

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 51/2023

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 for Multilateral Trading System.

Date of report	13.11.2023
Name of the Company	ROCA INDUSTRY HOLDINGROCK1 S.A.
Registered Office	4 Gara Herastrau street, Building A, Floor 3, Sector 2, Bucharest
Phone	+40 31 860 21 01
Email	investors@rocaindustry.ro
Website	www.rocaindustry.ro
Registration nr. with Trade Registry	J40/16918/2021
Fiscal Code	RO 44987869
Subscribed and paid share capital	176,945,730 lei
Total number of shares	17,694,573
Symbol traded instruments	ROC1
Market where securities are traded	MTS AeRO Premium

Important events to be reported: The decision of the Board of Directors for setting, *inter alia*, the subscription price for the first phase of the Share Capital Increase

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. (hereinafter referred to as the "Company") informs the market that on 13.11.2023, the Board of Directors of the Company approved the subscription price for the first phase of the share capital increase of ROCA Industry (the phase for exercising the preference right), as well as other details of the share capital increase process of ROCA Industry, as presented in the Decision of the Board of Directors attached to this report.

Ioan-Adrian Bindea

President of the Board of Directors

ROCA INDUSTRY HOLDINGROCK1 S.A.

Bucharest, District 2, 4 Gara Herăstrău Street, Building A, 3rd floor

J40/16918/2021, Sole Registration Code 44987869, EUID: ROONRC.J40/16918/2021,

subscribed and fully paid share capital: RON 176,945,730

(“Company”)

DECISION OF THE BOARD OF DIRECTORS OF

ROCA INDUSTRY HOLDINGROCK1 S.A.

Dated 9 November 2023

The Board of Directors:

ALEXANDRU SAVIN, Romanian citizen, [confidential],

ROCA MANAGEMENT S.R.L., a limited liability company, established and operating in accordance with Romanian law, with its registered office located in 4 Gara Herăstrău Street, Building A, 3rd floor, module 13, Bucharest, 2nd District, registered with the Trade Registry Office under no. J40/10342/2018, Sole Registration Code (CUI) 39641612, registered with the FSA as alternative investment fund manager through the Certificate no. 86/10.12.2021 and registered in the FSA registry of alternative investment fund managers under no. PJR08AFIAI/400002 of 10.12.2021, through its permanent representative Mr. Rudolf-Paul Vizental;

IOAN-ADRIAN BINDEA, Romanian citizen, [confidential];

MIHAI BÎRLIBA, Romanian citizen, [confidential];

VASILE SANDU, Romanian citizen, [confidential],

WHEREAS:

(A) On 22 June 2023, the Extraordinary General Meeting of Shareholders of the Company (the “**EGMS**”) approved, *inter alia*, (i) the increase of the Company’s share capital by a maximum amount of RON 150,000,000, from the current amount of RON 176,945,730 up to a maximum share capital of RON 326,945,730 by issuing up to 15,000,000 registered, ordinary, dematerialized new shares with a nominal value of RON 10/share (the “**Share Capital Increase**”), (ii) the admission to trading of the Company’s shares on the regulated market administered by the Bucharest Stock Exchange S.A. (the “**Listing on the Regulated Market**”) and (ii) the empowering of the Board of Directors to issue any resolution and to perform all legal acts and deeds necessary, useful and/or advisable to carry out the resolutions that shall be adopted by the EGMS regarding the Share Capital Increase and the Listing on the Regulated Market, including with respect to the determination of the structure and duration of the Share Capital Increase, the negotiation as well as the determination and approval of the subscription price under the Share Capital Increase (in accordance with market conditions, as well as the approval of the other final terms and conditions of the Share Capital Increase), the selection of the intermediaries for the Share Capital Increase and the Listing on the Regulated Market respectively, the arrangement of the drafting and publication of any offer prospectus, offer document, as well as the negotiation, approval and signing of any documents relating to the Share Capital Increase and the Listing on the Regulated Market, the setting of the date,

structure and conditions of the Listing on the Regulated Market; and

- (B) The Board of Directors intends to approve the specific terms and conditions of the Share Capital Increase and Listing on the Regulated Market pursuant to the authority referred to in Preamble (A) above.

Having noted that all the conditions laid down by the Romanian law and by the Company's articles of association for the validity of this meeting of the Board of Directors and for passing resolutions have been met,

UNANIMOUSLY DECIDES AS FOLLOWS:

1. Approval of the Share Capital Increase structure

1.1. The Board of Directors approves that a number of 15,000,000 new shares with a nominal value of RON 10 per share and a total nominal value of RON 150,000,000 (the "**New Shares**"), as approved by the EGMS on 22 June 2023, shall be offered in the Share Capital Increase, as follows:

- i. in the first phase, the New Shares will be offered for subscription to the shareholders registered in the Company's shareholders registry kept by the Central Depository S.A., at the registration date of 12 July 2023 (the "**Entitled Shareholders**"), on the basis of their preference rights (the "**Preference Rights**");
- ii. during the second phase, any New Shares remaining unsubscribed after the exercise period of the Preference Rights will be offered for subscription in a private placement addressed to certain persons from the European Union based on the exceptions allowed from the publication of a prospectus, including those provided in article 1(4), letters (a) and (b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC ("**Prospectus Regulation**") and/or to investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of the exceptions in Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in the New Shares does not constitute a violation of any applicable law by such investor (the "**Private Placement**"). The Private Placement will not be subject to the Prospectus (as defined in point 4 below) and will take place after the completion of the exercise period of the Preference Rights;
- iii. any New Shares remaining unsubscribed at the end of the subscription period corresponding to the Private Placement shall be cancelled by a decision of the Board of Directors recording the final results of the Share Capital Increase.

1.2. The Board of Directors decides that the Preference Rights issued to the Entitled Shareholders will not be transferable and will not be admitted to trading on the AeRO market operated by the Bucharest Stock Exchange.

1.3. The Board of Directors decides that the Share Capital Increase will be made (i) through cash contribution and, as the case may be, (ii) in the Private Placement stage, through the conversion into shares of the Roca Investments Receivable (as defined at point 2.1 below).

2. Approval in principle of the conversion of a receivable into New Shares in the Private

Placement phase

2.1. The Board of Directors approves that, in the Private Placement phase and subject to a corresponding number of New Shares remaining unsubscribed in the phase of exercising the Preference Rights, Societatea de Investitii Alternative cu Capital Privat Roca Investments S.A. („**Roca Investments**”) may subscribe a number of up to 5,641,277 New Shares, at an individual nominal value of RON 10 and a total nominal value of RON 56,412,770, representing the equivalent of a receivable amounting RON 56,412,775.6 held by Roca Investments, as creditor, against the Company, as debtor (“**Roca Investments Receivable**”), consisting of:

- i. **the amount of RON 45,750,988.6**, held by Roca Investments, as creditor, against the Company, as debtor, consisting of the price stipulated in the share purchase agreement dated 26 June 2023 concluded between the Company, as buyer, and Roca Investments, as seller, whereby the Company acquired 3,995,999 shares in Electroplast S.A., representing 99.99997% of the share capital of Electroplast S.A.; and
- ii. **the amount of RON 10,661,787 RON**, held by Roca Investments, as creditor, against the Company, as debtor, consisting of the price stipulated in the debt assignment agreement dated 30 June 2023 concluded between the Company, as assignee, and Roca Investments, as assignor, whereby the Company, together with the acquisition of the shares in Electroplast S.A., took over the debt resulting from the loan agreements concluded by Roca Investments, as creditor, and Electroplast S.A., as debtor.

Out of the total contribution that may be made by Roca Investments within the Private Placement: (i) RON 56,412,770 represents the nominal value of up to 5,641,277 New Shares, and (ii) RON 5.6, representing the difference between the total contribution that may be made by Roca Investments under the Private Placement and the nominal value of up to 5,641,277 New Shares, will be contributed as share premium.

2.2. The Roca Investments Receivable is certain, liquid and due, as shown in the valuation report dated 2 October 2023, prepared by the independent expert Veridio S.R.L., a limited liability company established and operating in accordance with Romanian law, having its registered office at 75-77 Buzesti Street, District 1, Bucharest, registered with the Trade Registry under no. J40/82/2015, Unique Registration Code 33945221, being an authorized valuator, corporate member of ANEVAR holding authorization number 0440.

2.3. The New Shares to be issued to Roca Investments pursuant to the conversion of the Roca Investments Receivable will be paid in full by Roca Investments, at their nominal value, by offsetting against the value of the Roca Investments Receivable.

3. The setting of the subscription price for the first stage of the Share Capital Increase

The Board of Directors approves, for the phase of exercising the Entitled Shareholders' Preference Right within the Share Capital Increase operation, a subscription price per one (1) New Share in the amount of RON 10.

4. Approval of the documents related to the Share Capital Increase and Listing on the Regulated Market

The Board of Directors approves the documents related to the Share Capital Increase and the Listing on the Regulated Market as follows:

- i. the prospectus prepared in connection with the Share Capital Increase and the Listing on the Regulated Market (“**Prospectus**”), for the purpose of its approval by the FSA, in

substantially the same form as that made available to the members of the Board of Directors; and

- ii. any other agreements, documents, statements, deeds, notices, certificates, powers of attorney, amendments, supplements and any other similar agreements or understandings and any other documents which are necessary or useful to implement the Share Capital Increase and the Listing on the Regulated Market, including the negotiation thereof and/or the exercise of rights and obligations thereunder and/or the satisfaction of any necessary, useful or appropriate perfection requirements or filings with the relevant authorities.

5. Powers of attorney

The Board of Directors approves the appointment and empowerment of Ioan-Adrian Bindea (the **“Representative”**), his signature being validly binding on the Company, to perform the following acts and deeds in the name and on behalf of the Company (the **“Power of Attorney”**):

- i. to negotiate the execution/final forms, sign, seal, execute and deliver the Prospectus as well as any other documents ancillary, necessary, appropriate, desirable, required, useful or advisable in relation to the performance by the Company of all its rights and obligations under or in connection with the decisions adopted under points 1 - 4 above; and
- ii. to represent the Company, in person or through proxies, with full powers and authority before the notary public and of any other authorities or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolutions passed hereunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary in order to give full effect to the matters decided herein.

The Representative is entitled to sub-delegate any and all of his powers granted hereunder, as he may deem fit and with the observance of any limits imposed on the Representative.

This Resolution was signed today, the date mentioned above in 3 (three) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.

Chairman of the meeting

IOAN-ADRIAN BINDEA

Member of the Board of Directors

ROCA MANAGEMENT S.R.L., by permanent representative

RUDOLF PAUL VIZENTAL

Member of the Board of Directors

ALEXANDRU SAVIN

Member of the Board of Directors

MIHAI BÎRLIBA

Member of the Board of Directors

VASILE SANDU

Secretary of the meeting

ALEXANDRA-GABRIELA ȚIȚAN
