least 30 days before the date of the general meeting and ending on the date of the meeting, inclusively. Copies of such documents will be issued to the shareholders, upon request. The amounts charged for the issuance of copies may not exceed the administrative costs involved in the provision thereof.

Art.10.123. Before the date of the general meeting of shareholders, each shareholder may address written questions to the Board of Directors regarding the activity of the Company, and such questions will be answered during the meeting. The answer will be deemed to have been given if the requested information is published on the Company's Internet page, in the "[General Meeting of Shareholders Frequently Asked Questions](#)" section.

Art.10.134. One or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to put new items on the agenda of the general meeting, namely, to present draft resolutions for the items *included* on the agenda within a maximum period of 15 days from the publication of the convening notice and under the conditions provided by the law. Insofar as the request to supplement the agenda fulfils all legal conditions, the Board of Directors will resubmit the convening notice with the supplemented agenda no later than 10 days before the date set for the general meeting of shareholders indicated in the convening notice and before the reference date of the general meeting of shareholders.

Art.10.145. The Board of Directors will set a reference date for the shareholders entitled to be notified of, *and* vote at the general meeting of shareholders, which date will remain valid even if the general meeting of shareholders is convened again due to a lack of quorum. The reference date will be established in compliance with the applicable legal provisions.

Art.10.156. The shareholders representing the entire share capital will be able to hold, unless any of them opposes to it, a general meeting and to take any resolution within the competence of the meeting, without observing the formalities required for its convocation, if all shareholders are present or represented.

CHAPTER XI. ORGANISATION OF THE GENERAL MEETING OF SHAREHOLDERS

Art.11.1. The general meetings will be validly constituted and may adopt resolutions if the quorum requirements laid down by Companies Law 31/1990, republished, as subsequently amended and supplemented, are fulfilled.

Art.11.2.

For the validity of the deliberations of the ordinary general meeting of the shareholders gathered at the first call, shareholders representing at least one quarter (1/4) of the total number of voting rights must attend the meeting. The ordinary general meeting of the shareholders will adopt decisions with the majority of the votes casted by the shareholders present or validly represented in the meeting. An "abstention" vote shall not be deemed to be a vote cast for the purpose of determining the majority required to pass a resolution at an ordinary general meeting of shareholders.

Art.11.3. In case the quorum provided at Art. 11.1. is not duly met, at the second call, the ordinary general meeting of the shareholders may decide on the items on the agenda of the first meeting irrespective of the quorum, taking decisions with the majority of the votes casted by the shareholders present or validly represented in the meeting.

Art.11.4. For the valid deliberations of the extraordinary general meeting of the shareholders, the following are necessary:

- a) at the first convening, the presence of shareholders representing at least one quarter of the total number of voting rights, and decisions must be taken with the majority of the votes held by the shareholders present or validly represented in the meeting;
- b) at the second and subsequent convening, the extraordinary general meeting of the shareholders can deliberate with respect to the items on the agenda of the first meeting in the presence of the shareholders holding at least one fifth of the total number of voting rights and can adopt decisions with the majority of the votes held by the shareholders present or validly represented in the meeting.

Art.11.5. Exception to the provisions of Art.11.4. do:

- a) decisions to change the company's main object of activity, to reduce or increase the share capital, to change the legal form, decisions on merger, division or dissolution of the company, such decisions being taken by a majority of at least two thirds of the voting rights held by the shareholders present or represented,
- b) in the case of an increase in the share capital by cash contribution, the annulment of the shareholders' pre-emptive right to subscribe new shares must be decided in the extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of the shareholders representing at least $\frac{3}{4}$ of the voting rights,
- c) the share capital increase by in kind contribution shall be approved by the extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of the shareholders representing at least $\frac{3}{4}$ of the voting rights.

Art.11.6. The general meeting of shareholders is chaired by the President of the company's Board of Directors. In the absence of the President of the Board of Directors, the meeting will be opened and chaired by a member of the board of directors appointed for this purpose by the President of the Board of Directors.

Art.11.37. The President of the general meeting of shareholders may appoint from among the employees of the company one or more technical secretaries who will have the following duties: (i) to draw up the minutes regarding the quorum and fulfil all legal and statutory formalities required for properly holding such general meeting of shareholders; (ii) to participate in all activities carried out by the secretaries of the meeting.

Art.11.48. The general meeting of shareholders appoints from among the shareholders attending the meeting or their representatives, one to three secretaries who will check the shareholders' attendance list, the share capital represented by each shareholder, the minutes drawn up by the technical secretaries and the fulfilment of all the formalities required by law and by the articles of association for holding the general meeting of shareholders, will draw up the minutes of the

meeting and, if applicable, will distribute and centralise the ballot papers and count the votes, after which the president of the general meeting of shareholders will declare the meeting legally and statutorily convened and will open the deliberations on the items included on the agenda.

Art.11.59. The secretary/secretaries of the general meeting of shareholders will draw up the minutes of the meeting, which are signed by the President of the Board of Directors or by the person chairing the general meeting of shareholders, as well as by the secretary of the general meeting of shareholders.

Art.11.610. The minutes ascertain the fulfilment of the convocation formalities, the date and place of the general meeting of shareholders, the shareholders who attend the meeting in person or by proxy, the number of shares held by the shareholders who attend the meeting in person or by proxy, the summary of deliberations and the adopted resolutions and, at the request of shareholders, the shareholders' statements given during the meeting. All documents concerning the convocation of the general meeting of shareholders and the shareholders' attendance list will be attached to the minutes.

Art.11.711. The minutes signed by the president and the secretary or secretaries of the general meeting of shareholders will be recorded in the register of meetings and deliberations of the general meetings.

CHAPTER XII. ~~EXERCISING THE RIGHT TO VOTE IN PARTICIPATION AT THE GENERAL MEETING OF SHAREHOLDERS~~

Art.12.1. Shareholders' participation to the general meeting of the shareholders is made in person or by representative according to the legal provisions. Shareholders may also be represented by other persons than shareholders. The special powers of attorney and the general powers of attorney, upon their first use, will be submitted at the Company's headquarters or will be transmitted to the Company to be registered at the Company's registration office with at least 2 (two) working days prior to the date of the meeting at its first convening, in accordance with the requirements of applicable legal provisions (including applicable capital market laws and regulations).

Art.12.2. After ascertaining that the requirements imposed by the law and by the articles of association in relation to the holding of general meetings have been met, each item on the agenda will be subject to deliberations and will be put to vote.

Art.12.23. The right to vote cannot be transferred. The resolutions of general meetings are taken by open vote. The secret vote is mandatory for the appointment or removal of the members of the board of directors/~~sole director~~, for the appointment, removal of ~~censors and~~ financial auditors and for adopting resolutions regarding the liability of the company's administrative, management and control bodies.

~~*Art.12.3.* The resolutions of the general meeting of shareholders are taken with the majority required by Companies Law 31/1990, republished, as subsequently amended and supplemented.~~

Art.12.4. The resolutions adopted by the general meeting of shareholders in accordance with the law and the articles of association are binding even upon the shareholders who did not attend the meeting or voted against, under the conditions laid down by Companies Law 31/1990, republished, as subsequently amended and supplemented.

Art.12.5. In order to be binding upon third parties, the resolutions of the general meeting must be submitted to the National Trade Registry Office within fifteen (15) days from the date of the general meeting of shareholders and will be published in the Official Gazette.

CHAPTER XIII. THE COMPANY'S MANAGEMENT

Art.13.1. The company is managed in one-tier (unitary) system by a board of directors elected by the ordinary general meeting of shareholders for a term of office of 4 (four) years, except for the first members of the board of directors who will be appointed for a period not exceeding 2 (two) years. The Board of Directors is composed of five (5) members.

Art.13.2. Not more than one member of the Board of Directors may be an Executive Director of the Company, and he may be elected as Chairman of the Board of Directors.

Art.13.3. The Board of Directors shall elect a Chairman of the Board of Directors from among its members for a term of office not exceeding his term of office as a member of the Board of Directors.

Art.13.4. The Board of Directors may be removed or replaced at any time by the company's ordinary general meeting of shareholders and may be composed of a-natural persons, a-Romanian or foreign citizen or a-Romanian or foreign legal persons, that can be a-shareholders or a-persons outside the company.

Art.13.35. When a position as member in the Board of Directors becomes vacant, the Board of Directors appoints a temporary director until the next ordinary general meeting of shareholders convened to appoint a new director.

Art.13.6. If the vacancy in Art. 13.5. causes the number of directors to fall below the legal minimum, ~~within the board of directors,~~ the ordinary general meeting of shareholders will elect a new director to fill such vacant position. The duration for which the new director is elected to fill the vacant position will be equal to the period remaining until the expiry of the term of office of the director's predecessor.

Art.13.47. The board of directors will carry out its activity in accordance with the provisions of Companies Law 31/1990, republished, as subsequently amended and supplemented.

Art.13.58. The board of directors may hold meetings by telephone, video conference or correspondence. The contents of the minutes drawn up after a meeting held by telephone, video conference or correspondence must be confirmed in writing by all members of the board of directors who attended the meeting.

Art.13.69. The board of directors appoints and removes the company's general manager and establishes the duties and remuneration of the company's general manager.

Art.13.710. ~~The board of directors~~ chief executive officer, to whom powers have been delegated to manage the Company, represents the company in its dealings with third parties, having and has the power to represent and bind the company. ~~The resolutions on obtaining or granting loans, pledging, selling, or renting the company's assets are adopted by the board of directors, regardless of the value of such operations. The sole board of directors may delegate any of its powers and responsibilities to the general manager or to other persons by an express power of attorney. The delegation of powers includes the delegation of the right to represent the company in its dealings with third parties, natural persons, legal entities, state institutions or authorities.~~ The Board of Directors represents the company in its relations with managers.

Art.13.11. The Board of Directors may set up various specialised committees under its authority in accordance with the legal provisions on the capital market.

CHAPTER XIV. DUTIES OF THE MANAGEMENT BODIES

Art.14.1. The main duties of the board of directors are the following:

- a) ~~a-~~ based on the power of attorney received from the general meeting of shareholders, it decides in relation to: (1) the changing of the company's registered office, (2) obtaining or granting loans, pledging, selling or leasing the company's assets, except for those which are the responsibility of the extraordinary general meeting of shareholders, according to article 9.5. letters h), i) above; (3) the contracting of loans in the company's name, the expansion of

the company's object of activity, the establishment or dissolution of secondary offices - branches, agencies, representative offices or other such establishments without legal personality, and (4) when the company's object of activity changes, if this does not concern the company's main field and activity~~the share capital increase.~~

- b) ~~b.~~ to establish the company's main business and development directions;
- c) ~~c.~~ to establish the accounting policies and the financial control system as well as to approve the financial planning;
- d) ~~d.~~ to appoint and revoke managers and establish their remuneration;
- e) ~~e.~~ to oversee the managers' activity;
- f) ~~f.~~ to prepare the annual report, to organise the general meeting of shareholders and to implement the resolutions thereof;
- g) ~~g.~~ to file the application to open the company's insolvency proceedings, pursuant to Law 85/2006 on insolvency proceedings, as further amended and supplemented.
- h) to perform duties delegated to the Board of Directors by the GMS, if any;
- i) to represent the Company in its relations with the Managers of the Company;
- g)j) other duties as provided by law.

Art.14.2 The board of directors ~~may~~ delegates the company's management to one or several managers, appointing one of them as general manager and establishing his/her/their powers.

CHAPTER XV. EXECUTIVE MANAGEMENT

Art.15.1 The manager of a joint stock company is only that person who has been mandated with company management duties. Any other person, irrespective of the technical title of its position held within the company are excluded from the application of the provisions hereof that are applicable in relation to the managers of a joint stock company.

Art.15.2 The managers are in charge with all measures required to manage the company, within the limits of the company's object of activity and complying with the exclusive powers reserved by the law or by the articles of association to the board of directors and to the general meeting of shareholders.

Art.15.3 The board of directors is in charge with supervising the activity carried out by the managers. Any director may request the managers to provide him/her with information in relation to the company's operational management. The managers will inform the ~~sole director~~/board of directors on the operations that have been carried out and on those that are considered.

Art.15.4. The Managers of the Company are appointed by the Board of Directors for a maximum term of four years, with the possibility of re-election for subsequent terms.

Art.15.5. The Managers of the Company shall each enter into a mandate agreement with the Company for the period determined by the Board of Directors, which shall include the rights and obligations and duties of the Managers and the remuneration received by them.

Art.15.5. The ~~general manager~~Chief Executive Officer will have the following main duties, as a matter of principle:

- a. ~~a.~~ to represent the company in its dealings with third parties and has the power to decide in relation to the company's current operations;
- ~~a.b.~~ to represent the Company at general meetings of the shareholders of the Company's subsidiaries and of the companies in which the Company is a shareholder, having the power to decide on the votes cast at the meetings;
- ~~b.c.~~ ~~b.~~ to submit to the ~~sole director~~/board of directors a proposal for the company's business and development strategy and policy;
- ~~e.d.~~ ~~e.~~ to submit to the ~~sole director~~/board of directors a proposal for the company's organisational structure, the number of job positions as well as the rules for the creation of

- operational and production departments;
- ~~d.e.d.~~ to negotiate and sign the collective labour agreement at company level based on the specific mandate granted by the ~~sole director~~/board of directors;
- ~~e.f.e.~~ to conclude the labour agreements in line with the conditions imposed by the ~~sole director~~/board of directors and in accordance with the Labour Code and to dismiss the company's personnel;
- ~~f.g.f.~~ to resolve any issue entrusted to him/her by the company's sole director/board of directors.

CHAPTER XVI. CONTROL OVER THE COMPANY'S MANAGEMENT. THE FINANCIAL AUDITOR

Art.16.1. The company's activity ~~can~~ shall be audited by a financial auditor appointed by the general meeting of shareholders, from the auditors that meet the criteria and conditions provided by the relevant laws and are active members of the Chamber of Financial Auditors of Romania.

~~Art. 16.2. On the date hereof, the following financial auditor is appointed:~~

~~BDO Audit S.R.L., a company established and operating in accordance with the Romanian laws, headquartered in Bucharest, 24 Învingătorilor street, floors 1,2,3 and 4, 3rd District, Romania, registered with the Bucharest Trade Registry under number J40/22485/1994, sole registration code 6546223, for a 3-year mandate, starting with 17 September 2021 and ending on 17 September 2024.~~

Art.16.2. The duties, responsibilities and powers of the Company's financial auditor are stipulated by the laws in force as well as by the provisions of the financial audit services agreement, pursuant to which the auditor will carry out, among others, the following activities:

- i) it will prepare an annual report that will include its opinion, according to the professional standards published by the Chamber of Financial Auditors of Romania, in relation to the financial operations carried out by the company during the previous financial year; and
- ii) it will analyse the practices and procedures of the company and, should it deem them to be improper, it will provide the company with recommendations in relation to any remedy methods.

Art.16.3. The auditor will examine every important business report to be presented to the general meeting of shareholders, including, without being limited to, the financial statements prepared in accordance with the applicable accounting rules, and it will verify whether they contain accurate data and whether they are compliant with the provisions of the laws in force.

Art.16.4. The report of the financial auditor, together with its opinion, will be presented to the general meeting of shareholders along with the annual financial statements.

Art.16.5. The financial auditor can:

1. convene the ordinary or extraordinary general meeting of shareholders instead of the directors;
2. attend the ordinary or extraordinary general meeting of shareholders and submit for their debate the issues that it deems necessary;
3. to ascertain and certify the submission of the guarantees by the directors;
4. to attend the meetings of the board of directors without having a right to vote;

~~Art.16.6. Except for the financial auditor, the General Meeting of Shareholders may appoint an internal auditor with a purpose to verify and certify whether the corporate governance principles are complied with.~~

~~Art.16.7. The internal auditor must supervise the Company's management, must verify whether the financial statements are prepared in accordance with the law and are consistent with the records kept by the Company, and whether the latter are updated regularly, and whether the evaluation of the company's assets was carried out in accordance with the rules established for the preparation and presentation of financial statements.~~

CHAPTER XVII. THE DISSOLUTION OF THE COMPANY

Art.17.1. The following situations lead to the dissolution of the company:

- a) ~~a)~~ the impossibility of carrying out the company's object of activity or the accomplishment thereof;
- b) ~~b)~~ bankruptcy;
- c) ~~c)~~ the loss of half of the company's share capital, once the reserve fund is consumed, if the general meeting of shareholders does not decide to supplement the share capital or to reduce it to the remaining amount;
- ~~d) d) if the number of shareholders is below 2, for more than 9 months;~~
- e)d) e) in any other situation, in accordance with the applicable law or based on a resolution of the general meeting of shareholders.;

~~Art. 17.2. When, due to the demise of one shareholder, the minimum number of shareholders is below the one provided by the law, the company will continue its activity with the heirs of the deceased.~~

~~Art.17.3.~~ The dissolution of the company leads to the opening of the liquidation proceedings. Dissolution takes place without liquidation in case of merger or total division of the company or in other cases provided by the law.

Art.17.43. The company's dissolution must be registered with the trade registry and published in the Official Gazette of Romania, Part IV, pursuant to the legal provisions in force.

CHAPTER XVIII. THE LIQUIDATION OF THE COMPANY

Art.18.1. When the company is dissolved, the appointed liquidators must commence the liquidation proceedings in accordance with the provisions of the Companies Law 31/1990 republished, as further amended and supplemented.

Art.18.2. The liquidators can be Romanian or foreign natural or legal persons, authorised in accordance with the law. The company liquidation and distribution of its assets will take place pursuant to the law and in accordance with the proceedings stipulated by the law.

CHAPTER XIX. FINAL PROVISIONS

Art.19.1. Any litigation arising from or in relation to the current articles of association or to the violation of hereof will be settled by the competent court of law.

Art.19.2. The provisions of these articles of association are supplemented by the legal provisions regarding companies and by other legal provisions in force.

IN CONSIDERATION HEREOF, these Articles of Association were signed on 18
~~September 2023~~, in 2 (two) originals.

President of the Board of Directors

IOAN-ADRIAN BINDEA

[illegible signature]