

**Convening Notice for the Extraordinary General Meeting of Shareholders of**

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**convened for the date of 22 June 2023**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, established and operating in accordance with the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, Bucharest, Romania, registered with Bucharest Trade Registry under no. J40/16918/2021, Unique Registration Code 44987869 (hereinafter referred to as "**the Company**" or "**Roca Industry**"), pursuant to the Companies' Law no. 31/1990, republished, as amended and supplemented ("**Companies Law**"), Law nr. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented ("**Regulation no. 5/2018**") and the articles of association of the Company (the "**Articles of Association** ")

**CONVENES:**

**The Extraordinary General Meeting of Shareholders of the Company ("EGMS") for the date of 22 June 2023 at 11:00, at the address of the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2**, in which all the shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) at the end of the day of **08 June 2023**, set as the Reference Date, are allowed to participate. In case the quorum of validity at the first convening is not met, a second meeting of the EGMS will be held on the date of **23 June 2023** at **11:00**, in the same place and having the same agenda and the same Reference Date.

**The agenda for the Extraordinary General Meeting of Shareholders will be as follows:**

1. **Approval** of the acquisition by the Company of a number of 3,995,999 shares (the "**Sale Shares**"), having a nominal value of RON 1 each and a total nominal value of RON 3,995,999 (the "**Acquisition of ELP Shares**") held by **Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**, a joint stock company, incorporated and operating in accordance with the laws of Romania, with registered office located at 4 Gara Herăstrău Street, Bucharest, Building A, 3rd Floor, Module 17, 2<sup>nd</sup> District, Romania, registered with the Trade Registry under number J40/15602/2017, with sole registration code 38201915 ("**Roca Investments**"), and representing 99.99997% of the share capital of **ELECTROPLAST S.A.**, a joint stock company incorporated and operating in accordance with the laws of Romania, with registered office in Bistrita, 14 Subcetate Street, Bistrita-Nasaud county, registered with the Trade Registry under no. J6/1036/1993, sole registration code 5027384 ("**ELP**"), for a price equal to RON 45.750.988,6, established on the basis of an evaluation report prepared by an independent ANEVAR authorized evaluator, and the negotiation, conclusion, execution and delivery by the Company, as purchaser, without limitation, of the following documents in connection with the Acquisition of ELP Shares:

- i. the sale and purchase agreement to be entered into by the Company, as purchaser, and Roca Investments, as seller, for the purchase of 3,995,999 shares held by Roca Investments in ELP and representing 99.99997% of the share capital of ELP (the "SPA"), in accordance with the terms and conditions set out in this EGMS and by the Board of Directors, pursuant to item 3 below, within the limits set out in this EGMS;
  - ii. to the extent necessary or appropriate under applicable law, the shareholders' registry, the resolution of the general meeting of shareholders of ELP, and the articles of association of ELP, as updated following the Acquisition of ELP Shares;
  - iii. any documents, notices, certificates, powers of attorney, fee letters, transfer certificates, deeds of accession, declarations, deeds, waivers, modifications, amendments and any other similar agreements or undertakings and any other documents in connection with the Acquisition of ELP Shares;
  - iv. any and all supplemental agreements, addenda and other similar agreements or undertakings in connection with any documents relating to the Acquisition of ELP Shares; and
  - v. any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the Acquisition of ELP Shares, the SPA and any documents in connection with the Acquisition of ELP Shares or the SPA.
2. **Approval** of the takeover by the Company, as assignee, of the receivables held by Roca Investments against Electroplast, resulting from the loan agreements concluded by Roca Investments, as creditor, and Electroplast, as debtor, for an assignment price equal to the nominal value of the assigned receivables, up to a maximum amount of RON 12.000.000 (the "**Assignment of Receivables**"), and the negotiation, execution, performance and delivery by the Company, as assignee, without limitation, of the following documents in connection with the Assignment of Receivables:
- i. the receivables assignment agreement that the Company, as assignee, will enter into with Roca Investments, as assignor, and Electroplast, as assigned debtor, for the assignment of the receivables held by Roca Investments against Electroplast, in the amount of up to RON 12.000.000, for an assignment price equal to the nominal value of the assigned receivables (the "**Assignment Agreement**");
  - ii. any documents, notices, certificates, powers of attorney, fee letters, transfer certificates, deeds of accession, declarations, deeds, waivers, modifications, amendments and any other similar agreements or undertakings and any other documents in connection with the Assignment of Receivables;
  - iii. any and all supplemental agreements, addenda and other similar agreements or undertakings in connection with any documents relating to the Assignment of Receivables; and
  - iv. any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the Assignment of Receivables, the Assignment Agreement and any documents in connection with the Assignment of Receivables or the Assignment Agreement.

3. **Approval** of the empowerment of the Board of Directors, in the name and on behalf of the Company, to:
- i. determine and approve the specific terms and conditions of the Acquisition of ELP Shares and the Assignment of Receivables, within the limits approved by this EGMS;
  - ii. negotiate, draft, sign, close, deliver, deposit, receive, forward, amend, complete, if applicable, and execute for and on behalf of the Company the SPA, the Assignment Agreement and all documents in connection with the SPA, Assignment Agreement and/or the Acquisition of ELP Shares and/or the Assignment of Receivables;
  - iii. the completion of all formalities and undertaking of any other administrative, legal or other action necessary, appropriate or advisable to give full effect to the SPA, the Assignment Agreement, the Acquisition of ELP Shares and the Assignment of Receivables; and
  - iv. in general, undertake all acts and deeds necessary or advisable to give full effect to the SPA, the Assignment Agreement and all documents relating to the SPA, the Assignment Agreement and/or the Acquisition of ELP Shares and/or the Assignment of Receivables and/or to comply with the provisions of such documents in order to carry out all of the aforesaid transactions.

As regards points ii - iv above, the Board of Directors has the right of sub-delegation to any of the members of the Board of Directors or managers of the Company

4. **Approval** of the increase of the Company's share capital with the amount of up to RON 150,000,000 (nominal value) by in cash contribution and/or conversion into shares of certain receivables against the Company, as it will be decided by the Board of Directors (the "**Share Capital Increase**") by issuance of a number of up to 15,000,000 new shares with a nominal value of RON 10 per share and a total nominal value of RON 150,000,000 (the "**New Shares**"), as follows:

4.1. The New Shares will be offered for subscription:

- a) during the first phase, to shareholders registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, on the basis of their preference rights, as well as to persons who have purchased, preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, during the period the preference rights are traded, to the extent the offering prospectus prepared in connection with the Share Capital Increase indicates that preference rights will be traded; and
- b) during the second phase, any unsubscribed New Shares in the first phase, as described at point a) above, shall be offered (i) to the Romanian public (the "**Public Offering**") and / or (ii) via private placements, addressed to investors from the European Union in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (4), letters (a) - (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the

case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC ("**Prospectus Regulation**") and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor (the "**Private Placement**"), in accordance with a decision adopted by the Board of Directors on this matter.

- 4.2. Any New Shares remaining unsubscribed after the Public Offering and/ or Private Placement (as the case may be) will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
- 4.3. The number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company's shareholders' registry held by Depozitarul Central S.A., with the registration date of 12 July 2023.
- 4.4. Each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. with the registration date of 12 July 2023, shall receive a number of preference rights equal with the number of shares held.
- 4.5. The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 12 July 2023.
- 4.6. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 1,1796382 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 4.7. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 12 July 2023 or, as the case may be, a person who has purchased, preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, during the period the preference rights are traded, may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (1,1796382) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 4.8. In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.

- 4.9. Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
- 4.10. The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and of the companies that are part of the holding, respectively to finance ongoing projects and/or new projects.
5. **Approval** of the admission to trading of the Company's shares on the regulated market administered by Bursa de Valori București S.A. ("**Listing on the Regulated Market**").
6. **Approval** to empower the Board of Directors to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding the Share Capital Increase and the Listing on the Regulated Market, including regarding the following matters:
- a) setting the structure and the duration of the Share Capital Increase operation, negotiating, as well as determining and approving the subscription price within the Share Capital Increase (according to market conditions, as well as approving the other final terms and conditions of the Share Capital Increase), selecting intermediaries for the Share Capital Increase and the Listing on the Regulated Market, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase and the Listing on the Regulated Market, as the case may be, negotiating and signing any agreements with intermediaries, consultants, expert accountants and valuers, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
  - b) setting the date, structure and conditions for the admission to trading of the Company's shares on the regulated market operated by the Bucharest Stock Exchange;
  - c) approving any agreements regarding the Share Capital Increase and the Listing on the Regulated Market or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, addenda, valuation reports and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the Share Capital Increase and the Listing on the Regulated Market (including updating the Articles of Association of the Company);
  - d) to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and
  - e) to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange,

Depozitarul Central S.A.) with respect to the Share Capital Increase and the Listing on the Regulated Market.

**7. Approval of the date of:**

- 12 July 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- 11 July 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 10 July 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
- 13 July 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.

- 8. 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.

### GENERAL INFORMATION ON THE EGMS

*Note: The Company recommends and encourages the shareholders:*

- i) to access the informative materials related to the agenda and the forms for the EGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://rocaindustry.ro/general-shareholders-meetings>);*
- ii) to access and exercise their right to vote within the EGMS through the platform dedicated to electronic voting (<https://roc1.evot.ro/>), in accordance with the procedure set out in Section 3, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 3, point D below; and*
- iii) to use, as far as possible, means of distance communication to communicate with the Company, using in particular the email dedicated to investors, respectively [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro);*
- iv) to constantly check the investor page (<https://rocaindustry.ro/general-shareholders-meetings>) for news regarding the organization of EGMS.*

## 1. Documents related to and in connection with the agenda of the EGMS

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the EGMS will be available on the Company's website, the section dedicated to investor relations (<https://rocaindustry.ro/general-shareholders-meetings>). The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the EGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2.

Among the documents related to and in connection with the agenda of the EGMS, are the following:

- a) the convening notice;
- b) Company's standalone and consolidated financial statements;
- c) the documents to be presented at the meeting, related to and in connection with the agenda of the EGMS, as well as other informative materials on the issues on the agenda;
- d) general/special empowerment forms for EGMS;
- e) correspondence ballots for EGMS;
- f) EGMS draft resolution.

Each shareholder, regardless of his/her participation in the share capital of the Company, has the right to ask questions regarding the items on the agenda of the EGMS.

Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2.
- b) **by electronic means**, at the e-mail address: [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), so that the requests are received by the Company by the date of **21 June 2023, at 11:00**.
- c) shareholders who have not submitted the questions by the date of **21 June 2023, at 11:00** may address them directly within the EGMS, in person or through the online platform dedicated to electronic voting (<https://roc1.evot.ro/>).

The Company will answer the questions asked by the shareholders within the EGMS, as the case may be, and/or by posting the answer on the Company's website, respectively <https://rocaindustry.ro/general-shareholders-meetings>. The answers to the questions asked by the shareholders will also be included in the minutes of the meeting, completed in accordance with the legal provisions in force.

- ## 2. The right to insert new items on the agenda. The right to present draft decisions for the items included or proposed to be included on the agenda.

In accordance with the provisions of Article 117<sup>1</sup> para. (1) of the Companies Law, Art. 105. para. (3) of Law no. 24/2017, Article 189 of Regulation no. 5/2018 and art. 10.13 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

- i) introduce new items on the agenda of the EGMS, each item being accompanied by a justification or a draft decision proposed for approval by the general meeting; and
- ii) present draft decisions for the items included on the agenda of the EGMS, within a maximum of 15 days from the publication of the convening notice and under the terms of the law.

To the extent that the request to supplement the agenda meets all legal conditions, the Board of Directors shall resubmit the convening notice with the completed agenda, using the same procedure as that used for the previous agenda, at least 10 days before the date set for the EGMS, and in all cases before the Reference Date.

The shareholders' rights provided above can be exercised only in writing (sent by post or courier services, with acknowledgment of receipt, at the headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro) by the latest on **02 June 2023 inclusively**. The proposals will be accompanied by the following shareholder identification documents:

- i) **For natural persons:** certified true copy of the identity document (allowing its identification in the list of shareholders of the Company issued by the Central Depository);
- ii) **For legal persons:** a certified true copy of the identity document of the legal representative of the shareholder who is a legal person, accompanied by an ascertaining certificate issued by the Trade Register or another document issued by a similar authority in the state where the shareholder is registered, issued with no more than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time with regard to the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the shareholder submitting the proposals.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The agenda supplemented with the items thus proposed by the shareholders will be published, at the latest on **07 June 2023**.

### **3. Participation and voting in the EGMS**

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **08 June 2023**, are entitled to participate and vote in the EGMS personally (*in person or online*, through the legal representatives in the case of shareholders legal persons), through the representative (on the basis of *special or general power of*

*attorney*), in compliance with the incidental legal provisions - art. 105 paragraph (10) of Law no. 24/2017, or by correspondence (based on *correspondence ballots*).

The access and/or vote by correspondence of the shareholders entitled to participate in the EGMS is allowed by the simple proof of their identity made, *in the case of shareholders who are natural persons*, with the identity document and, *in the case of legal persons*, with the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person, is legally registered, presented in original or in copy according to the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the individual shareholder / legal representative of the legal person shareholder, as the case may be.

The capacity of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established on the basis of the list of shareholders from the Reference Date, received by the Company from the Central Depository.

**Shareholders registered in the Company's Shareholders Register on the Reference Date, may participate in the meeting and vote, as follows:**

**A. Personal vote**

The personal vote will be exercised after the proof of identity by the shareholder, as indicated below:

- i) *in the case of shareholders who are natural persons*, with the identity document (identity card, identity card, passport, residence permit) and,
- ii) *in the case of legal persons*, with the identity document of the legal representative (identity card, identity card, passport, residence permit), accompanied by the ascertaining certificate issued by the Trade Register, in original or certified true copy of the original, or of any equivalent document issued by a competent authority in the state where the shareholder legal person is legally registered, presented in the original or in a certified true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

Shareholders physically present at **EGMS** can choose to cast their vote through physical ballots **or by using electronic means of voting.**

#### **B. Electronic voting**

Electronic voting may be exercised by using electronic means of voting in accordance with Article 197 of Regulation no. 5/2018, by accessing the link <https://roc1.evot.ro/> from any internet-connected device.

For identification and online access to EGMS, shareholders will provide the following information:

➤ **For natural persons:**

- i) name and surname;
- ii) personal identification number;
- iii) e-mail address;
- iv) copy of the identity document (identity card, passport, residence permit)\*;
- v) phone number (optional).

or

- vi) they can connect directly using the access credentials generated following identification through the Investor Enrollment Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>

➤ **For legal entities:**

- i) the name of the legal person;
- ii) unique registration code (CUI);
- iii) the name and surname of the legal representative;
- iv) the personal identification number of the legal representative;
- v) e-mail address;
- vi) identity document of the legal representative (identity card, passport, residence permit)\*;
- vii) a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder who is a legal person is legally registered, presented in original or certified true copy of the original. The documents certifying the capacity of legal representative of the legal person shareholder will be issued no later than 30 days before the Reference Date\*;
- viii) phone number (optional).

*\*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.*

The documents submitted in a language other than Romanian or English will be accompanied by the translation made by a sworn translator with the signature notary public in Romanian/English.

The shareholder can log in and vote whenever he/she wishes within the designated voting range by mail and/or live, the last voting option (before the expiry of the voting session) being the one recorded.

If, following the process of identifying the identity of the shareholders, discrepancies arise between the data provided by the shareholder and those in the list of shareholders from the Reference Date, received by the Company from the Central Depository, the shareholder will be notified and will be directed to contact the Company at the e-mail address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro).

### **C. Voting by representation with general power of attorney**

The general power of attorney may be granted by the shareholders for a period not exceeding 3 years, allowing the representative to vote in all matters under discussion of the general meetings of shareholders, including disposition acts.

The general power of attorney shall contain at least the following information:

- i) the name of the shareholder;
- ii) the name of the representative (the person to whom the power of attorney is granted);
- iii) the date of the power of attorney, as well as the period of its validity, in compliance with the legal provisions; the powers of attorney having a later date shall have the effect of revoking the previously dated powers of attorney;
- iv) specification of the fact that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company/companies for which the respective general power of attorney is used, individually or through a generic formulation relating to a certain category of issuers.

The general powers of attorney, before their first use, will be submitted to / sent to the registered office of the Company, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the FSA regulations, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro)), so that they are registered as received at the Company's registry by the date of **20 June 2023**, at 11:00. Powers of attorney not submitted within the time limit will not be taken into account.

For the validity of the mandate, the representative must have the capacity of either intermediary (in accordance with the provisions of Article 2 para. (1) point (19) of Law no. 24/2017), or lawyer, and the shareholder is their client. Also, the representative must not be in a conflict of interest, according to the

provisions of art. 105 para. (15) of Law no. 24/2017. The representative cannot be substituted by another person, unless this right has been expressly conferred on him by the shareholder in the power of attorney.

If the representative is a legal person, it may exercise the mandate it receives through any person belonging to the administrative or management body or from among its employees.

The Company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requesting other additional documents related to that shareholder, if the general power of attorney complies with the provisions of Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, showing that:

- i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by extended electronic signature, if applicable.

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same coordinates indicated in the convening notice), signed and stamped (if applicable) by the intermediary / lawyer (without fulfilling other formalities in connection with its form).

The general powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by the identity document and, in the case of legal persons, by the identity document of the legal representative, accompanied by a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the state in which the shareholder is a legal person is legally registered, presented in the original or in a true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified based on the identity document, accompanied by the general power of attorney.

#### **D. Vote by proxy with special power of attorney and correspondence ballots**

Special powers of attorney and correspondence ballots must have the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e., vote "*for*", vote "*against*" or "*abstention*").

The representation of the shareholders in the EGMS can be done by proxy, only by filling in and signing the form of the special power of attorney accordingly. The representation will be possible both through other shareholders and through third parties. Shareholders without legal capacity or with limited exercise capacity may grant special power of attorney to other persons, according to the law.

The forms of special powers of attorney will be filled in and signed by the shareholder in three original copies: one of the copies will be submitted / transmitted to the Company, one copy will be handed over to the representative and the third copy will remain with the represented shareholder.

Special powers of attorney may be granted to any person for representation in a single general meeting and contain specific voting instructions from the issuing shareholder.

Special powers of attorney/correspondence ballots will be accompanied, *in the case of shareholders who are natural persons*, by the identity document and, *in the case of legal persons*, by the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person is legally registered, presented in original or in certified true copy of the original. Documents certifying the status of legal representative of the shareholder legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special power of attorney signed by the individual shareholder / legal representative of the shareholder, legal person, as the case may be.

The special powers of attorney/correspondence ballots and the related documents will be submitted to/send to the company's registered office, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3<sup>rd</sup> Floor, District 2 (between 10:00 and 17:00 from Monday to Friday), including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of postal ballots), according to the FSA regulations, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so that they are registered as received at the Company's registry by the date of **20 June 2023, at 11:00**, mentioning on the envelope in clear or in the subject of the e-mail "**For the Extraordinary General Meeting of Shareholders dated 22 June 2023/23 June 2023**". Powers of attorney not submitted within the time limit will not be taken into account.

If the shareholder who has cast his vote by correspondence participates in the general meeting in person or through a representative (subject to the fact that a special/general power of attorney has been transmitted in compliance with the conditions set out in this convocation), the correspondence ballot cast for that general meeting will remain valid only if the shareholder does not express personally or through a representative another voting option at the general meeting.

If the person representing the shareholder by participation personally in the general meeting is other than the one who expressed the correspondence ballot, then for the validity of the vote he/she shall submit to the meeting a written revocation of the correspondence ballot signed by the shareholder or by the representative who expressed the correspondence ballot.

When completing the special powers of attorney/ correspondence ballot, the shareholders are asked to take into account the possibility of the agenda of the EGMS being completed with new points or proposals for decisions. In this case, the special powers of attorney/ correspondence ballots will be updated and made available through the methods referred to in Section 1, "*Related documents and in connection with the agenda of the EGMS above*".

Where a shareholder is represented by a credit institution providing custody services, they may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special or general authorization by the shareholder to be drawn up, subject to submission to the Company by the custodian credit institution of a declaration on own liability, signed by the legal representative(s) of the credit institution specifying: (i) the name of the shareholder (in clear) on whose behalf the credit institution participates and votes at that meeting, and (ii) the fact that the credit institution provides custody services to that shareholder.

The above-mentioned declaration must be submitted in original, signed and, as the case may be, stamped, or by e-mail with extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro), no later than **20 June 2023, at 11:00**.

In this case, the credit institution shall vote through any person from the administrative or management bodies or from among its employees; a proof/declaration attesting that the persons concerned have this capacity will be submitted together with the declaration of the credit institution mentioned above.

The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the capacity of shareholders on the Reference Date.

For further documents and information, please contact the Company at the e-mail address [investors@rocaindustry.ro](mailto:investors@rocaindustry.ro).

**Ioan-Adrian Bindea**

**Chairman of the Board of Directors**

**16 May 2023**