

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 1/2024

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 for Multilateral Trading System.

Date of report	11.01.2024
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: Details regarding Stage 2 of the share capital increase

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. ("**Roca Industry**") hereby informs the market about the Decision of the Board of Directors of Roca Industry dated 11.01.2024, concerning Stage 2 of the share capital increase operation. According to this decision, the shares remained unsubscribed after Stage 1 of the share capital increase operation (corresponding to the exercise of preemption rights) will be offered in a private placement that will take place between 16.01.2024 – 30.01.2024, with the possibility of early closing.

Information about Stage 1 and details about Stage 2 of the share capital increase operation can be consulted in the Decision of the Board of Directors attached to this current 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 11 January 2024

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 “**New Shares**”) (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 (iii) 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;

- (B) Through the decision dated 13 November 2023 (the “**BoD Decision**”), the Board of Directors approved 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;
- (C) The notice regarding the results of the offering having as object the New Shares, which took place in the context of the Share Capital Increase in the period between 11 December 2023 and 10 January 2024 (first phase), sent by BT Capital Partners S.A. on 11 January 2024, as the Intermediary of the offering of New Shares; and
- (D) Copies of the current versions/drafts of the documents that have been approved and/or referred to in this decision have been provided in advance to the Board of Directors and each member has had sufficient time to review them in order to make an informed decision.

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. End of the first phase of the Share Capital Increase and acknowledgement and validation of the subscription results corresponding to this phase

The Board of Directors hereby acknowledges that on January 10, 2024, at 12:00 p.m., the first phase of the Share Capital Increase, corresponding to the exercise of pre-emption rights, ended and thus further acknowledges and validates, on the basis of the subscriptions of New Shares made during this first phase of the Share Capital Increase, the following results:

- (i) a number of 926,872 nominative, dematerialised New Shares, with a nominal value of RON 10 each and a total nominal value of RON 9,268,720 were subscribed in the first phase of the Share Capital Increase, corresponding to the exercise of pre-emptive rights, at a subscription price equal to the nominal value of the shares of RON 10 per share; and
- (ii) a number of 14,073,128 nominative, dematerialised New Shares, with a nominal value of RON 10 each and a total nominal value of RON 140,731,280 remained unsubscribed in the first phase of the Share Capital Increase, corresponding to the exercise of pre-emptive rights.

2. Approval of the subscription price, minimum subscription, allocation method and clarification of the period for the private placement phase of the Share Capital Increase

2.1. The Board hereby approves to set the subscription price in the private placement phase of the Share Capital Increase at:

- RON 10 per one (1) New Share subscribed in cash in accordance with point 3 of this decision; and
- RON 10 per one (1) New Share issued following the conversion of receivables in accordance with point 4 of this decision.

2.2. There is no minimum subscription for the operation carried out in accordance with point 3 of this decision.

2.3. The allocation method for the subscriptions made in accordance with point 3 of this decision, will be pro-rata.

2.4. The private placement phase of the Share Capital Increase will take place between 16 January 2024 - 30 January 2024, with the possibility for early termination.

3. Approval of the subscription of New Shares for cash contributions in the context of the private placement phase of the Share Capital Increase

The Board of Directors hereby approves for a number of up to 8,431,851 New Shares, which were not subscribed during the first phase of the Share Capital Increase to 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.

4. Approval of the conversion of certain, liquid and due receivables held against the Company in New Shares in the context of the private placement phase of the Share Capital Increase

The Board of Directors hereby approves that a number of 5,641,277 New Shares, which were not subscribed during the first phase of the Share Capital Increase, to be issued in the private placement of the Share Capital Increase following the conversion of certain, liquid and due receivables in the total amount of RON 56,412,775.6 held by Societatea de Investitii Alternative cu Capital Privat Roca Investments S.A. („**Roca Investments**”), as creditor, against the Company, as debtor, 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.

The difference between the total value of the receivables held by Roca Investments, as mentioned above, and the nominal value of the maximum number of New Shares that may be issued to Roca Investments (*i.e.*, 5,641,277 New Shares), in the amount of RON 5.6, will be deemed as share premium.

5. Approval of the category of the regulated market on which the Company's shares are listed

For clarity and in addition to the BoD Decision, the Board of Directors approves that the listing of all the Company's shares (both those existing prior to the Share Capital Increase and those resulting from the Share Capital Increase) will be made on the main market of the Bucharest Stock Exchange, Standard Category.

6. 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, being further empowered to represent the Company in relation to the investors, any private or public person, any notary public, bank and/or any other third party, including, without limitation, to (the “**Power of Attorney**”):

- i. negotiate, enter into, draft, sign, perfect, execute, deliver, dispatch, amend or complete where appropriate, and in general, to perform any and all documents or notices required for implementing the resolutions mentioned at points 1 to 5 above, which would fall under the responsibility of the Company; submit and/or receive in the name and on behalf of the Company any and all documents required for the implementation thereof; and
- ii. carry out all actions and formalities and executing any documents, necessary or useful for the purposes of implementing the resolutions passed hereunder and giving full effect to the matters decided herein (including the publication of this resolution in the Official Gazette of Romania, Part IV).

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
