



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

DATED 15.09.2025

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 248,672,220, divided into 248,672,220 registered shares in dematerialized form with a nominal value of RON 1 each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 15.09.2025, at 11:00, at the first convocation, at the address of the registered office of the Company located in Gara Herăstrău street no. 4, building A, floor 3, Sector 2, Bucharest, Romania, chaired by Mr. Ioan-Adrian Bindea, as Chairman of the Board of Directors, having as secretary of the meeting elected Ms. Oana Maria Berbece and as technical secretary Ms. Alexandra Gabriela Titan,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 15.09.2025, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 78.08138% of the share capital and 78.08138% 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 August 13, 2025 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 3802 dated August 14, 2025, in the newspaper Jurnalul Național dated August 14, 2025, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on August 13, 2025;
- The fact that, at the EGMS meeting of 15 September 2025 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 04 September 2025, 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,

also considering that:

- Following the conclusion of the Share Purchase Agreement regarding 30% of the share capital of Workshop Doors S.R.L., Roca Industry, as purchaser, is obliged to pay to the sellers the purchase price by the end of September 2025, for which purpose the Company intends to obtain financing by entering into a credit agreement with a commercial bank or another creditor in Romania, acting as the financing party (the “**Credit Agreement**”). The total amount intended to be borrowed under the Credit Agreement will be up to EUR 8,000,000.
- For the purpose of securing the obligations to be assumed under the Credit Agreement, the Company intends to establish the following securities:

- i) a movable mortgage over the present and future credit balances, in RON and foreign currency, of the current accounts and/or subaccounts opened by the Company with the bank (“**Mortgage over the Accounts**”);
- ii) a movable mortgage over the shares held by the Company in VELTADOORS S.A. (“**Veltadoors**”, the company resulting from the merger between Workshop Doors S.R.L. and Eco Euro Doors S.R.L.), with its registered office in Petelea Commune, Petelea Village no. 94, Mureş County, Romania, registered with the Mureş Trade Registry under no. J2009000559262, having sole registration code (CUI) 25629376 (“**Mortgage over the Veltadoors Shares**”).

as well as the agenda for the EGMS meeting of 15 September 2025, described below:

- 1. Approval** of the contracting by the Company of a credit facility or a loan in a total amount of up to EUR 8,000,000 (or the RON equivalent), from a credit institution or another creditor in Romania, for a maximum period of 10 years.
- 2. Approval** of the establishment by the Company of movable security interests in favour of the financing party, to secure the obligations arising from the Credit Agreement referred to in item 1 above, including but not limited to:
 - i) a movable mortgage over the present and future credit balances, in RON and foreign currency, of the current accounts and/or subaccounts opened by the Company with the bank and
 - ii) a movable mortgage over the shares held by the Company in VELTADOORS S.A..
- 3. Approval** of the conclusion by the Company, in favour of the financing party, of a subordination agreement whereby loans granted by the Company to Veltadoors shall be subordinated to the loans granted by the financing party to Veltadoors, applicable in the event that the financing party also finances Veltadoors.
- 4. Approval** of granting full powers and authority to the Company’s General Manager, Camelia Ene, to act in the name, on behalf and in the interest of the Company, for the following purposes:
 - a) to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the Credit Agreement to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company’s interest;

- b) to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the mortgage agreements to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company's interest;
- c) to execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, any other agreements, documents and/or contracts and to take any actions necessary to implement the resolutions adopted herein, including, without limitation, any contracts, applications/requests, documents, certificates, notices, letters, addenda, powers of attorney, confirmations, waivers or formalities, which may be required under or in connection with the resolutions adopted herein, and to carry out any and all of the actions described above, which the General Manager, at her sole discretion, considers to be in the Company's interest;
- d) to register the Mortgage over the Veltadoors Shares in all relevant registers (including, without limitation, the National Collateral Registry) and in any registers of the Company or of Veltadoors (including the shareholders' register, as applicable), in accordance with applicable legal provisions, and to perform any formalities, sign any documents and take any measures necessary or advisable for the mortgages created to produce legal effects;
- e) to perform any formalities and take any measures necessary or advisable for the documents referred to above, intended to be signed by the Company, to produce legal effects; and
- f) to authorise any third party, at her sole discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the resolutions adopted herein.

Pursuant to Article 2,016(3) of the Romanian Civil Code, the mandate thus granted to the General Manager shall extend to all acts necessary for its fulfilment, even if not expressly mentioned above. This mandate shall remain in force until the execution of all actions provided above or until its revocation, notified in writing to the General Manager.

5. **Approval** of the power of attorney of the General Manager, Camelia Ene, to sign on behalf of the shareholders the EGMS resolution, 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 adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, Camelia Ene and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required to implement the EGMS resolution, including the Company's Articles

of Association, as well as to undertake any actions 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 194,166,712 voting rights, representing 78.08138% of the share capital, and 78.08138% of the total voting rights,

A number of 186,466,602 votes representing 186,466,602 shares, 74.98489% of the share capital, 96.03428% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.98489% of the total voting rights, having been validly expressed;

With 186,363,462 valid votes cast "for" shareholders representing 95.98116% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.94342% of the total voting rights,

With 103,140 valid votes cast "against" the shareholders representing 0.05312% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04148% of the total voting rights;

Having been 17,000 abstentions and 7,683,110 unspoken votes:

Shareholders approved the contracting by the Company of a credit facility or a loan in a total amount of up to EUR 8,000,000 (or the RON equivalent), from a credit institution or another creditor in Romania, for a maximum period of 10 years.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 194,166,712 voting rights, representing 78.08138% of the share capital, and 78.08138% of the total voting rights,

A number of 186,466,602 votes representing 186,466,602 shares, 74.98489% of the share capital, 96.03428% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.98489% of the total voting rights, having been validly expressed;

With 186,362,462 valid votes cast "for" shareholders representing 95.98064% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.94302% of the total voting rights,

With 104,140 valid votes cast "against" the shareholders representing 0.05363% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04188% of the total voting rights;

Having been 17,000 abstentions and 7,683,110 unspoken votes:

Shareholders approved the establishment by the Company of movable security interests in favour of the financing party, to secure the obligations arising from the Credit Agreement referred to in item 1 above, including but not limited to:

- i) a movable mortgage over the present and future credit balances, in RON and foreign currency, of the current accounts and/or subaccounts opened by the Company with the bank and
- ii) a movable mortgage over the shares held by the Company in VELTADOORS S.A.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 194,166,712 voting rights, representing 78.08138% of the share capital, and 78.08138% of the total voting rights,

A number of 186,478,512 votes representing 186,478,512 shares, 74.98968% of the share capital, 96.04041% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.98968% of the total voting rights, having been validly expressed;

With 186,374,372 valid votes cast "for" shareholders representing 95.98678% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.94781% of the total voting rights,

With 104,140 valid votes cast "against" the shareholders representing 0.05363% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04188% of the total voting rights;

Having been 17,000 abstentions and 7,671,200 unspoken votes:

Shareholders approved the conclusion by the Company, in favour of the financing party, of a subordination agreement whereby loans granted by the Company to Veltadoors shall be subordinated to the loans granted by the financing party to Veltadoors, applicable in the event that the financing party also finances Veltadoors.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 194,166,712 voting rights, representing 78.08138% of the share capital, and 78.08138% of the total voting rights,

A number of 186,494,512 votes representing 186,494,512 shares, 74.99612% of the share capital, 96.04865% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.99612% of the total voting rights, having been validly expressed;

With 186,391,372 valid votes cast "for" shareholders representing 95.99553% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.95464% of the total voting rights,

With 103,140 valid votes cast "against" the shareholders representing 0.05312% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04148% of the total voting rights;

Having been 1,000 abstentions and 7,671,200 unspoken votes:

Shareholders approved granting full powers and authority to the Company's General Manager, Camelia Ene, to act in the name, on behalf and in the interest of the Company, for the following purposes:

- a) to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the Credit Agreement to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company's interest;
- b) to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the mortgage agreements to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company's interest;
- c) to execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, any other agreements, documents and/or contracts and to take any actions necessary to implement the resolutions adopted herein, including, without limitation, any contracts, applications/requests, documents, certificates, notices, letters, addenda, powers of attorney, confirmations, waivers or formalities, which may be required under or in connection with the resolutions adopted herein, and to carry out any and all of the actions described above, which the General Manager, at her sole discretion, considers to be in the Company's interest;
- d) to register the Mortgage over the Veltadoors Shares in all relevant registers (including, without limitation, the National Collateral Registry) and in any registers of the Company or of Veltadoors (including the shareholders' register, as applicable), in accordance with applicable legal provisions, and to perform any formalities, sign any documents and take any measures necessary or advisable for the mortgages created to produce legal effects;
- e) to perform any formalities and take any measures necessary or advisable for the documents referred to above, intended to be signed by the Company, to produce legal effects; and
- f) to authorise any third party, at her sole discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the resolutions adopted herein.

Pursuant to Article 2,016(3) of the Romanian Civil Code, the mandate thus granted to the General Manager shall extend to all acts necessary for its fulfilment, even if not expressly mentioned above. This mandate shall remain in force until the execution of all actions provided above or until its revocation, notified in writing to the General Manager.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 194,166,712 voting rights, representing 78.08138% of the share capital, and 78.08138% of the total voting rights,

A number of 186,494,412 votes representing 186,494,412 shares, 74.99608% of the share capital, 96.04860% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 74.99608% of the total voting rights, having been validly expressed;

With 186,391,272 valid votes cast "for" shareholders representing 95.99548% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 74.95460% of the total voting rights,

With 103,140 valid votes cast "against" the shareholders representing 0.05312% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04148% of the total voting rights;

Having been 1,000 abstentions and 7,671,300 unspoken votes:

Shareholders approved the power of attorney of the General Manager, Camelia Ene, to sign on behalf of the shareholders the EGMS resolution, 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 adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, Camelia Ene and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required to implement the EGMS resolution, including the Company's Articles of Association, as well as to

undertake any actions 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 15 September 2025.

Written and signed today, 15 September 2025, in 4 (four) originals.

Chairman of the EGMS

Mr. Ioan-Adrian Bindea

Meeting secretary

Ms. Oana Maria Berbece

Technical secretary

Ms. Alexandra Titan
