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

**DATED** **[29]/[30].04.2025**

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 [29]/[30].04.2025, at 17:00, at [the first / second] 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 Mr./Ms. [•] and as technical secretary Mr./Ms. [•],

according to the list of present shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated [29]/[30].04.2025, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing [•] % of the share capital and [•]% 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 March 25, 2025 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. [•] dated [•], in the newspaper Romania Libera, no. [•] dated [•], and on the Company’s website at [www.rocaindustry.ro](http://www.rocaindustry.ro), section Investors > General Meeting of Shareholders, on March 26, 2025;
* The fact that, at the OGMS meeting of [29]/[30].04.2025 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of April 16, 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,

**As well as the agenda for the OGMS meeting of [29]/[30].04.2025, described below:**

1. **Approval** of the Company's income and expenditure budget for the financial year 2025, at individual level.
2. **Approval** of the Company's income and expenditure budget for the financial year 2025, at consolidated level.
3. **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 2024, 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 2024 Directors’ Report and the Independent Auditor's Report for 2024.
4. **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 2024, 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 2024 Directors’ Report and the Independent Auditor's Report for 2024.
5. **Approval** of the Annual Report for the financial year ended on December 31, 2024, prepared in accordance with the provisions of Article 65 of Law No. 24/2017 on issuers of financial instruments and market operations, republished, and Annex No. 15 of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, republished.
6. **Approval** of the allocation of the net profit for the year 2024, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 2844/2016, in the amount of 9.765.183,78 lei as follows:

- for the constitution of the legal reserve - 488.259 lei;

- for covering losses from previous years, as well as losses from the sale of equity instruments – 8.974.856,92 lei .

The difference of 302.067,86 lei remains unallocated until future decisions in this regard.

1. **Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2024.
2. **Submission o**f the Remuneration Report for the Administrators and Directors of Roca Industry for the year 2024 to the consultative vote of the OGMS, considering the provisions of Article 107, paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.
3. **Approval**, for the above operations, of the Reference Date (proposal: 28.05.2025), the ex-date (proposal: 27.05.2025).
4. **Empowerment** of the Chief Executive Officer, Camelia Ene, 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, Camelia Ene, 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.

**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 [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** the Company's income and expenditure budget for the financial year 2025, at individual level.

**Decision no. 2**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** the Company's income and expenditure budget for the financial year 2025, at consolidated level*.*

**Decision no. 3**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** 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 2024, 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 2024 Directors’ Report and the Independent Auditor's Report for 2024.

**Decision no. 4**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** 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 2024, 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 2024 Directors’ Report and the Independent Auditor's Report for 2024.

**Decision no. 5**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** the Annual Report for the financial year ended on December 31, 2024, prepared in accordance with the provisions of Article 65 of Law No. 24/2017 on issuers of financial instruments and market operations, republished, and Annex No. 15 of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, republished.

**Decision no. 6**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** the allocation of the net profit for the year 2024, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 2844/2016, in the amount of 9.765.183,78 lei as follows:

- for the constitution of the legal reserve - 488.259 lei;

- for covering losses from previous years, as well as losses from the sale of equity instruments – 8.974.856,92 lei.

The difference of 302.067,86 lei remains unallocated until future decisions in this regard.

**Decision no. 7**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** the discharge of the members of the Board of Directors of Roca Industry for the financial year 2024.

**Decision no. 8**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected], by the consultative vote of the OGMS**,the Remuneration Report for the Administrators and Directors of Roca Industry for the year 2024, considering the provisions of Article 107, paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.

**Decision no. 9**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected]** for the above operations, the Reference Date (proposal: 28.05.2025) and the ex-date (proposal: 27.05.2025).

**Decision no. 10**

Validly present or represented or voting validly by correspondence, shareholders holding [•] voting rights, representing [•]% of the share capital, and [•]% of the total voting rights,

A number of [•] votes representing [•] shares, [•]% of the share capital, [•]% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [•]% of the total voting rights, having been validly expressed;

With [•] valid votes cast "for" shareholders representing [•]% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and [•]% of the total voting rights,

With [•] valid votes cast "against" the shareholders representing [•]% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and [•]% of the total voting rights;

Having been [•] abstentions or unspoken votes:

**The shareholders [approved]/[rejected] the empowerment** of the Chief Executive Officer, Camelia Ene, 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, Camelia Ene, 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.

***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 [29]/[30].04.2025.***

Written and signed today, [29]/[30].04.2025, in 4 (four) originals.

Chairman of the OGMS Meeting secretary Technical secretary

Mr. Ioan-Adrian Bindea Mr./Ms. [•] Mr./Ms. [•]

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