



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

DATED 29 APRIL 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 248,672,220, divided into 24,867,222 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 April 2024, at 16:00, at the first convocation, at the address of the registered office of the Company located in Gara Herăstrău street no. 4, building A, floor 3, Sector 2, Bucharest, Romania, chaired by Mr. Rudolf-Paul Vizental, 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 April 2024, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 76.11353% of the share capital and 76.11353% 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 28 March 2024 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 1575 dated 29 March 2024, in the newspaper Romania Libera dated 29 March 2024, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 28 March 2024;
- The fact that, at the EGMS meeting of 29 April 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 April 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 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, 11 Carpați Street, Mureș County, Romania, registered with the Trade Register under no. J26/1208/2011 and having a unique registration code 29460015 (“EED”);
- Based on the resolution adopted by the EGSM on April 27, 2022, the Company granted a loan in the amount of 1,300,000 EUR to Doorsrock4 S.R.L., a company absorbed by EED following the merger; The loan of 1,300,000 EUR, taken over by EED following the merger, matures on May 16, 2024,
- Based on the Decision of the Board of Directors of the Company dated July 27, 2023, the Company granted a loan in the amount of 2,000,000 RON to EED, with maturity on July 27, 2024,
- The Company's intention is to extend the maturity of the loans granted to EED by an additional period of 2 (two) years;

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

- 1. Approval** of the extension by an additional period of 2 (two) years of the maturity of the loans amounting to 1,300,000 EUR and 2,000,000 RON respectively, granted by the Company to EED, under the Loan Agreements dated May 13, 2022, and July 27, 2023.
- 2. Approval** of the authorization of the General Manager, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolutions of the EGMS, as well as all documents to be adopted based on the resolutions of the EGMS and to fulfill all legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, will be able to, without limitation, fulfill all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the resolutions of the EGMS, including the Articles of Association of the Company, as well as to perform 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 18,927,320 voting rights, representing 76.11353% of the share capital, and 76.11353% of the total voting rights,

A number of 18,487,036 votes representing 18,487,036 shares, 74.34299% of the share capital, 97.67382% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.34299% of the total voting rights, having been validly expressed;



With 18,462,036 valid votes cast "for" shareholders representing 97.54173% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.24245% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.13208% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.10053% of the total voting rights;

Having been 440,284 abstentions or unspoken votes:

Shareholders approved the extension by an additional period of 2 (two) years of the maturity of the loans amounting to 1,300,000 EUR and 2,000,000 RON respectively, granted by the Company to EED, under the Loan Agreements dated May 13, 2022, and July 27, 2023.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 18,927,320 voting rights, representing 76.11353% of the share capital, and 76.11353% of the total voting rights,

A number of 18,497,063 votes representing 18,497,063 shares, 74.38331% of the share capital, 97.72679% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.38331% of the total voting rights, having been validly expressed;

With 18,472,063 valid votes cast "for" shareholders representing 97.59471% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.28278% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.13208% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.10053% of the total voting rights;

Having been 430,257 abstentions or unspoken votes:

Shareholders approved the authorization of the General Manager, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolutions of the EGMS, as well as all documents to be adopted based on the resolutions of the EGMS and to fulfill all legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, will be able to, without limitation, fulfill all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the resolutions of the EGMS, including the Articles of Association of the Company, as well as to perform 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 April 2024.

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

Chairman of the EGMS

Dl. Rudolf-Paul Vizental

Meeting secretary

Dna. Oana Maria Berbece

Technical secretary

Dna. Alexandra-Gabriela Țițan
