

To: *Bursa de Valori București S.A.*

*Autoritatea de Supraveghere Financiară*

## CURRENT REPORT 62/2023

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	<b>8.12.2023</b>
Name of the Company	<b>ROCA INDUSTRY HOLDINGROCK1 S.A.</b>
Registered Office	<b>4 Gara Herastrau street, Building A, Floor 3, Sector 2, Bucharest</b>
Phone	<b>+40 31 860 21 01</b>
Email	<b>investors@rocaindustry.ro</b>
Website	<b><a href="http://www.rocaindustry.ro">www.rocaindustry.ro</a></b>
Registration nr. with Trade Registry	<b>J40/16918/2021</b>
Fiscal Code	<b>RO 44987869</b>
Subscribed and paid share capital	<b>176,945,730 lei</b>
Total number of shares	<b>17,694,573</b>
Symbol traded instruments	<b>ROC1</b>
Market where securities are traded	<b>MTS AeRO Premium</b>

**Important events to be reported:** Publication of the prospectus for the share capital increase of Roca Industry and the admission to trading on the regulated market operated by the Bucharest Stock Exchange (the "BSE") of Roca Industry's shares

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. ("**Roca Industry**") hereby informs the market about the publication of the prospectus (the "**Prospectus**") regarding the share capital increase of Roca Industry and the admission to trading of the shares issued by Roca Industry on the regulated market operated by the BSE (Standard category), which was approved by the Financial Supervisory Authority (the "**FSA**") through the decision no. 1274 dated 6 December 2023.

The subscription within the offering that is subject to the Prospectus will take place subject to the following:

- (i) only shareholders registered in the shareholders registry of Roca Industry as kept by Depozitarul Central S.A. on the record date 12 July 2023 (the "**Entitled Shareholders**"), as determined through the EGMS resolution dated 22 June 2023, will be entitled to subscribe;
- (ii) the subscription is made on the basis of the exercise of the preference rights allocated to the Entitled Shareholders;
- (iii) on the payment date of 13 July 2023, all Entitled Shareholders have been allocated a number of preference rights equal to the number of shares held by them on the record date;
- (iv) according to the decision of the Board of Directors of Roca Industry dated 13 November 2023, **the preference rights will not be tradable;**

- (v) the offering period during which the Entitled Shareholders may exercise their preference rights is **11 December 2023 - 10 January 2024**;
- (vi) for subscription of one new share, during the period of exercise of preference rights, a person must hold **1,1796382 preference rights**. In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from dividing the number of preference rights held by the number of preference rights needed to subscribe one new share (1,1796382)) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number;
- (vii) the subscription price is **RON 10/new share**;
- (viii) the Prospectus, the subscription form and the revocation of subscription form, as well as the FSA decision approving the Prospectus will be available to the investors on Roca Industry's website at the section dedicated to investors (<https://rocaindustry.ro/>), on the BSE website (<https://bvb.ro/>) and on the BT Capital Partners' website, as the manager (<https://btcapitalpartners.ro/>).

Any unsubscribed new shares during the period of exercising the preference rights, shall be offered via a private placement, addressed to investors from the European Union in reliance 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 investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**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 New Shares does not constitute a violation of any applicable law by such investor (the "**Private Placement**"), in accordance with a decision adopted by the Board of Directors on this matter.

The Private Placement is not subject to the Prospectus.

**Ioan-Adrian Bindea**  
**President of the Board of Directors**