

**Convening Notice for the Ordinary and Extraordinary General Meetings of Shareholders  
of ROCA INDUSTRY HOLDINGROCK1 S.A.  
convened for the date of 29 April 2024**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, established and operating in accordance with the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, Bucharest, Romania, registered with Bucharest Trade Registry 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, as amended and supplemented ("**Companies Law**"), Law nr. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented ("**Regulation no. 5/2018**") and the articles of association of the Company (the "**Articles of Association**"),

**CONVENES:**

**The Ordinary General Meeting of Shareholders of the Company ("OGMS") for the date of 29 April 2024 at 15:00, at the address of the registered office 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 **18 April 2024**, set as the Reference Date, are allowed 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 **30 April 2024 at 15:00**, in the same place and having the same agenda and the same Reference Date; and

**The Extraordinary General Meeting of Shareholders of the Company ("EGMS") for the date of 29 April 2024 at 16:00, at the address of the registered office 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 **18 April 2024**, set as the Reference Date, are allowed to participate. In case the quorum of validity at the first convening is not met, a second meeting of the EGMS will be held on the date of **30 April 2024, at 16:00**, in the same place and having the same agenda and the same Reference Date.

**The agenda for the Ordinary General Meeting of Shareholders will be the following:**

1. **Approval** of the Company's income and expenditure budget for the financial year 2024, at individual level.
2. **Approval** of the Company's income and expenditure budget for the financial year 2024, at consolidated level.
3. **Approval** of the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2023 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2023 Directors' Report and the Report of the Independent Auditor for 2023.

4. **Approval** of the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.
5. **Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.
6. **Approval** of the allocation of the net profit for the year 2023, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 1802/2014, in the amount of 3,265,950.82 lei as follows:
  - for the constitution of the legal reserve - 163,298 lei;
  - for covering losses from previous years – 3.102.652,82 lei.
7. **Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2023.
8. **Approval** of the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.
9. **Approval** of the initiation and implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the actual transfer of shares from the Company to the employees, etc.. The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.
10. **Approval**, for the above operations, of the Reference Date (proposal: 28.05.2024), the ex-date (proposal: 27.05.2024).
11. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS and to carry out all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-mandating to third parties. Within the framework of the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-mandates, shall be entitled, without limitation, to carry out all formalities necessary for the signing in the name and on behalf of the shareholders of all documents required for the implementation of the resolution of the OGMS, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

## **The agenda for the Extraordinary General Meeting of Shareholders**

### **Considering that:**

- (A) 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**");
- (B) 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,
- (C) 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,
- (D) The Company's intention is to extend the maturity of the loans granted to EED by an additional period of 2 (two) years,

### **The agenda for the Extraordinary General Meeting of Shareholders will be the following:**

- 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.

## **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](mailto: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, 3<sup>rd</sup> 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 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, 3<sup>rd</sup> Floor, District 2.
- b) **by electronic means**, at the e-mail address: [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), so that the requests are received by the Company by the date of **26 April 2024, at 15:00**.
- c) shareholders who have not submitted the questions by the date of **26 April 2024, at 15:00** may address them directly within the OGMS/EGMS, in person or through the online platform dedicated to electronic voting (<https://roc1.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 117<sup>1</sup> 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, 3<sup>rd</sup> Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro) by the latest on **15 April 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 **17 April 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 **18 April 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.rocclar.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](mailto: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, including disposition acts.

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, 3<sup>rd</sup> 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](mailto:investors@rocaindustry.ro)), so that they are registered as received at the Company's registry by the date of **25 April 2024**, at 18:00. Powers of attorney not submitted within the time limit will not be taken into account.

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).

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, 3<sup>rd</sup> 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](mailto: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 **25 April 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 29 April 2024/30 April 2024**", respectively "**For the Ordinary General Meeting of Shareholders dated 29 April 2024/30 April 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 take into account 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](mailto:investors@rocaindustry.ro), no later than **25 April 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.

#### **4. Other information**

Any specialist, consultant, financial expert, or analyst may attend the shareholders' meeting upon prior invitation from the Board. Accredited journalists may also participate in the general meeting of shareholders, unless otherwise decided by the Chairman of the Board.

For further documents and information, please contact the Company at the e-mail address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro).

**Ioan-Adrian Bindea**  
**Chairman of the Board of Directors**  
**March 28, 2024**