

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 41/2024

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook.

Date of report	14.10.2024
Name of the Company	ROCA INDUSTRY HOLDINGROCK1 S.A.
Registered Office	4 GARA HERĂSTRĂU street, BUILDING A, Floor 3, Sector 2, Bucharest
Phone	+40 31 860 21 01
Email	investors@rocaindustry.ro
Website	<u>www.rocaindustry.ro</u>
Registration nr. with Trade Registry	J40/16918/2021
Fiscal Code	RO 44987869
Subscribed and paid share capital	248,672,220 lei
Total number of shares	24,867,222
Symbol traded instruments	ROC1
Market where securities are traded	BSE Regulated Market, Standard Category

Important events to be reported: Resolution of the OGMS and EGSM dated 14.10.2024

On 14.10.2024, starting with 2:00 p.m., at the headquarters of the Company located in Bucharest, District 2, 4 Gara Herastrau Street, building A, 3rd floor took place the Extraordinary General Meeting of Shareholders of Roca Industry HOLDINGROCK1 S.A. (the "Company"), and starting with 2:30 p.m., at the same location, the Ordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of the Company are attached to this Current Report.

Ioan-Adrian Bindea

President of the Board of Directors

**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS (EGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.
DATED 14 OCTOBER 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 14 October 2024, at 14:00, 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 Berbecu 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 14 October 2024, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 67.35551% of the share capital and 67.35551% of the number of existing voting rights, thus meeting the quorum required for the adoption of this EGMS Decision,

Considering:

- (A) 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**”);
- (B) The fact that, in accordance with the Articles of Incorporation of the Company, the EGMS was convened through the convening notice of 10 September 2024 by the Board

of Directors, through the convening notice published in the Official Gazette Part IV, no. 4154 dated 11 September 2024, in the newspaper Romania Libera dated 11 September 2024, and on the Company's website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 10 September 2024;

- (C) The fact that, at the EGMS meeting of 14 October 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 2 October 2024, marked as Reference Date;
- (D) 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;
- (E) The fact that all the conditions provided by the Articles of Incorporation have been met,

also considering that:

- (F) The company acquired the status of majority shareholder of **WORKSHOP DOORS S.R.L.**, a company incorporated and operating in accordance with Romanian laws, with its registered office in Petelea Village, Petelea Commune, No. 94, Mureş County, Romania, registered with the Trade Register under no. J26/559/2009 and having the unique registration code 25629376 ("**Workshop**"), as a result of the sale-purchase agreement dated August 8, 2023, as amended by the subsequent addenda ("**SPA**"). The Extraordinary General Meeting of Shareholders of Roca Industry of January 29, 2024 approved the direct acquisition by the Company, of 70% of the Shares issued by Workshop, representing 70 shares, each with an individual nominal value of Lei 10 and a total nominal value of Lei 700, for a maximum purchase price ("**Price**") of Lei 50,000,000 (fifty million lei), with the possibility of the subsequent acquisition of an additional 30% of the shares issued by Workshop (the "**Transaction**"), under the conditions and terms stipulated in the SPA, and of signing all necessary documents to give effect to the Transaction.
- (G) In accordance with the terms and conditions agreed by the parties, Roca Industry envisages the completion of the Transaction approved by the Extraordinary General Meeting of Shareholders of Roca Industry of January 29, 2024, by acquiring the additional 30% of the shares issued by the Workshop,

as well as the agenda for the EGMS meeting of 14 October 2024, described below:

1. **Approval** of the direct acquisition by the Company of 100% of the share capital of Workshop, for a maximum purchase price in amount of RON 80,000,000 (eighty million lei), respectively through the acquisition of the additional package of 30% of the shares issued by Workshop and the signing of all necessary documents to give effect to the Transaction.
2. **Approval** of the power of attorney of the General Manager of the Company, Mr. Ioan-Adrian Bindea, with full powers of authority, to act in the name, on behalf of and in the interest of the Company, as follows:
 - i. To negotiate the specific terms and conditions of the Transaction and to sign in the name and on behalf of the Company, either handwritten or in any other manner accepted by law, all necessary documents for the execution, completion and implementation of the Transaction and
 - ii. To carry out any and all the formalities and operations necessary for the signing of the documents referred to in point i) as well as for the execution, completion and implementation of the Transaction, being entitled to sign, submit and receive any documents, even before a notary public, the Trade Register Office, tax authorities, banks, any natural or legal persons, public or private, from Romania or abroad.

The power of attorney granted to Mr. Ioan-Adrian Bindea becomes effective on the date of the EGMS, extends to all necessary acts for its fulfillment, even if not expressly mentioned above, and will remain valid until the completion of the above, with the possibility of sub-delegation.

3. **Approval** of the power of attorney of the General Manager, Ioan-Adrian Bindea, to sign on behalf of the shareholders the EGMS resolution, as well as all documents to be adopted by the EGMS, and to carry out 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 to implement the EGMS resolution, including the Company's Articles of Association, as well as 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 16,749,444 voting rights, representing 67.35551% of the share capital, and 67.35551% of the total voting rights,

A number of 16,749,414 votes representing 16,749,414 shares, 67.35539% of the share capital, 99.99982% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.35539% of the total voting rights, having been validly expressed;

With 16,725,814 valid votes cast "for" shareholders representing 99.85892% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.26048% of the total voting rights,

With 23,600 valid votes cast "against" the shareholders representing 0.14090% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.09490% of the total voting rights;

Having been 30 abstentions or unspoken votes:

Shareholders approved the direct acquisition by the Company of 100% of the share capital of Workshop, for a maximum purchase price in amount of RON 80,000,000 (eighty million lei), respectively through the acquisition of the additional package of 30% of the shares issued by Workshop and the signing of all necessary documents to give effect to the Transaction.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 16,749,444 voting rights, representing 67.35551% of the share capital, and 67.35551% of the total voting rights,

A number of 16,749,444 votes representing 16,749,444 shares, 67.35551% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.35551% of the total voting rights, having been validly expressed;

With 16,726,444 valid votes cast "for" shareholders representing 99.86268% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.26302% of the total voting rights,

With 23,000 valid votes cast "against" the shareholders representing 0.13732% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.09249% of the total voting rights;

Having been 0 abstentions or unspoken votes:

Shareholders approved the power of attorney of the General Manager of the Company, Mr. Ioan-Adrian Bindea, with full powers of authority, to act in the name, on behalf of and in the interest of the Company, as follows:

- i. To negotiate the specific terms and conditions of the Transaction and to sign in the name and on behalf of the Company, either handwritten or in any other manner accepted by law, all necessary documents for the execution, completion and implementation of the Transaction and
- ii. To carry out any and all the formalities and operations necessary for the signing of the documents referred to in point i) as well as for the execution, completion and implementation of the Transaction, being entitled to sign, submit and receive any documents, even before a notary public, the Trade Register Office, tax authorities, banks, any natural or legal persons, public or private, from Romania or abroad.

The power of attorney granted to Mr. Ioan-Adrian Bindea becomes effective on the date of the EGMS, extends to all necessary acts for its fulfillment, even if not expressly mentioned above, and will remain valid until the completion of the above, with the possibility of sub-delegation.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 16,749,444 voting rights, representing 67.35551% of the share capital, and 67.35551% of the total voting rights,

A number of 16,749,444 votes representing 16,749,444 shares, 67.35551% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.35551% of the total voting rights, having been validly expressed;

With 16,726,444 valid votes cast "for" shareholders representing 99.86268% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.26302% of the total voting rights,

With 23,000 valid votes cast "against" the shareholders representing 0.13732% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.09249% of the total voting rights;

Having been 0 abstentions or unspoken votes:

Shareholders approved the power of attorney of the General Manager, Ioan-Adrian Bindea, to sign on behalf of the shareholders the EGMS resolution, as well as all documents to be adopted by the EGMS, and to carry out 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 to implement the EGMS resolution, including the Company's Articles of Association, as well as 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 EGMS of 14 October 2024.

Written and signed today, 14 October 2024, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana Maria Berbece

Technical secretary

Ms. Alexandra Gabriela Țițan

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

DATED 14.10.2024

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 24,867,222 registered shares in dematerialized form with a nominal value of 10 lei each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 14.10.2024, at 14:30, 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 Berbecu 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 14.10.2024, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 67.28378% of the share capital and 67.28378% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS Decision,

Considering:

- (H) 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**”);
- (I) The fact that, in accordance with the Articles of Incorporation of the Company, the OGMS was convened through the convening notice of 10 September 2024 by the Board

of Directors, through the convening notice published in the Official Gazette Part IV, no. 4154 dated 11 September 2024, in the newspaper Romania Libera dated 11 September 2024, and on the Company's website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 10 September 2024;

- (J) The fact that, at the OGMS meeting of 14.10.2024 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 2 October 2024, marked as Reference Date;
- (K) 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;
- (L) The fact that all the conditions provided by the Articles of Incorporation have been met,

And also that

- (M) Following the agreement to terminate Mr. Bîrliba's mandate as a member of the Board of Directors of ROCA Industry during the Board meeting held on June 3, 2024, and in accordance with the provisions of Article 137², paragraph (1) of Law no. 31/1990, the Board of Directors appointed Mrs. Victorița Șter-Chelba, a Romanian citizen, as interim member of the Board of Directors, starting from June 3, 2024, and lasting until September 17, 2025, or until the date of the next Ordinary General Meeting of Shareholders of ROCA Industry, whichever occurs first;
- (N) In accordance with the provisions of Article 111, paragraph (2), letter b) of Law no. 31/1990, at the time of convening this OGMS, the Board of Directors seeks to complete the non-executive team, with the term of office of the newly elected member to be equal to the remaining term of the former member, specifically until September 17, 2025.

As well as the agenda for the OGMS meeting of 14.10.2024, described below:

1. **Election** of a new member to the Board of Directors, starting from the date of appointment, i.e., the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, with the mandate expiring on September 17, 2025.
2. **Approval** of the mandate contract template for the Board member elected according to point 1 of the agenda.

3. **Approval** of the power of attorney granted to the General Manager, Ioan-Adrian Bindea, as well as the Board of Directors, to sign the mandate contract to be concluded with the new member. The mandate contract will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the General Manager of the Company.
4. **Approval** of the establishment and granting of a fixed individual monthly remuneration for the members of the Board of Directors, in amount of EUR 2,000 net, decreasing from EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, and the corresponding update of the Remuneration Policy.
5. **Approval** of the power of attorney granted to the General Manager, 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 16,731,607 voting rights, representing 67.28378% of the share capital, and 67.28378% of the total voting rights,

A number of 16,701,607 votes representing 16,701,607 shares, 67.16314% of the share capital, 99.82070% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.16314% of the total voting rights, having been validly expressed;

With 16,661,044 valid votes cast "for" shareholders representing 99.75713% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.00002% of the total voting rights,

With 40,563 valid votes cast "against" the shareholders representing 0.24287% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.16312% of the total voting rights;

Having been 30,000 abstentions or unspoken votes:

The shareholders approved the appointment of Mrs. Victorița Șter-Chelba, Romanian citizen, born on in, county, domiciliated in, identified through ID series no., having the PIN, director with full powers, as a member of the Board of Directors, starting from the date of appointment, i.e., the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14, 2024, with the mandate expiring on September 17, 2025.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 16,731,607 voting rights, representing 67.28378% of the share capital, and 67.28378% of the total voting rights,

A number of 16,701,607 votes representing 16,701,607 shares, 67.16314% of the share capital, 99.82070% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.16314% of the total voting rights, having been validly expressed;

With 16,672,431 valid votes cast "for" shareholders representing 99.82531% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.04581% of the total voting rights,

With 29,176 valid votes cast "against" the shareholders representing 0.17469% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.11733% of the total voting rights;

Having been 30,000 abstentions or unspoken votes:

The shareholders approved the mandate contract template for the Board member elected according to point 1 of the agenda.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 16,731,607 voting rights, representing 67.28378% of the share capital, and 67.28378% of the total voting rights,

A number of 16,701,577 votes representing 16,701,577 shares, 67.16302% of the share capital, 99.82052% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.16302% of the total voting rights, having been validly expressed;

With 16,672,431 valid votes cast "for" shareholders representing 99.82549% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.04581% of the total voting rights,

With 29,146 valid votes cast "against" the shareholders representing 0.17451% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.11721% of the total voting rights;

Having been 30,030 abstentions or unspoken votes:

The shareholders approved the power of attorney granted to the General Manager, Ioan-Adrian Bindea, as well as the Board of Directors, to sign the mandate contract to be concluded with the new member. The mandate contract will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the General Manager of the Company.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 16,731,607 voting rights, representing 67.28378% of the share capital, and 67.28378% of the total voting rights,

A number of 16,731,231 votes representing 16,731,231 shares, 67.28227% of the share capital, 99.99775% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28227% of the total voting rights, having been validly expressed;

With 16,731,231 valid votes cast "for" shareholders representing 100% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.28227% of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 376 abstentions or unspoken votes:

The shareholders approved the establishment and granting of a fixed individual monthly remuneration for the members of the Board of Directors, in amount of EUR 2,000 net, decreasing from EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, and the corresponding update of the Remuneration Policy.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 16,731,607 voting rights, representing 67.28378% of the share capital, and 67.28378% of the total voting rights,

A number of 16,731,261 votes representing 16,731,261 shares, 67.28239% of the share capital, 99.99793% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28239% of the total voting rights, having been validly expressed;

With 16,708,261 valid votes cast "for" shareholders representing 99.86253% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67.18990% of the total voting rights,

With 23,000 valid votes cast "against" the shareholders representing 0.13747% 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 346 abstentions or unspoken votes:

The shareholders approved the power of attorney granted to the General Manager, 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 14.10.2024.

Written and signed today, 14.10.2024, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana Maria Berbece

Technical secretary

Ms. Alexandra Gabriela Țițan
