



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

DATED 29.04.2024

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 248,672,220, divided into 24,867,222 registered shares in dematerialized form with a nominal value of 10 lei each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 29.04.2024, at 15:00, 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. Rudolf-Paul Vizental, 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 29.04.2024, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 77.40703% of the share capital and 77.40703% 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 28 March 2024 by the Board of Directors, published in the Official Gazette Part IV, no. 1575 dated 29 March 2024, in the newspaper Romania Libera dated 29 March 2024, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 28 March 2024;
- The fact that, at the OGMS meeting of 29.04.2024 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 April 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,

As well as the agenda for the OGMS meeting of 29.04.2024, described below:

1. **Approval** of the Company's income and expenditure budget for the financial year 2024, at individual level.
2. **Approval** of the Company's income and expenditure budget for the financial year 2024, at consolidated level.
3. **Approval** of the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2023 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2023 Directors’ Report and the Report of the Independent Auditor for 2023.
4. **Approval** of the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the

Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.

5. **Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.
6. **Approval** of the allocation of the net profit for the year 2023, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 1802/2014, in the amount of 3,265,950.82 lei as follows:
 - for the constitution of the legal reserve - 163,298 lei;
 - for covering losses from previous years – 3,102,652.82 lei.
7. **Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2023.
8. **Approval** of the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.
9. **Approval** of the initiation and implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the

criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the actual transfer of shares from the Company to the employees, etc..

The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.

10. **Approval**, for the above operations, of the Reference Date (proposal: 28.05.2024), the ex-date (proposal: 27.05.2024).
11. **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 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,957 votes representing 18,592,957 shares, 74.76893% of the share capital, 96.59193% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76893% of the total voting rights, having been validly expressed;

With 18,567,957 valid votes cast "for" shareholders representing 99.86554% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.66840% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.13446% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.10053% of the total voting rights;

Having been 656,019 abstentions or unspoken votes:

The shareholders approve] the Company's income and expenditure budget for the financial year 2024, at individual level.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,957 votes representing 18,592,957 shares, 74.76893% of the share capital, 96.59193% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76893% of the total voting rights, having been validly expressed;

With 18,567,957 valid votes cast "for" shareholders representing 99.86554% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.66840% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.13446% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.10053% of the total voting rights;

Having been 656,019 abstentions or unspoken votes:

The shareholders approved the Company's income and expenditure budget for the financial year 2024, at consolidated level.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,957 votes representing 18,592,957 shares, 74.76893% of the share capital, 96.59193% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76893% of the total voting rights, having been validly expressed;

With 18,592,957 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 74.76893% 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 656,019 abstentions or unspoken votes:

The shareholders approved the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2023 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2023 Directors' Report and the Report of the Independent Auditor for 2023.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,957 votes representing 18,592,957 shares, 74.76893% of the share capital, 96.59193% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76893% of the total voting rights, having been validly expressed;

With 18,592,957 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 74.76893% 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 656,019 abstentions or unspoken votes:

The shareholders approved the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,957 votes representing 18,592,957 shares, 74.76893% of the share capital, 96.59193% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76893% of the total voting rights, having been validly expressed;

With 18,592,957 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 74.76893% 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 656,019 abstentions or unspoken votes:

The shareholders approved the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023,

composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors' Report and the Independent Auditor's Report for 2023.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,592,930 votes representing 18,592,930 shares, 74.76883% of the share capital, 96.59179% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.76883% of the total voting rights, having been validly expressed;

With 18,592,930 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 74.76883% 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 656,046 abstentions or unspoken votes:

The shareholders approved the allocation of the net profit for the year 2023, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 1802/2014, in the amount of 3,265,950.82 lei as follows:

- for the constitution of the legal reserve - 163,298 lei;
- for covering losses from previous years – 3,102,652.82 lei.

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,503,311 votes representing 18,503,311 shares, 74.40844% of the share capital, 96.12621% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.40844% of the total voting rights, having been validly expressed;

With 18,503,311 valid votes cast "for" shareholders representing 74.40844% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 100% 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 745,665 abstentions or unspoken votes:

The shareholders approved the discharge of the members of the Board of Directors of Roca Industry for the financial year 2023.

Decision no. 8

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,976 voting rights, representing 77.40702% of the share capital, and 77.40702% of the total voting rights,

A number of 18,502,465 votes representing 18,502,465 shares, 74.40503% of the share capital, 96.12181% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.40503% of the total voting rights, having been validly expressed;

With 18,469,465 valid votes cast "for" shareholders representing 99.82165% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.27233% of the total voting rights,

With 33,000 valid votes cast "against" the shareholders representing 0.17835% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.13270% of the total voting rights;

Having been 746,511 abstentions or unspoken votes:

The shareholders approved the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.

Decision no. 9

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,978 voting rights, representing 77.40703% of the share capital, and 77.40703% of the total voting rights,

A number of 18,587,939 votes representing 18,587,939 shares, 74.74876% of the share capital, 96.56585% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.74876% of the total voting rights, having been validly expressed;

With 18,553,993 valid votes cast "for" shareholders representing 99.81738% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.61225% of the total voting rights,

With 33,946 valid votes cast "against" the shareholders representing 0.18262% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.13651% of the total voting rights;

Having been 661,039 abstentions or unspoken votes:

The shareholders approved the initiation and implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the actual transfer of shares from the Company to the employees, etc..

The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.

Decision no. 10

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,978 voting rights, representing 77.40703% of the share capital, and 77.40703% of the total voting rights,

A number of 18,577,959 votes representing 18,577,959 shares, 74.70862% of the share capital, 96.51400% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.70862% of the total voting rights, having been validly expressed;

With 18,577,113 valid votes cast "for" shareholders representing 99.99545% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.70522% of the total voting rights,

With 846 valid votes cast "against" the shareholders representing 0.00455% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.00340% of the total voting rights;

Having been 671,019 abstentions or unspoken votes:

The shareholders approved, for the above operations, of the Reference Date (proposal: 28.05.2024), the ex-date (proposal: 27.05.2024).

Decision no. 11

Validly present or represented or voting validly by correspondence, shareholders holding 19,248,978 voting rights, representing 77.40703% of the share capital, and 77.40703% of the total voting rights,

A number of 18,586,675 votes representing 18,586,675 shares, 74.74367% of the share capital, 96.55928% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.74367% of the total voting rights, having been validly expressed;

With 18,561,675 valid votes cast "for" shareholders representing 99.86550% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 74.64314% of the total voting rights,

With 25,000 valid votes cast "against" the shareholders representing 0.13450% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0.10053% of the total voting rights;

Having been 662,303 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, 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 29.04.2024.

Written and signed today, 29.04.2024, in 4 (four) originals.

Chairman of the OGMS

Dl. Rudolf-Paul Vizental

Meeting secretary

Dna. Oana Maria Berbece

Technical secretary

Dna. Alexandra-Gabriela Țițan
