



**DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
(OGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 26.02.2025

The Ordinary 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 248,672,220 registered shares in dematerialized form with a nominal value of 1 leu each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 26.02.2025, at 11:00, 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. 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 Ordinary General Meeting of Shareholders dated 26.02.2025, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 74.30834% of the share capital and 74.30834% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS 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 OGMS was convened through the convening notice of January 22, 2025 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 309 dated 23 January 2025, in the newspaper Romania Libera dated 23 January 2025, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 22 January 2025;
- The fact that, at the OGMS meeting of 26.02.2025 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of February 13, 2025, marked as Reference Date;
- The fact that, during the OGMS 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 OGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

And also that

- The approval of the necessary steps for the initiation and implementation of a Stock Option Plan (“SOP”) for the 2024–2027 period by the shareholders within the Ordinary General Meeting of Shareholders (“OGMS”) of Roca Industry on April 29, 2024;
- The substantiation note for the OGMS dated April 29, 2024, including the main criteria and requirements, as well as the implementation of the SOP exclusively through the issuance of new shares;
- Additional criteria, terms, conditions, and methods necessary for the successful implementation of an SOP identified during 2024 in order to ensure a better understanding of the obligations and benefits for the management team;
- The necessity for a new OGMS approval regarding the implementation of the SOP at the Company level, aiming to motivate and retain the Roca Industry management team and align the remuneration system with market practices;

- The Company's intention to amend its Remuneration Policy regarding the general remuneration limits for the Chief Executive Officer;

As well as the agenda for the OGMS meeting of 26.02.2025, described below:

- 1. Approval** of the 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 mechanisms for acquiring and the actual acquisition of shares by the plan's beneficiaries, (vii) the mechanism for accelerating the exercise of the beneficiaries' option rights, 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.

- 2. Approval** of the amendment to 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.

The proposed amendment concerns Art. 5.1.2. letter (ii) of the Policy and aims to increase the limits of the annual variable remuneration of the Chief Executive Officer, referred to as a performance bonus, as follows:

“5.1.2. [...] (ii) The performance bonus is calculated as a percentage applied to the fixed remuneration, a percentage that may be up to 50% of the total annual fixed remuneration and will be paid annually, after confirmation of achieving the results targeted through the applicable performance criteria, together with the remuneration for the month of April of each year.”

- 3. Approval** of the power of attorney granted to the Chairman of the Board of Directors, Ioan-Adrian Bindea, to sign on behalf of the shareholders the OGMS resolution, as well as all documents to be adopted by the OGMS, 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 mandate granted, Ioan-Adrian Bindea and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required for the implementation of the OGMS resolution, including the Company’s Articles of Association, and to undertake any actions 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 184,784,208 voting rights, representing 74.30834% of the share capital, and 74.30834% of the total voting rights,

A number of 184,704,458 votes representing 184,704,458 shares, 74.27627% of the share capital, 99.95684% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.27627% of the total voting rights, having been validly expressed;

With 183,965,885 valid votes cast "for" shareholders representing 99.60013% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 73.97927% of the total voting rights,

With 738,573 valid votes cast "against" the shareholders representing 0.39987% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.29701% of the total voting rights;

Having been 79,750 abstentions or unspoken votes:

The shareholders approved the 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 mechanisms for acquiring and the actual acquisition of shares by the plan's beneficiaries, (vii) the mechanism for accelerating the exercise of the beneficiaries' option rights, 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.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 184,784,208 voting rights, representing 74.30834% of the share capital, and 74.30834% of the total voting rights,

A number of 184,741,038 votes representing 184,741,038 shares, 74.29098% of the share capital, 99.97664% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.29098% of the total voting rights, having been validly expressed;

With 184,715,038 valid votes cast "for" shareholders representing 99.98593% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.28053% of the total voting rights,

With 26,000 valid votes cast "against" the shareholders representing 0.01407% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.01046% of the total voting rights;

Having been 43,170 abstentions or unspoken votes:

The shareholders approved the amendment to 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.

The proposed amendment concerns Art. 5.1.2. letter (ii) of the Policy and aims to increase the limits of the annual variable remuneration of the Chief Executive Officer, referred to as a performance bonus, as follows:

“5.1.2. [...] (ii) The performance bonus is calculated as a percentage applied to the fixed remuneration, a percentage that may be up to 50% of the total annual fixed remuneration and will be paid annually, after confirmation of achieving the results targeted through the applicable performance criteria, together with the remuneration for the month of April of each year.”

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 184,784,208 voting rights, representing 74.30834% of the share capital, and 74.30834% of the total voting rights,

A number of 184,758,208 votes representing 184,758,208 shares, 74.29789% of the share capital, 99.98593% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.29789% of the total voting rights, having been validly expressed;

With 184,528,208 valid votes cast "for" shareholders representing 99.87551% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.20540% of the total voting rights,

With 230,000 valid votes cast "against" the shareholders representing 0.12449% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.09249% of the total voting rights;

Having been 26,000 abstentions or unspoken votes:

The shareholders approved the power of attorney granted to the Chairman of the Board of Directors, Ioan-Adrian Bindea, to sign on behalf of the shareholders the OGMS resolution, as well as all documents to be adopted by the OGMS, 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 mandate granted, Ioan-Adrian Bindea and any of his sub-delegates will

be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required for the implementation of the OGMS resolution, including the Company's Articles of Association, and to undertake any actions 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 OGMS of 26.02.2025.

Written and signed today, 26.02.2025, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
