

TERMS OF REFERENCE

FOR THE NOMINATION AND REMUNERATION COMMITTEE

These terms of reference (the “**Terms of Reference**”) set out to define and further specify the principles, rules and corporate practice applied by the Nomination and Remuneration Committee (the “**Committee**”) of the company ROCA Industry Holdingrock1 S.A., a joint-stock company established and operating under the Romanian laws, registered at the Trade Register of Bucharest with No. J40/16918/2021, Unique Registration Code 44987869, having the registered seat in Bucharest, strada Gara Herăstrău nr. 4, clădirea A, etaj 3, District 2 (the “**Company**”), with respect to the purpose, organisation and functioning of the Committee.

The Terms of Reference have been established in approved by the Board of Directors (the “**Board of Directors**”) of the Company. The Terms of Reference are supplemented by: (i) legal applicable provisions, (ii) the provisions of the Company’s Articles of Incorporation, (iii) the provisions of the Corporate Governance Principles applicable to the issuers the securities of whom are traded on the Main Segment operated by Bursa de Valori București S.A. as market operator (the “**BVB Code**”), as well as by (iv) the provisions of such other internal regulations approved by the corporate bodies of the Company.

1. Purpose of the Committee

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities, by establishing the principles for the selection of candidates for the position of member of the Board of Directors, selecting candidates for their election or re-election to the position of member of the Board of Directors, involvement in the selection process of the managers, remuneration of the director and managers of the Company, making proposals regarding these to be submitted to the decision of the Board of Directors, as well as supporting the Board of Directors in evaluating its own performance, as well as the performance of the executive management.

2. Composition, Expertise, and Independence

- 2.1 The members of the Committee are appointed and revoked by the Board of Directors, from among the non-executive directors of the Company. The Committee is composed of three members, at least one of whom is an independent member.
- 2.2 The Chairman of the Committee is appointed by the Board of Directors from among the independent members of the Committee. In the absence of the Chairman and/or a designated deputy, the other members present will elect a person from among them to preside over the meeting.

- 2.3 During their term of office, the members of the Committee will not hold positions, qualities and will not conduct transactions that could be considered incompatible with the mission of the Committee.
- 2.4 In the event that a member of the Committee is aware of any circumstance that may prejudice or reasonably affect his/her independence, or the perception of his/her independence, he/she will immediately inform the Chairman of the Committee or, in the case of the Chairman, the other members of the Committee about the respective circumstance. The Committee will consult with the Board of Directors to determine whether there are sufficient reasons for renouncing the quality of member of the Committee or terminating this quality.

3. Duties and Responsibilities of the Committee

The Committee shall have the following duties:

- 3.1 In terms of nomination activity:
- a) establish the criteria for selecting the members of the Board of Directors and for evaluating their independence;
 - b) evaluate and propose to the Board of Directors the eligible candidates for appointment, reappointment, or revocation in/from the position of member of the Board of Directors, the Committee may reject candidates who fail to meet the criteria for holding the position of member of the Board of Directors;
 - c) submit for approval to the Board of Directors of the procedure for selecting managers;
 - d) evaluate candidates for the position of manager and preparation of a short list, from which they are to be selected for appointment by the Board of Directors.
- 3.2 In terms of evaluation activity:
- a) prepare the regular assessment of the performance of directors and managers, using a self-assessment process;
 - b) at least annual evaluation of the independence of the members of the Board of Directors;
 - c) verify at least annually of the number of mandates held by directors and managers in other companies;
- 3.3 In terms of remuneration activity:
- a) draft a proposal on the remuneration policy to be adhered to, which policy will be adopted by the general meeting of shareholders and its regular updating;

- b) issue recommendations and make proposals regarding the remuneration of each member of the Board of Directors and managers, within the limits of the remuneration policy;
- c) prepare the annual report on remunerations and any other benefits granted to directors and managers;
- d) manage all aspects related to any share granting programme intended for persons in leadership positions;
- e) and any other necessary or recommendable actions regarding the remuneration, benefits, and performance objectives of the Company's employees.

4. FUNCTIONING OF THE COMMITTEE

- 4.1. The Committee will meet at least twice a year. The Committee's meetings will be convened by the Chairman of the Committee, at the request of any of its members. The Chairman of the Committee will specify the agenda and duration of the meetings and ensure the effective exercise of the Committee's duties.
- 4.2. The Committee's meetings will be organised before the meeting of the Board of Directors scheduled for the respective month, to allow, as the case may be, timely preparation of reports for the Board of Directors.
- 4.3. The Committee may also meet by videoconference or teleconference if the Chairman of the Committee so decides. In addition, the Chairman of the Committee may seek that the Committee adopts decisions on certain documents through an exchange of emails, faxes, or letters.
- 4.4. Unless all members of the Committee agree otherwise, the convening notice confirming the place, time and date of the meeting, any details regarding telephone conferences and the agenda will be sent to each member of the Committee and any other person whose participation is necessary, as soon as possible, but in any case, no later than five business days before the date of the meeting. The convening notice and any other necessary documents can be sent by email.
- 4.5. The Committee may invite to its meetings other persons, such as other directors, managers of the Company or any other person (employees, consultants etc.) to participate in meetings, as it deems necessary or opportune. The Committee will however meet without the respective directors or managers in a meeting in which their remuneration or performance is discussed or established. For avoidance of doubt, no Company manager will participate in the decision-making process regarding the remuneration of the Company's managers.

5. Quorum and Majority

- 5.1. The quorum is considered fulfilled, and the Committee validly meets when at least two members are present (including the Chairman of the Committee). The participation of a member in a meeting by video or audio means will be considered valid for the purpose of determining the quorum.
- 5.2. The Committee will adopt decisions by common agreement. If an agreement is not reached, decisions will be adopted with the simple majority of the votes of the members present.
- 5.3. A written decision signed or approved by letter, e-mail, telegram, or fax by all members of the Committee will be valid and will have equal effects as a decision adopted at a meeting of the Committee.
- 5.4. The Secretary of the Board of Directors will be the secretary of the Committee and will draft the minutes of the Committee's meetings and the decisions adopted. The minutes will indicate the time and place of the meeting, list the persons participating in the meeting, mention the existence of any conflict of interest and summarise the aspects discussed at the meeting.
- 5.5. The minutes of the Committee's meetings will be promptly communicated to all members of the Committee and approved at the next meeting and once approved, to all members of the Board of Directors, except where there is a conflict of interest.

6. SELF-ASSESSMENT

The Committee will assess its performance, composition, and Terms of Reference whenever it considers it to be necessary and will submit for approval to the Board of Directors recommendations regarding any changes it considers necessary.

7. REPORTING RESPONSIBILITIES

- 7.1. The Chairman will officially report to the Board of Directors the deliberations, findings, and procedures of the Committee, after each of its meetings, regarding all aspects that fall within its duties and responsibilities.
- 7.2. The Committee will make recommendations to the Board of Directors, as it deems necessary, in any area under its competence and where actions or improvements are recommended
- 7.3. Approved by the Board of Directors on ...February 2024.