



**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
(EGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 18 SEPTEMBER 2023

Extraordinary 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 RON 10 each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 18 September 2023, at 12:00, 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 Extraordinary General Meeting of Shareholders dated 18 September 2023, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 72.44239% of the share capital and 72.44239% of the number of existing voting rights, thus meeting the quorum required for the adoption of this EGMS 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 EGMS 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 EGMS meeting of 18 September 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 7 September 2023, marked as Reference Date;
- The fact that, during the EGMS 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 EGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

Considering that:

- A. The Company is the sole associate of **ECO EURO DOORS S.R.L.**, a company established and operating in accordance with Romanian laws, with registered office in the city of Reghin, 11 Carpați Street, Mureș County, Romania, registered with the Trade Register under no. J26/1208/2011 and having a unique registration code 29460015 (“**EED**”);
- B. EED intends to acquire 70% of the shares (“**Shares**”) issued by **WORKSHOP DOORS S.R.L.**, a company established and operating in accordance with Romanian laws, with registered office in Sat Petelea, Petelea Commune, No. 94, Mureș County, Romania, registered with the Trade Register under no. J26/559/2009 and having a unique registration code 25629376 (“**Workshop**”), meaning a number of 70 shares, each with an individual nominal value of 10 Lei and a total nominal value of 700 Lei, for an acquisition price (“**Price of the Shares**”) of up to 50,000,000 RON (fifty million lei) (“**Transaction**”). Also,

in accordance with the terms and conditions of the Transaction, EED intends to acquire an additional package of 30% of the shares issued by Workshop;

- C. The Transaction will be implemented and completed in accordance with the terms and conditions of the share purchase agreement to be signed for this purpose ("SPA") between EED, as buyer, and the sole associate of Workshop, as seller;
- D. In order to pay the Price of the Shares provided for in the SPA, under the terms and conditions mentioned therein, EED requires financing, which will be covered by intragroup, up to a maximum value of 50,000,000 RON, thus requiring financial support from the Company;
- E. The Company has the financial resources to grant a loan to EED, for which purpose, between the Company, as creditor, and EED, as debtor, the conclusion of a loan agreement ("**Loan Agreement**") is envisaged, which will, which will be subject to the essential terms and conditions detailed below:
 - i. currency and loan value: up to 50,000,000 RON (fifty million lei);
 - ii. final maturity date: 5 (five) years from the signing date, with the possibility of automatic extension, if the parties do not agree otherwise;
 - iii. interest rate: ROBOR 1M+3% p.a.;
 - iv. repayment: the principal will be repaid in a single payment on the final maturity date, with the possibility for EED to repay in advance any amount of the principal, depending on availability;

The Company's intention to amend the Articles of Incorporation, with the purpose of eliminating an article,

as well as the agenda for the EGMS meeting of 18 September 2023, described below:

- 1. Approval** for the negotiation, signing, finalization, implementation, and execution by the Company, as creditor, of the Loan Agreement, for the purposes, terms, and conditions outlined below:
 - i. currency and loan value: up to 50,000,000 RON (fifty million lei);

- ii. final maturity date: 5 (five) years from the signing date, with the possibility of automatic extension, if the parties do not agree otherwise;
- iii. interest rate: ROBOR 1M+3% p.a.;
- iv. repayment: the principal will be repaid in a single payment on the final maturity date, with the possibility for EED to repay in advance any amount of the principal, depending on availability.

2. Approval for authorizing Mr. Rudolf-Paul Vizental, as member of the Board of Directors of the Company ("**Representative**"), with full powers and authority, to act on behalf of, for the benefit of, and in the interest of the Company, for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of the Company, of the Loan Agreement, in accordance with point 1 above, in any form that the Representative, at his discretion, deems to be in the interest of the Company.

Mr. Rudolf-Paul Vizental will be able to negotiate and sign all necessary documents for the purposes indicated above, and he may delegate any powers to another person, as he deems appropriate.

3. Approval for the Company, as the sole associate of EED, to sign a resolution of the sole associate of EED approving the following:

- i. contracting, negotiating, signing, finalizing, implementing, and executing by EED, as borrower, of the Loan Agreement, for the purposes, terms, and conditions outlined above;
- ii. authorization of Mr. Ioan Adrian Bindea, as administrator of EED, with full powers and authority, to act on behalf of, for the benefit of, and in the interest of EED for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of EED, of the Loan Agreement, as well as for carrying out any activities (as detailed in the resolution of the sole associate of EED) to implement that resolution, including the power to sub-delegate to any third parties, at the discretion of the authorized person, to take any measures, undertake any actions, and negotiate, modify, and sign any other documents that may be necessary in connection with the implementation of that resolution.

4. Approval for updating the Articles of Incorporation of the Company by eliminating Article 13.8., which has the following content:

Art.13.8. The members of the board of directors are:

- i. Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*
 - ii. ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
 - iii. Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
 - iv. Mr. Vasile Sandu, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025;*
 - v. Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.*
- 5. Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, as well as all documents to be adopted by the EGMS 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 EGMS, 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 12,818,371 voting rights, representing 72.44239% of the share capital, and 72.44239% of the total voting rights,

A number of 12,143,991 votes representing 12,143,991 shares, 68.63116% of the share capital, 94.73896% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.63116% of the total voting rights, having been validly expressed;

With 12,141,816 valid votes cast "for" shareholders representing 94.72199% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.61887% of the total voting rights,

With 2,175 valid votes cast "against" the shareholders representing 0.01697% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01229% of the total voting rights;

Having been 674,380 abstentions or unspoken votes:

Shareholders **approved** the negotiation, signing, finalization, implementation, and execution by the Company, as creditor, of the Loan Agreement, for the purposes, terms, and conditions outlined below:

- i. currency and loan value: up to 50,000,000 RON (fifty million lei);

- ii. final maturity date: 5 (five) years from the signing date, with the possibility of automatic extension, if the parties do not agree otherwise;
- iii. interest rate: ROBOR 1M+3% p.a.;

repayment: the principal will be repaid in a single payment on the final maturity date, with the possibility for EED to repay in advance any amount of the principal, depending on availability.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 12,818,371 voting rights, representing 72.44239% of the share capital, and 72.44239% of the total voting rights,

A number of 11,129,630 votes representing 11,129,630 shares, 62.89855% of the share capital, 86,82562% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 62.89855% of the total voting rights, having been validly expressed;

With 11,127,480 valid votes cast "for" shareholders representing 86.80885% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 62.88640% of the total voting rights,

With 2,150 valid votes cast "against" the shareholders representing 0.01677% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0,01215% of the total voting rights;

Having been 1,688,741 abstentions or unspoken votes:

Shareholders **approved** the authorization of Mr. Rudolf-Paul Vizental, as member of the Board of Directors of the Company ("**Representative**"), with full powers and authority, to act on behalf of, for the benefit of, and in the interest of the Company, for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of the Company, of the Loan Agreement, in accordance with point 1 above, in any form that the Representative, at his discretion, deems to be in the interest of the Company.

Mr. Rudolf-Paul Vizental will be able to negotiate and sign all necessary documents for the purposes indicated above, and he may delegate any powers to another person, as he deems appropriate

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 12,818,371 voting rights, representing 72.44239% of the share capital, and 72.44239% of the total voting rights,

A number of 12,143,434 votes representing 12,143,434 shares, 68.62801% of the share capital, 94.73461% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.62801% of the total voting rights, having been validly expressed;

With 12,141,309 valid votes cast "for" shareholders representing 94.71803% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.61600% of the total voting rights,

With 2,125 valid votes cast "against" the shareholders representing 0.01658% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01201% of the total voting rights;

Having been 674,937 abstentions or unspoken votes:

Shareholders **approved** the Company, as the sole associate of EED, to sign a resolution of the sole associate of EED approving the following:

- i. contracting, negotiating, signing, finalizing, implementing, and executing by EED, as borrower, of the Loan Agreement, for the purposes, terms, and conditions outlined above;
- ii. authorization of Mr. Ioan Adrian Bindea, as administrator of EED, with full powers and authority, to act on behalf of, for the benefit of, and in the interest of EED for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of EED, of the Loan Agreement, as well as for carrying out any activities

(as detailed in the resolution of the sole associate of EED) to implement that resolution, including the power to sub-delegate to any third parties, at the discretion of the authorized person, to take any measures, undertake any actions, and negotiate, modify, and sign any other documents that may be necessary in connection with the implementation of that resolution.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 12,818,371 voting rights, representing 72.44239% of the share capital, and 72.44239% of the total voting rights,

A number of 12,143,434 votes representing 12,143,434 shares, 68.62801% of the share capital, 94.73461% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.62801% of the total voting rights, having been validly expressed;

With 12,141,334 valid votes cast "for" shareholders representing 94.71823% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.61615% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01638% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 674,937 abstentions or unspoken votes:

Shareholders **approved** the updating the Articles of Incorporation of the Company by eliminating Article 13.8., which has the following content:

Art.13.8. The members of the board of directors are:

- i. Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*

- ii. *ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
- iii. *Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
- iv. *Mr. Vasile Sandu, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025;*
- v. *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.*

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 12,818,371 voting rights, representing 72.44239% of the share capital, and 72.44239% of the total voting rights,

A number of 12,131,419 votes representing 12,131,419 shares, 68.56011% of the share capital, 94.64088% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 68.56011% of the total voting rights, having been validly expressed;

With 12,129,319 valid votes cast "for" shareholders representing 94.62450% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 68.54824% of the total voting rights,

With 2,100 valid votes cast "against" the shareholders representing 0.01638% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01187% of the total voting rights;

Having been 686,952 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 EGMS, as well as all documents to be adopted by the EGMS 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 EGMS, 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 EGMS of 18 September 2023.

Written and signed today, 18 September 2023, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
