



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

DATED 29 JANUARY 2024

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 29 January 2024, at 11:30, 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 29 January 2024, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 68.82568% of the share capital and 68.82568% 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 27 December 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 5778 dated 28 December 2023, in the newspaper Adevarul dated 28 December 2023, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 27 December 2023;
- The fact that, at the EGMS meeting of 29 January 2024 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 18 January 2024, marked as Reference Date;
- The fact that, during the EGMS meeting, the minutes were drawn up containing all the debates, objections and votes of the shareholders present or validly represented or which voted validly by correspondence, and which formed the basis for issuing this EGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

also considering that:

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

- 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;
- In order to settle the Price of the Shares, the Company requires financing;

as well as the agenda for the EGMS meeting of 29 January 2024, described below:

- 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.

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 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 12,167,311 votes representing 12,167,311 shares, 68.76295% of the share capital, 99.90886% of the total voting rights held by the shareholders present or validly represented or who

have validly voted by mail, and 68.76295% of the total voting rights, having been validly expressed;

With 12,167,311 valid votes cast "for" shareholders representing 99.90886% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.76295% of the total voting rights,

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

Having been 11,100 abstentions or unspoken votes:

It is approved 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.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 12,177,586 votes representing 12,177,586 shares, 68.82102% of the share capital, 99.99323% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.82102% of the total voting rights, having been validly expressed;

With 11,945,665 valid votes cast "for" shareholders representing 98.08886% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.51033% of the total voting rights,

With 231,921 valid votes cast "against" the shareholders representing 1.90436% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31069% of the total voting rights;

Having been 825 abstentions or unspoken votes:

It is approved 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.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 12,177,786 votes representing 12,177,786 shares, 68.82215% of the share capital, 99.99487% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.82215% of the total voting rights, having been validly expressed;

With 11,945,865 valid votes cast "for" shareholders representing 98.09051% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.51146% of the total voting rights,

With 231,921 valid votes cast "against" the shareholders representing 1.90436% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31069% of the total voting rights;

Having been 625 abstentions or unspoken votes:

It is approved the 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..

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 12,167,311 votes representing 12,167,311 shares, 68.76295% of the share capital, 99.90886% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.76295% of the total voting rights, having been validly expressed;

With 11,935,165 valid votes cast "for" shareholders representing 98.00265% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.45099% of the total voting rights,

With 232,146 valid votes cast "against" the shareholders representing 1.90621% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31196% of the total voting rights;

Having been 11,100 abstentions or unspoken votes:

It is approval 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).

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 12,177,811 votes representing 12,177,811 shares, 68.82229% of the share capital, 99.99507% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.82229% of the total voting rights, having been validly expressed;

With 11,945,890 valid votes cast "for" shareholders representing 98.09071% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.51160% of the total voting rights,

With 231,921 valid votes cast "against" the shareholders representing 1.90436% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 1.31069% of the total voting rights;

Having been 600 abstentions or unspoken votes:



It is approved the 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.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 12,178,411 voting rights, representing 68.82568% of the share capital, and 68.82568% of the total voting rights,

A number of 11,948,165 votes representing 11,948,165 shares, 67.52446% of the share capital, 98.10939% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.52446% of the total voting rights, having been validly expressed;

With 11,945,865 valid votes cast "for" shareholders representing 98.09051% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.51146% of the total voting rights,

With 2,300 valid votes cast "against" the shareholders representing 0.01889% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01300% of the total voting rights;

Having been 230,246 abstentions or unspoken votes:

It is approved the 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

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 29 January 2024.

Written and signed today, 29 January 2024, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
