



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

DATED 18.09.2023

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 18.09.2023, 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 18.09.2023, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 71.67277% of the share capital and 71.67277% 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 August 2023 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 3680 dated 18 August 2023, in the newspaper Romania Libera, dated 18 August 2023, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 17 August 2023;
- The fact that, at the OGMS meeting of 18.09.2023 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 07 September 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 following:

- Upon the establishment of the Company, through the Articles of Incorporation Mr. Ioan-Adrian Bindea and Mr. Alexandru Savin were appointed members of the Board of Directors, with their term of office expiring on 17 September 2023;
- Considering their term of office expires on 17 September 2023, the Board of Directors submits to the shareholders the proposal for the re-election of Mr. Ioan-Adrian Bindea and Mr. Alexandru Savin as members of the Board of Directors until 17 September 2025.

As well as the agenda for the OGMS meeting of 18.09.2023, described below:

1. **Election** of two members of the Board of Directors, starting with the appointment date, or the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on 18/19.09.2023, with the term of office expiring on 17 September 2025. The form of the

mandate contract was approved by the Resolution of the Ordinary General Meeting of Shareholders on 27 April 2022.

2. **Approval** for empowerment of the Chief Executive Officer, Mr. Ioan-Adrian Bindea, as well as the Board of Directors, to sign the mandate contracts that will be concluded with the new members. The mandate contract concluded with each member of the Board of Directors will be signed on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.
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, 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 12,682,190 voting rights, representing 71.67277% of the share capital, and 71.67277% of the total voting rights,

A number of 12,272,314 votes representing 12,272,314 shares, 69.35637% of the share capital, 96.76810% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.35637% of the total voting rights, having been validly expressed;

With 12,245,214 valid votes cast "for" shareholders representing 99.98285% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 69.20322% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01715% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 434,876 abstentions or unspoken votes:

It is approved the appointment of Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, as a member of the Board of Directors, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 18.09.2023. The term of the mandate of the elected director will be until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.

Validly present or represented or voting validly by correspondence, shareholders holding 12,682,190 voting rights, representing 71.67277% of the share capital, and 71.67277% of the total voting rights,

A number of 12,272,314 votes representing 12,272,314 shares, 69.35637% of the share capital, 96.76810% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.35637% of the total voting rights, having been validly expressed;

With 12,257,684 valid votes cast "for" shareholders representing 99.98287% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 69.27369% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01713% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 409,876 abstentions or unspoken votes:

It is approved the appointment of Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, as a member of the Board of Directors, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 18/19.09.2023. The term of the mandate of the elected director will be until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 12,682,190 voting rights, representing 71.67277% of the share capital, and 71.67277% of the total voting rights,

A number of 12,248,116 votes representing 12,248,116 shares, 69.21962% of the share capital, 96.57729% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.21962% of the total voting rights, having been validly expressed;

With 12,246,016 valid votes cast "for" shareholders representing 99.98285% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 69.20775% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01715% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 434,074 abstentions or unspoken votes:

Shareholders **approved** the empowerment of the Chief Executive Officer, Mr. Ioan-Adrian Bindea, as well as the Board of Directors, to sign the mandate contracts that will be concluded with the new members. The mandate contract concluded with each member of the Board of

Directors will be signed on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 12,682,190 voting rights, representing 71.67277% of the share capital, and 71.67277% of the total voting rights,

A number of 12,236,541 votes representing 12,236,541 shares, 69.15420% of the share capital, 96.48602% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 69.15420% of the total voting rights, having been validly expressed;

With 12,234,441 valid votes cast "for" shareholders representing 99.98284% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 69.14234% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01716% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 445,649 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 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, 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 18.09.2023.

Written and signed today, 18.09.2023, in 4 (four) originals.

Chairman of the OGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
