



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

**DATED 29.01.2024**

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 176,945,730, divided into 17,694,573 registered shares in dematerialized form with a nominal value of 10 lei each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 29.01.2024, at 13:00, 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 Berbece 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 29.01.2024, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 69.08764% of the share capital and 69.08764% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS 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**”);

- The fact that, in accordance with the Articles of Incorporation of the Company, the OGMS was convened through the convening notice of 27 December 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 5778 dated 28 December 2023, in the newspaper Adevarul dated 28 December 2023, and on the Company’s website at [www.rocaindustry.ro](http://www.rocaindustry.ro), section Investors > General Meeting of Shareholders, on 27 December 2023;
- The fact that, at the OGMS meeting of 29.01.2024 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 18 January 2024, marked as Reference Date;
- 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;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

**also considering the following:**

- The Company's intention to be admitted to trading on the regulated market administered by the Bucharest Stock Exchange;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations.

**As well as the agenda for the OGMS meeting of 29.01.2024, described below:**

1. **Approval** of the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, from the date of the Ordinary General Meeting of Shareholders (OGMS) until September 17, 2025.
2. **Approval** of authorizing the Chief Executive Officer, Ioan-Adrian Bindea, as well as the members of the Board of Directors to sign the contract to be concluded with the member

of the Audit and Risk Committee of the Company, appointed in accordance with item 1 on the agenda.

3. **Approval** of authorizing the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the Ordinary General Meeting of Shareholders (OGMS), as well as all documents to be adopted by the OGMS, and to fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the OGMS resolution, including the Articles of Incorporation of the Company, and to undertake 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 12,224,763 voting rights, representing 69.08764% of the share capital, and 69.08764% of the total voting rights,

A number of 12,186,620 votes representing 12,186,620 shares, 68.87208% of the share capital, 99.54064% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.87208% of the total voting rights, having been validly expressed;

With 12,168,607 valid votes cast "for" shareholders representing 99.85219% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 68.77028% of the total voting rights,

With 18,013 valid votes cast "against" the shareholders representing 0.14781% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.10180% of the total voting rights;

Having been 38,143 abstentions or unspoken votes:

**It is approved** the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, from the date of the Ordinary General Meeting of Shareholders (OGMS) until September 17, 2025.

### **Decision no. 2**

Validly present or represented or voting validly by correspondence, shareholders holding 12,224,763 voting rights, representing 69.08764% of the share capital, and 69.08764% of the total voting rights,

A number of 12,199,945 votes representing 12,199,945 shares, 68.94738% of the share capital, 99.64964% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.94738% of the total voting rights, having been validly expressed;

With 12,181,932 valid votes cast "for" shareholders representing 99.85235% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 68.84558% of the total voting rights,

With 18,013 valid votes cast "against" the shareholders representing 0.14765% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.10180% of the total voting rights;

Having been 24,818 abstentions or unspoken votes:

**It is approved** the authorizing the Chief Executive Officer, Ioan-Adrian Bindea, as well as the members of the Board of Directors to sign the contract to be concluded with the member of the Audit and Risk Committee of the Company, appointed in accordance with item 1 on the agenda.

### Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 12,224,763 voting rights, representing 69.08764% of the share capital, and 69.08764% of the total voting rights,

A number of 12,199,945 votes representing 12,199,945 shares, 68.94738% of the share capital, 99.79699% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.94738% of the total voting rights, having been validly expressed;

With 12,199,945 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 68.94738% 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 24,818 abstentions or unspoken votes:

**It is approved** the authorizing the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the Ordinary General Meeting of Shareholders (OGMS), as well as all documents to be adopted by the OGMS, and to fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the OGMS resolution, including the Articles of Incorporation of the Company, and to undertake 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 OGMS of 29.01.2024.*

Written and signed today, 29.01.2024, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan

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