



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

DATED 20.11.2023

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 20.11.2023, 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 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 20.11.2023, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 66.88073% of the share capital and 66.88073% 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 17 October 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 5140 dated 18 October 2023, in the newspaper Romania Libera dated 18 October 2023, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 17 October 2023;
- The fact that, at the OGMS meeting of 20.11.2023 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 8 November 2023, 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 agenda for the OGMS meeting of 20.11.2023, described below:

1. **Approval** of the termination of the financial audit services agreement with BDO Audit S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 3, 24 Învingătorilor Street, floors 1, 2, 3 and 4, Romania, registered with the Trade Register under the number J40/22485/1994, sole registration code (CUI) 6546223.
2. **Approval** of the appointment as Company’s financial auditor of KPMG AUDIT S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 1, 89A București-Ploiești Road, Romania, registered with the Trade Register under the number J40/4439/2000, sole registration code (CUI) 12997279, with authorization no. 9/11.07.2001, issued by the Romanian Chamber of Financial Auditors, as well as setting the term of the financial audit services agreement of

minimum one year, with the possibility of extension with the agreement of the parties for a period of maximum 4 years.

3. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS 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 OGMS, including the Company's Articles of Association, 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 11,834,260 voting rights, representing 66.88073% of the share capital, and 66.88073% of the total voting rights,

A number of 11,602,539 votes representing 11,602,539 shares, 65.57117% of the share capital, 98.04195% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 65.57117% of the total voting rights, having been validly expressed;

With 11,602,539 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 65.57117% 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 231,721 abstentions or unspoken votes:

The shareholders approved the termination of the financial audit services agreement with BDO Audit S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 3, 24 Învingătorilor Street, floors 1, 2, 3 and 4, Romania, registered with the Trade Register under the number J40/22485/1994, sole registration code (CUI) 6546223.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 11,834,260 voting rights, representing 66.88073% of the share capital, and 66.88073% of the total voting rights,

A number of 11,604,414 votes representing 11,604,414 shares, 65.58177% of the share capital, 98.05779% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 65.58177% of the total voting rights, having been validly expressed;

With 11,598,877 valid votes cast "for" shareholders representing 99.95229% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 65.55048% of the total voting rights,

With 5,537 valid votes cast "against" the shareholders representing 0.04771% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.03129% of the total voting rights;

Having been 229,846 abstentions or unspoken votes:

The shareholders approved the appointment as Company's financial auditor of KPMG AUDIT S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 1, 89A București-Ploiești Road, Romania, registered with the Trade Register under the number J40/4439/2000, sole registration code (CUI) 12997279, with authorization no. 9/11.07.2001, issued by the Romanian Chamber of Financial Auditors, as well as setting the term of the financial audit services agreement of minimum one year, with the possibility of extension with the agreement of the parties for a period of maximum 4 years.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 11,834,260 voting rights, representing 66.88073% of the share capital, and 66.88073% of the total voting rights,

A number of 11,604,377 votes representing 11,604,377 shares, 65.58156% of the share capital, 98.05748% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 65.58156% of the total voting rights, having been validly expressed;

With 11,604,377 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 65.58156% 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 229,883 abstentions or unspoken votes:

The shareholders approved the empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS 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 OGMS, including the Company's Articles of Association, 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 OGMS of 20.11.2023.

Written and signed today, 20.11.2023, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
