

To: *Bursa de Valori București S.A.*
Autoritatea de Supraveghere Financiară

CURRENT REPORT 38/2024

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	02.09.2024
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	www.rocaindustry.ro
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 EGSM dated 02.09.2024

On 02.09.2024, starting with 11:00 a.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"), the legal and statutory quorum being constituted at first convocation.

The resolution of the Extraordinary 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 02 SEPTEMBER 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 02 September 2024, 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 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 02 September 2024, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 74.92215% of the share capital and 74.92215% of the number of existing voting rights, thus meeting the quorum required for the adoption of this EGMS 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**”);
- (A) The fact that, in accordance with the Articles of Incorporation of the Company, the EGMS was convened through the convening notice of 29 July 2024 by the Board of

Directors, through the convening notice published in the Official Gazette Part IV, no. 3659 dated 30 July 2024, in the newspaper Romania Libera, dated 30 July 2024, and on the Company's website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 29 July 2024;

- (B) The fact that, at the EGMS meeting of 02 September 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 21 August 2024, marked as Reference Date;
- (C) 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;
- (D) The fact that all the conditions provided by the Articles of Incorporation have been met,

also considering that:

- (A) The company's intention is to split the nominal value of its shares, as mentioned in the explanatory note published on the Company's website;
- (B) The Company's intention is to initiate a bond issuance program to be carried out through one or more subsequent issuances, with a maximum value (nominal value) of up to 50,000,000 RON, with a minimum success threshold of 25,000,000 RON, over a maximum period of 2 years from the date of its approval by the EGMS, as mentioned in the explanatory note published on the Company's website;
- (C) The Company is the sole shareholder of EVOLOR S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register of the Vâlcea Tribunal under no. J38/999/1993, having unique registration code 4701754, with its registered office in Buleta Village, Mihăești Commune, Depozitelor Street no. 5, Vâlcea County, Romania ("EVOLOR").

The Company, as lender, entered into a loan agreement on 25.11.2021 with Colorock13 S.R.L. (a company dissolved following the merger by absorption by Sarcom S.R.L. (now EVOLOR – the surviving entity), as borrower, for the amount of 24,000,000 RON, with a due date of 25.11.2024.

Additionally, the Company, as lender, entered into a loan agreement on 18.11.2022 with Colorock13 S.R.L. (a company dissolved following the merger by absorption by

Sarcom S.R.L. (now EVOLOR – the surviving entity), as borrower, for the amount of 5,099,691 RON, with a due date of 18.11.2024.

- (D) The Company is the sole shareholder of ECO EURO DOORS S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register under no. J26/1208/2011, having unique registration code 29460015, with its registered office in Reghin, Carpați Street No. 11, Mureș County, Romania ("EED"). The Company, as lender, entered into a loan agreement on 16.12.2022 with Doorsrock4 S.R.L. (a company dissolved following the merger by absorption by EED), as borrower, for the amount of 350,000 EUR, with a due date of 16.12.2024.

- (E) The Company is the sole shareholder of DIAL S.R.L., a company established and operating in accordance with Romanian laws, registered with the Trade Register under no. J13/5526/1994, having unique registration code 6776141, with its registered office in Hârșova Town, Hârșova City, Șoseaua Constanței Street, No. 17, Constanța County, Romania ("DIAL").

The Company, as lender, entered into a Loan Agreement on 20.09.2022 with Nativerock1 S.R.L. (a company dissolved following the merger by absorption by DIAL), as borrower, for the amount of 6,500,000 EUR. As a result of the Extraordinary General Meeting of Shareholders of the Company on 20.12.2023 and based on the Addendum No. 1 dated 20.12.2023 to the Loan Agreement, the parties agreed on the early repayment of 7,000,000 RON from the total loan amount by converting this amount into shares of DIAL. The remaining loan balance is due on 19.09.2024.

Additionally, as lender, the Company entered into a Loan Agreement on 30.08.2023 with DIAL, as borrower, for the amount of 1,200,000 EUR, which is due on 29.08.2024.

- (F) The Company is the majority shareholder of ELECTROPLAST S.A., a joint-stock company established and operating in accordance with Romanian laws, with its registered office in Bistrița, Subcetate Street No. 14, Bistrița-Năsăud County, registered with the Trade Register under No. J6/1036/1993, unique registration code 5027384 ("ELP").

As a result of the Assignment of Claims Agreement dated 30.06.2023, Roca Industry, as assignee, took over from Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A., the claims arising from the loan agreements concluded by the latter with ELP, as borrower, namely the following:

- Loan Agreement No. 71/08.01.2019, for the amount of 600,000 EUR, which is due on 31.12.2024;
- Loan Agreement dated 17.09.2019, for the amount of 256,203 EUR, which is due on 31.12.2024;
- Loan Agreement No. 4/29.12.2020, for the amount of 200,000 EUR, which is due on 31.12.2024;
- Assignment of Claims Agreement concluded on 21.12.2021, for the amount of 678,440 RON, which is due on 31.12.2024;
- Assignment of Claims Agreement concluded on 01.02.2023, for the amount of 1,356,880 RON, which is due on 31.12.2024.

(G) The Company's intention is to extend the maturity of the loans granted to its subsidiaries by an additional period of 3 (three) years.

(H) The Company has as its majority shareholder Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A., a joint-stock company established and operating in accordance with Romanian legislation, with its registered office located in Bucharest, Gara Herăstrău Street, No. 4, Building A, 3rd Floor, Module 17, Sector 2, Romania, registered with the Trade Register under No. J40/15602/2017, with unique registration code 38201915 ("Roca Investments").

Roca Investments, as lender, entered into a loan agreement on 30.08.2023 with Roca Industry, as borrower, for the amount of 1,200,000 EUR, with a due date of 30.08.2024. The Company's intention is to extend the maturity of the loan granted by Roca Investments by an additional period of 3 (three) years,

as well as the agenda for the EGMS meeting of 02 September 2024, described below:

1. **Approval** of the split of the nominal value of the Company's shares at a ratio of 1:10, resulting in a change in the nominal value of each share from 10 RON to 1 RON. Consequently, the Company's share capital of 248,672,220 RON will be divided into 248,672,220 shares, each with a nominal value of 1 RON.
2. Subject to the approval of item 1 on the agenda, **approval** of the update of the Articles of Incorporation by amending Article 5.1 as follows:

"Article 5.1. The subscribed and paid-in share capital of the company is 248,672,220 RON, with the paid-in capital being 248,672,220 RON, of which 71,012,290 RON is in-

kind contribution and 177,659,930 RON is cash contribution, paid as follows: 248,177,350 RON and 100,000 EUR, representing the equivalent of 494,870 RON at the exchange rate of 1 EUR = 4.9487 RON published by the National Bank of Romania on November 24, 2021, which is also the date of subscription. The share capital is divided into 248,672,220 shares, each with a nominal value of 1 RON per share.”

- 3. Approval** of a program – conducted in one or more rounds – for the issuance of dematerialized corporate bonds, freely negotiable and fully paid, with a maximum total nominal value of 50,000,000 RON or the equivalent of this amount in EUR calculated at the official exchange rate of the National Bank of Romania on the date of issuance of the bonds, with an annual interest rate of up to 12% and a maturity of at least 3 (three) years and up to 5 (five) years for each issuance. The bonds may be convertible or non-convertible, denominated in RON or EUR, guaranteed or unguaranteed, with the possibility of early redemption at the Company's initiative.

The bonds may be offered within one or more public sales offers and/or one or more private placements to investors through an offer addressed to qualified investors and/or to a number of up to 150 physical or legal persons other than qualified investors, in an EU Member State, based on the exemptions from the obligation to publish a prospectus provided by Article 1, paragraph (4) of EU Regulation No. 1129/2017 regarding the Prospectus.

The approval of the bond issuance program will be valid for a period of 2 (two) years from the date of the approval resolution of the Extraordinary General Meeting of Shareholders and aims to finance the full or partial acquisition of new companies for the diversification and synergistic optimization of the Company's investment portfolio. The bonds issued under this approval will be admitted to trading on one of the markets managed by the Bucharest Stock Exchange.

- 4.** Subject to the approval of item 3 on the agenda, **authorization and empowerment** of the Board of Directors to issue any resolutions necessary to implement the resolution in accordance with item 3 above, including, but not limited to, establishing and approving the characteristics of each round of bond issuance within the limits set by the Extraordinary General Meeting of Shareholders, such as:
- i)* The value of the issuance and the denomination currency;
 - ii)* The annual interest rate or, if applicable, the method of determining it;
 - iii)* The price of the bonds or, if applicable, the method of determining it;

- iv)* Any other terms and conditions of the bonds, including, but not limited to, the form of the bonds (guaranteed/unguaranteed, convertible/non-convertible, etc.), nominal value, maturity, interest payment frequency, principal repayment method, possibility and conditions for early redemption, possible guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds, and admission to trading on one of the markets managed by the Bucharest Stock Exchange;
 - v)* The method of offering the bonds;
 - vi)* Any other terms and conditions for conducting the offer related to each bond issuance, including, but not limited to, the offer period, success threshold, subscription method, minimum and maximum subscription amounts, the method of determining and identifying the target market, allocation method, and whether the offer will be conducted through the BVB-Central Depository system or outside of it.
5. Subject to the approval of items 3 and 4 on the agenda, **authorization and empowerment** of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person as deemed necessary and/or appropriate, to issue any resolutions and perform all legal acts and actions necessary, useful, and/or appropriate for the preparation, execution, and completion of each bond issuance in accordance with the above, as well as for their admission to trading, including, but not limited to:
- i)* Preparing and signing the Prospectus / Offering Document for each bond issuance;
 - ii)* Preparing, signing, and submitting the documentation necessary for the approval of the Prospectus by the Financial Supervisory Authority (ASF), if applicable;
 - iii)* Preparing, signing, and submitting the documentation necessary for the admission of the bonds to trading and, implicitly, for the registration of the bonds in the Central Depository system and in the ASF records;
 - iv)* Negotiating the contractual terms with and selecting the intermediary/ies for the issuance and sale of the Bonds;
 - v)* Negotiating, approving, and signing any contracts and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on one of the markets managed by the Bucharest Stock Exchange, including guarantee contracts, underwriting commitments, any subscription, sale, agency,

trust, consulting contracts, certificates, declarations, registers, notifications, addenda, and any other necessary acts and documents;

- vi)* Determining the total number of bonds issued and the funds raised by the Company from the issuance;
- vii)* Preparing and maintaining the necessary records in the Bond Register for each issuance until their admission to trading, if applicable, including entering into registry services and cash distribution agreements with the Central Depository;
- viii)* Performing any other actions and/or formalities required in connection with the above operations and within the limits of the resolutions of the General Meeting of Shareholders.

6. Approval of the extension by an additional period of 3 (three) years for the maturity of the following loans:

- i)* The loan granted by the Company, as the lender, on November 25, 2021, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 24,000,000 RON, maturing on November 25, 2024;
- ii)* The loan granted by the Company, as the lender, on November 18, 2022, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 5,099,691 RON, maturing on November 18, 2024;
- iii)* The loan granted by the Company, as the lender, on December 16, 2022, to Doorsrock4 S.R.L. (a company dissolved as a result of a merger by absorption with EED), as the borrower, with an amount of 350,000 EUR, maturing on December 16, 2024;
- iv)* The loan granted by the Company, as the lender, on September 20, 2022, to Nativerock1 S.R.L. (a company dissolved as a result of a merger by absorption with DIAL), as the borrower, with an amount of 6,500,000 EUR, of which 7,000,000 RON has been converted into the share capital of DIAL, with the remaining amount maturing on September 19, 2024;
- v)* The loan granted by the Company, as the lender, on August 30, 2023, to DIAL, as the borrower, with an amount of 1,200,000 EUR, maturing on August 29, 2024;
- vi)* The loans acquired by the Company, as the assignee, following the conclusion of the Assignment Agreement dated June 30, 2023, with Roca Investments, from ELP, as the borrower, specifically the following:

- Loan Agreement No. 71/08.01.2019, with an amount of 600,000 EUR, maturing on December 31, 2024;
 - Loan Agreement dated September 17, 2019, with an amount of 256,203 EUR, maturing on December 31, 2024;
 - Loan Agreement No. 4/29.12.2020, with an amount of 200,000 EUR, maturing on December 31, 2024;
 - Debt Assignment Agreement dated December 21, 2021, with an amount of 678,440 RON, maturing on December 31, 2024;
 - Debt Assignment Agreement dated February 1, 2023, with an amount of 1,356,880 RON, maturing on December 31, 2024.
- vii) The loan granted by Roca Investments to the Company on August 30, 2023, with an amount of 1,200,000 EUR, maturing on August 30, 2024.
- 7. Approval** of the registration date (proposed: December 3, 2024) and the ex-date (proposed: December 2, 2024) for the above operations.
- 8. Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, 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 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 EGMS, 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 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,816 votes representing 18,614,816 shares, 74.85684% of the share capital, 99.91282% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85684% of the total voting rights, having been validly expressed;

With 18,614,816 valid votes cast "for" shareholders representing 99.91282% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.85684% of the total voting rights,

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

Having been 16,242 abstentions or unspoken votes:

Shareholders approved the split of the nominal value of the Company's shares at a ratio of 1:10, resulting in a change in the nominal value of each share from 10 RON to 1 RON. Consequently, the Company's share capital of 248,672,220 RON will be divided into 248,672,220 shares, each with a nominal value of 1 RON.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,816 votes representing 18,614,816 shares, 74.85684% of the share capital, 99.91282% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85684% of the total voting rights, having been validly expressed;

With 18,614,816 valid votes cast "for" shareholders representing 99.91282% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.85684% of the total voting rights,

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

Having been 16,242 abstentions or unspoken votes:

Shareholders approved the update of the Articles of Incorporation by amending Article 5.1 as follows:

“Article 5.1. The subscribed and paid-in share capital of the company is 248,672,220 RON, with the paid-in capital being 248,672,220 RON, of which 71,012,290 RON is in-kind contribution and 177,659,930 RON is cash contribution, paid as follows: 248,177,350 RON and 100,000 EUR, representing the equivalent of 494,870 RON at the exchange rate of 1 EUR = 4.9487 RON published by the National Bank of Romania on November 24, 2021, which is also the date of subscription. The share capital is divided into 248,672,220 shares, each with a nominal value of 1 RON per share.”.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,186 votes representing 18,614,186 shares, 74.85430% of the share capital, 99.90944% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85430% of the total voting rights, having been validly expressed;

With 18,614,18 valid votes cast "for" shareholders representing 99.90944% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.85430% of the total voting rights,

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

Having been 16,872 abstentions or unspoken votes:

Shareholders approved a program – conducted in one or more rounds – for the issuance of dematerialized corporate bonds, freely negotiable and fully paid, with a maximum total

nominal value of 50,000,000 RON or the equivalent of this amount in EUR calculated at the official exchange rate of the National Bank of Romania on the date of issuance of the bonds, with an annual interest rate of up to 12% and a maturity of at least 3 (three) years and up to 5 (five) years for each issuance. The bonds may be convertible or non-convertible, denominated in RON or EUR, guaranteed or unguaranteed, with the possibility of early redemption at the Company's initiative.

The bonds may be offered within one or more public sales offers and/or one or more private placements to investors through an offer addressed to qualified investors and/or to a number of up to 150 physical or legal persons other than qualified investors, in an EU Member State, based on the exemptions from the obligation to publish a prospectus provided by Article 1, paragraph (4) of EU Regulation No. 1129/2017 regarding the Prospectus.

The approval of the bond issuance program will be valid for a period of 2 (two) years from the date of the approval resolution of the Extraordinary General Meeting of Shareholders and aims to finance the full or partial acquisition of new companies for the diversification and synergistic optimization of the Company's investment portfolio.

The bonds issued under this approval will be admitted to trading on one of the markets managed by the Bucharest Stock Exchange

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,186 votes representing 18,614,186 shares, 74.85430% of the share capital, 99.90944% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85430% of the total voting rights, having been validly expressed;

With 18,611,686 valid votes cast "for" shareholders representing 99.89602% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.84425% of the total voting rights,

With 2,500 valid votes cast "against" the shareholders representing 0.01342% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0,01005% of the total voting rights;

Having been 16,872 abstentions or unspoken votes:

Shareholders approved the authorization and empowerment of the Board of Directors to issue any resolutions necessary to implement the resolution in accordance with item 3 above, including, but not limited to, establishing and approving the characteristics of each round of bond issuance within the limits set by the Extraordinary General Meeting of Shareholders, such as

- i)* The value of the issuance and the denomination currency;
- ii)* The annual interest rate or, if applicable, the method of determining it;
- iii)* The price of the bonds or, if applicable, the method of determining it;
- iv)* Any other terms and conditions of the bonds, including, but not limited to, the form of the bonds (guaranteed/unguaranteed, convertible/non-convertible, etc.), nominal value, maturity, interest payment frequency, principal repayment method, possibility and conditions for early redemption, possible guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds, and admission to trading on one of the markets managed by the Bucharest Stock Exchange;
- v)* The method of offering the bonds;
- vi)* Any other terms and conditions for conducting the offer related to each bond issuance, including, but not limited to, the offer period, success threshold, subscription method, minimum and maximum subscription amounts, the method of determining and identifying the target market, allocation method, and whether the offer will be conducted through the BVB-Central Depository system or outside of it.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,186 votes representing 18,614,186 shares, 74.85430% of the share capital, 99.90944% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85430% of the total voting rights, having been validly expressed;

With 18,611,686 valid votes cast "for" shareholders representing 99.89602% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.84425% of the total voting rights,

With 2,500 valid votes cast "against" the shareholders representing 0.01342% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01005% of the total voting rights;

Having been 16,872 abstentions or unspoken votes:

Shareholders approved the authorization and empowerment of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person as deemed necessary and/or appropriate, to issue any resolutions and perform all legal acts and actions necessary, useful, and/or appropriate for the preparation, execution, and completion of each bond issuance in accordance with the above, as well as for their admission to trading, including, but not limited to:

- i)* Preparing and signing the Prospectus / Offering Document for each bond issuance;
- ii)* Preparing, signing, and submitting the documentation necessary for the approval of the Prospectus by the Financial Supervisory Authority (ASF), if applicable;
- iii)* Preparing, signing, and submitting the documentation necessary for the admission of the bonds to trading and, implicitly, for the registration of the bonds in the Central Depository system and in the ASF records;
- iv)* Negotiating the contractual terms with and selecting the intermediary/ies for the issuance and sale of the Bonds;
- v)* Negotiating, approving, and signing any contracts and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on one of the markets managed by the Bucharest Stock Exchange, including guarantee contracts, underwriting commitments, any subscription, sale, agency, trust, consulting contracts, certificates, declarations, registers, notifications, addenda, and any other necessary acts and documents;
- vi)* Determining the total number of bonds issued and the funds raised by the Company from the issuance;
- vii)* Preparing and maintaining the necessary records in the Bond Register for each issuance until their admission to trading, if applicable, including entering into registry services and cash distribution agreements with the Central Depository;

- viii) Performing any other actions and/or formalities required in connection with the above operations and within the limits of the resolutions of the General Meeting of Shareholders.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,582,279 votes representing 18,582,279 shares, 74.72599% of the share capital, 99.73818% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.72599% of the total voting rights, having been validly expressed;

With 18,574,217 valid votes cast "for" shareholders representing 99.69491% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.69357% of the total voting rights,

With 8,062 valid votes cast "against" the shareholders representing 0.04327% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.03242% of the total voting rights;

Having been 48,779 abstentions or unspoken votes:

Shareholders approved the extension by an additional period of 3 (three) years for the maturity of the following loans:

- i) The loan granted by the Company, as the lender, on November 25, 2021, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 24,000,000 RON, maturing on November 25, 2024;
- ii) The loan granted by the Company, as the lender, on November 18, 2022, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 5,099,691 RON, maturing on November 18, 2024;
- iii) The loan granted by the Company, as the lender, on December 16, 2022, to Doorsrock4 S.R.L. (a company dissolved as a result of a merger by absorption with EED), as the borrower, with an amount of 350,000 EUR, maturing on December 16, 2024;

- iv) The loan granted by the Company, as the lender, on September 20, 2022, to Nativerock1 S.R.L. (a company dissolved as a result of a merger by absorption with DIAL), as the borrower, with an amount of 6,500,000 EUR, of which 7,000,000 RON has been converted into the share capital of DIAL, with the remaining amount maturing on September 19, 2024;
- v) The loan granted by the Company, as the lender, on August 30, 2023, to DIAL, as the borrower, with an amount of 1,200,000 EUR, maturing on August 29, 2024;
- vi) The loans acquired by the Company, as the assignee, following the conclusion of the Assignment Agreement dated June 30, 2023, with Roca Investments, from ELP, as the borrower, specifically the following:
 - Loan Agreement No. 71/08.01.2019, with an amount of 600,000 EUR, maturing on December 31, 2024;
 - Loan Agreement dated September 17, 2019, with an amount of 256,203 EUR, maturing on December 31, 2024;
 - Loan Agreement No. 4/29.12.2020, with an amount of 200,000 EUR, maturing on December 31, 2024;
 - Debt Assignment Agreement dated December 21, 2021, with an amount of 678,440 RON, maturing on December 31, 2024;
 - Debt Assignment Agreement dated February 1, 2023, with an amount of 1,356,880 RON, maturing on December 31, 2024.
- vii) The loan granted by Roca Investments to the Company on August 30, 2023, with an amount of 1,200,000 EUR, maturing on August 30, 2024.

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,576,742 votes representing 18,576,742 shares, 74.70373% of the share capital, 99.70847% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.70373% of the total voting rights, having been validly expressed;

With 18,576,717 valid votes cast "for" shareholders representing 99.70833% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.70363% of the total voting rights,

With 25 valid votes cast "against" the shareholders representing 0.00013% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00010% of the total voting rights;

Having been 54,316 abstentions or unspoken votes:

Shareholders approved the registration date (proposed: December 3, 2024) and the ex-date (proposed: December 2, 2024) for the above operations.

Decision no. 8

Validly present or represented or voting validly by correspondence, shareholders holding 18,631,058 voting rights, representing 74.92215% of the share capital, and 74.92215% of the total voting rights,

A number of 18,614,816 votes representing 18,614,816 shares, 74.85684% of the share capital, 99.91282% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.85684% of the total voting rights, having been validly expressed;

With 18,614,816 valid votes cast "for" shareholders representing 99.91282% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.85684% of the total voting rights,

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

Having been 16,242 abstentions or unspoken votes:

Shareholders approved the empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, 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 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 EGMS, 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 EGMS of 02 September 2024.

Written and signed today, 02 September 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
