

Dividend policy and practice

The Board of Directors of Roca Industry HOLDINGROCK1 S.A. (the "**Company**") has adopted this dividend policy as a set of guidelines for the distribution of net profit. Therefore, the Board of Directors of the Company states the following relevant principles with reference to the dividend policy:

- The company recognizes the rights of shareholders to be remunerated through dividends, representing the participation in the net profits accumulated from operations as well as the remuneration of the capital invested in the company.
- Dividends are distributed from the Company's net distributable profit based on the individual audited annual financial statements and/or from Company's other items of equity, and not from the net profit according to the annual audited consolidated financial statements.
- The dividends distributed and paid by the Group's Subsidiaries in year N (related to year N-1 results of the Subsidiaries) are recorded as finance income in Company's individual financial statements in year N and thus constitute the source of the net result from which the Company proposes and pays dividends to its shareholders in year N+1 (related to the Company's result of year N).
- Profits obtained by the Company through the collection of dividends from the Subsidiaries will be directed both to the distribution of dividends to the Company's shareholders and to the financing of development plans, as needed.
- The Company does not intend to propose distribution of quarterly dividends.
- The company proposes to reward its shareholders **also** by granting free shares, following the capitalization of part of the net profits earned by the company.
- The proposal for the distribution of dividends, in the form of free shares or cash, including the rate of distribution, will be made by the Company's Board of Directors, subject to the approval of the General Meeting of Shareholders, adopted in accordance with the law.

In selecting a certain dividend pay-out ratio according to the dividend policy, the Board of Directors shall take into consideration the following:

- reducing the fluctuations in dividend yield from one period to the next, as well as the absolute dividend per share value;
- Company's investment needs and opportunities;
- contributions of non-monetary items to net reported profit, if the case;
- financial resources available for dividends payment as well as the Company's indebtedness;
- setting up a dividend yield comparable to other listed companies in the industry or related sectors.

Dividends are paid on the date set by the Ordinary General Meeting of Shareholders.

The dividend policy is supplemented by the provisions of the Company's Articles of Association, the provisions of the Law no. 31/1990 on companies, as subsequently amended and supplemented, the provisions of other applicable laws on the distribution of net profit, declaration and payment of dividends, as well as by the provisions of the Corporate Governance Principles applicable to issuers whose securities are traded on the Multilateral Trading System operated by the Bucharest Stock Exchange S.A. as market operator.

Any change in the Company's dividend policy will be communicated to investors in due time.