

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 46/2025

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook.

Date of report	12.11.2025
Name of the Company	ROCA INDUSTRY HOLDINGROCK1 S.A.
Registered Office	4 Gara Herastrau street, Building A, Floor 3, Sector 2, Bucharest
Phone	+40 31 860 21 01
Email	investors@rocaindustry.ro
Website	www.rocaindustry.ro
Registration nr. with Trade Registry	J2021016918408
Fiscal Code	RO 44987869
Subscribed and paid share capital	248,672,220 lei
Total number of shares	248,672,220
Symbol traded instruments	ROC1
Market where securities are traded	BSE Main Market, Standard Category

Important events to be reported: The decision of the Board of Directors to convene the Ordinary and the Extraordinary General Meetings of Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A. for 15.12.2025

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. (hereinafter referred to as the "Company") informs the market that on 12.11.2025, the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders of the Company (OGMS) and the Extraordinary General Meeting of Shareholders of the Company (EGMS) for 15.12.2025 (first calling), respectively for 16.12.2025 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

The information materials related to the agenda of the OGMS and of the EGMS shall be made available to the shareholders, in electronic format on the Company's website at <https://rocaindustry.ro/>, under the Investors > General Shareholders' Meeting section, starting with convening notice's publication date.

Rudolf-Paul Vizental - permanent representative of Roca Management S.R.L.

Chairman of the Board of Directors

**Convening Notice regarding the Ordinary and Extraordinary General Meetings of
Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A.
scheduled for December 15/16, 2025**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, organized under the laws of Romania, with its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, Sector 2, Bucharest, Romania, registered with the Trade Register Bucharest under no. J2021016918408, unique registration code 44987869 (hereinafter referred to as the "**Company**" or "**Roca Industry**"), pursuant to the Companies' Law no. 31/1990, republished, with subsequent amendments and completions ("**Companies Law**"), Law no. 24/2017 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("**Law no. 24/2017**"), Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and completions ("**Regulation no. 5/2018**"), and the Articles of Incorporation of the Company ("**Articles of Incorporation**"),

CONVENES:

The Extraordinary General Meeting of Shareholders ("EGMS") for December 15, 2025, at 11:00, at the registered office address of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, Sector 2. All shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) until the end of the day on **December 5, 2025**, set as the Reference Date ("**Reference Date**"), are invited to attend. In case the necessary quorum is not reached at the first convening, a second meeting of the EGMS will take place on **December 16, 2025, at 11:00**, at the same location and with the same agenda, and having the same Reference Date; and

The Ordinary General Meeting of Shareholders of the Company ("OGMS") for the date of December 15, 2025, at 11:30, at the registered office address 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 **December 5, 2025**, set as the Reference Date, are invited to participate. In case the quorum of validity at the first convening is not met, a second meeting of the OGMS will be held on the date of **December 16, 2025, at 11:30**, in the same place and having the same agenda and the same Reference Date.

Agenda for the Extraordinary General Meeting of Shareholders

Considering that:

- (A) The Company is the majority shareholder of **VELTADOORS S.A.**, a joint stock company (societate pe acțiuni) having its registered office at Com. Petelea, Sat Petelea no. 94, Mureș County, Romania, registered with the Mureș Trade Registry under no. J2009000559262, having the sole registration code (CUI) 25629376 ("**VELTA**"), a company resulting from the merger between **Eco Euro Doors S.R.L.** and **Workshop Doors S.R.L.**, and from the

- change of its legal form from a limited liability company (S.R.L.) into a joint stock company (S.A.);
- (B) VELTA acts as the borrower under the Credit Agreement concluded with **Raiffeisen Bank S.A.**, as lender, on **May 17, 2022**, as subsequently amended on **June 24, 2022**, **November 29, 2022**, and **April 16, 2024** (the “**Initial Credit Agreement**”);
- (C) Pursuant to the Initial Credit Agreement, the Company, acting as guarantor, established in favor of **Raiffeisen Bank S.A.** a movable (chattel) mortgage over the shares and voting rights held in **Eco Euro Doors S.R.L.**, pursuant to the **Amended and Restated Share Pledge Agreement – 2024**;
- (D) As a result of the merger, **Eco Euro Doors S.R.L.** was dissolved, and all its assets and liabilities were transferred to **Workshop Doors S.R.L.**, which subsequently changed its name to **Veltadoors S.R.L.**;
- (E) Following the change of legal form, **Veltadoors S.R.L.** became **Veltadoors S.A.**, and **Roca Industry** currently holds **8,999 shares** in the share capital of VELTA, representing **99.99%** of the share capital, each share having a nominal value of **RON 10** (the “**Shares**”), as follows:
- **131 shares**, representing **1.46%** of the share capital of VELTA, obtained in exchange for the shares previously held in the share capital of **Eco Euro Doors S.R.L.**, as a result of the merger (the “**Transferred Shares**”);
 - **8,868 shares**, representing **98.53%** of the share capital of VELTA (the “**New Shares**”).
- (F) In order to reflect all the changes that occurred as a result of the above-mentioned operations, **VELTA** must conclude an **addendum to the Credit Agreement** and an **addendum to the Amended and Restated Share Pledge Agreement – 2024** (the “**Addendum No. 3**”), pursuant to which the **Amended and Restated Share Pledge Agreement – 2024** will be rewritten and renamed the “**Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A.**”;
- (G) **VELTA** intends to refinance its existing loans, up to an aggregate amount of **EUR 20,000,000**, and is exploring refinancing options with a new credit institution, in which case **Roca Industry**, as majority shareholder, will be required to establish a movable security interest (pledge) over the shares it holds in the share capital of **Veltadoors S.A.**, in favor of the financial institution providing the financing;
- (H) The Company’s majority shareholder is **Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**, incorporated and operating under the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, Module 17, District 2, Bucharest, Romania, registered with the Trade Registry under no. J40/15602/2017, having the sole registration code 38201915 (“**Roca Investments**”).

Roca Investments, as lender, has concluded with Roca Industry, as borrower, the following loan agreements:

- The Loan Agreement dated April 3, 2023, in the amount of EUR 1,000,000, with a maturity date of April 3, 2026;
 - The Loan Agreement dated January 12, 2024, in the amount of EUR 1,667,000, with a maturity date of April 12, 2026;
- (I) The Company intends to extend the maturity of both loans granted by Roca Investments by an additional period of two (2) years;

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

1. **Approval** of the maintenance and confirmation of the mortgage established by the Company in favor of Raiffeisen Bank S.A., pursuant to the Amended and Restated Share Pledge Agreement – 2024, for the purpose of securing the obligations arising under the Initial Credit Agreement, as subsequently amended, and approval of the negotiation, execution, signing, registration and completion of:
 - a. Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024;
 - b. The Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A., as well as any other certificates, applications, notices, letters, ancillary documents, statements, waivers or formalities provided for or contemplated under the financing documents, or resulting from the negotiations between the Company and Raiffeisen Bank S.A..
2. **Approval** of the transactions contemplated by Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024 and by the Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A., including the establishment of a pledge over the New Shares, in order to secure all obligations arising under the Initial Credit Agreement, as amended.
3. **Approval**, in the context of a refinancing of the loans contracted by Veltadoors S.A., of the establishment by the Company of a movable security interest, namely a movable mortgage over the shares held in Veltadoors S.A., in favor of the credit institution providing the financing, as well as the approval of the negotiation, signing, execution, registration and fulfillment of all documents and formalities related to such security.
4. **Approval** of the conclusion by the Company, for the benefit of the credit institution refinancing the loans contracted by VELTA, of a subordination agreement in respect of the loans granted by the Company to VELTA, subordinating them to the loans granted by the financing institution.
5. **Approval** of the extension by an additional period of two (2) years of the maturity dates of the following loans:
 - a) The loan granted by Roca Investments to the Company on April 3, 2023, in the amount of EUR 1,000,000, with a current maturity date of April 3, 2026;
 - b) The loan granted by Roca Investments to the Company on January 12, 2024, in the amount of EUR 1,667,000, with a current maturity date of April 12, 2026.
6. **Approval** of the empowerment of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, with full powers and authority, to represent the Company and to act in its name, on its behalf and in its interest, for the purpose of:
 - a) negotiating, signing, executing, implementing and completing all documents, contracts, agreements, addenda, applications, statements and formalities necessary or useful for the implementation of the resolutions adopted under the previous items of this agenda, including, without limitation, those related to credit agreements, mortgage agreements, loan agreements and their related documentation;
 - b) registering the credit, mortgage or loan agreements with all relevant registers (including, without limitation, the National Register for Movable Property Publicity) and with any registers of the Company or of Veltadoors (including, where applicable, the shareholders' register), in accordance with applicable legal provisions, as well as performing any formalities, signing any documents and taking any measures necessary or advisable for the approved measures to produce legal effects.

The mandate thus granted shall extend, pursuant to Article 2,016 paragraph (3) of the Civil Code, to all acts necessary for its fulfillment, even if not expressly mentioned, and shall remain in force until the full performance of the actions provided for herein or until its express revocation by the Company.
7. **Approval** of the update of the Company's Articles of Association, by amending Article 4.1 regarding the Company's object of activity, following the update of the classification of activities in accordance with the CAEN Rev. 3 (Romanian Classification of Economic Activities, Revision 3), as follows:

"Art. 4.1. The main field of activity of the Company is Activities of holding companies and financing channels, corresponding to CAEN Group 642.

 - *Main activity: CAEN Class 6421 – Activities of holding companies*

- *Secondary activities:*

CAEN Class 4619 – Agents involved in the sale of a variety of goods

CAEN Class 7010 – Activities of head offices

CAEN Class 7020 – Business and management consultancy activities

CAEN Class 7330 – Public relations and communication activities

CAEN Class 7499 – Other professional, scientific and technical activities n.e.c.

CAEN Class 8110 – Combined office administrative service activities

CAEN Class 8210 – Office administrative and support activities

CAEN Class 8291 – Activities of collection agencies and credit bureaus

CAEN Class 8299 – Other business support service activities n.e.c.. ”

- 8. Approval** of the authorization of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, to sign, on behalf of the shareholders, the Extraordinary General Meeting of Shareholders (EGMS) Resolution, the Articles of Association, as well as all documents to be adopted by the EGMS, and to perform all legal formalities required for the implementation and registration of the resolutions and decisions adopted, including with the Trade Registry, with the possibility to delegate (sub-mandate) such powers to third parties. Within the scope of the mandate thus granted, Mr. Ioan-Adrian Bindea, as well as any of his sub-mandataries, shall be entitled, without limitation, to carry out all necessary formalities for signing, on behalf of and in the name of the shareholders, all documents required for the implementation of the EGMS resolution, as well as to undertake any actions and fulfill any formalities necessary for the enforcement and registration of the resolutions adopted by the shareholders.

Agenda for the Ordinary General Meeting of Shareholders

- 1. Approval** of the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, for a mandate of minimum one (1) year starting from the date of the Ordinary General Meeting of Shareholders (OGMS), with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.
- 2. Approval** of the appointment of KPMG AUDIT S.R.L. as the financial auditor of the Company for the purpose of ensuring sustainability reporting assurance, a limited liability company incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 1, 89A București–Ploiești Road, Romania, registered with the Trade Registry under no. J40/4439/2000, sole registration code 12997279, holding authorization no. 9/11.07.2001 issued by the Chamber of Financial Auditors of Romania, and approval of the term of the financial audit services contract for a minimum duration of one (1) year, with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.
- 3. Ratification and confirmation** of the Audit Agreement concluded by the Company with KPMG AUDIT S.R.L. on August 7, 2025, for the purpose of providing assurance regarding sustainability reporting, as well as the ratification and confirmation of all acts and/or actions undertaken and/or performed by the auditor under this agreement and in accordance with the applicable legal and professional regulations, up to and including the date hereof.
- 4. Approval** of the authorization of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, to sign, on behalf of the shareholders, the OGMS Resolution, as well as all documents to be adopted by the OGMS, and to carry out all legal formalities required for the implementation and registration of the resolutions and decisions adopted, with the possibility to delegate (sub-mandate) such powers to third parties. Within the scope of the mandate thus granted, Mr. Ioan-Adrian Bindea, as well as any of his sub-mandataries, shall be entitled, without limitation, to carry out all necessary formalities for signing, on behalf of and in the name of the shareholders, all documents required for the implementation of the OGMS resolution, including the Company's Articles of Association, and to undertake any actions and fulfill any formalities necessary for the enforcement and registration of the resolutions adopted by the shareholders.

GENERAL INFORMATION ON THE OGMS and EGMS

Note: The Company recommends and encourages the shareholders:

- i) to access the informative materials related to the agenda and the forms for the OGMS and EGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://rocaindustry.ro/en/general-meetings-of-shareholders/>);
- ii) to access and exercise their right to vote within the OGMS and/or EGMS through the platform dedicated to electronic voting (<https://roc1.evot.ro/>), in accordance with the procedure set out in Section 4, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 4, 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;
- iv) to constantly check the investor page (<https://rocaindustry.ro/en/general-meetings-of-shareholders/>) for news regarding the organization of OGMS and EGMS.

1. Documents related to and in connection with the agenda of the OGMS and 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 OGMS and of the EGMS will be available on the Company's website, the section dedicated to investor relations (<https://rocaindustry.ro/en/general-meetings-of-shareholders/>).

The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the OGMS/EGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.

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

- a) the convening notice;
- b) the documents to be presented at the meeting, related to and in connection with the agenda of the OGMS and EGMS, as well as other informative materials on the issues on the agenda;
- c) general/special empowerment forms for OGMS and EGMS;
- d) correspondence ballots for OGMS and EGMS;
- e) OGMS and 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 OGMS and EGMS.

Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.
- b) **by electronic means**, at the e-mail address: investors@rocaindustry.ro, so that the requests are received by the Company by the date of **December 12, 2025, at 18:00**.
- c) shareholders who have not submitted the questions by the date of **December 12, 2025, at 18:00**, may address them directly within the OGMS/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 OGMS or the EGMS, as the case may be, and/or by posting the answer on the Company's website, respectively <https://rocaindustry.ro/en/general-meetings-of-shareholders/>. 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 117¹ 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 OGMS and/or 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 OGMS and/or 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 OGMS/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, 3rd Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at investors@rocaindustry.ro by the latest on **December 02, 2025 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 **December 4, 2025**.

3. Participation and voting in the OGMS and/or 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 **December 5, 2025**, are entitled to participate and vote in the OGMS and/or 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 OGMS and 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 the **OGMS** and/or at the **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 OGMS/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.rocclar.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.

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,

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, 3rd 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), so that they are registered as received at the Company's registry by the date of **December 11, 2025, at 18:00**. Powers of attorney not submitted within the time limit will not be considered.

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 OGMS/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, 3rd Floor, District 2 (between 10:00 and 18:00 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, 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 **December 11, 2025, at 18:00**, mentioning on the envelope in clear or in the subject of the e-mail **"For the Extraordinary General Meeting of Shareholders dated December 15/16, 2025"**, respectively **"For the Ordinary General Meeting of Shareholders dated December 15/16, 2025"**. 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 consider the possibility of the agenda of the OGMS or 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 OGMS/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, no later than **December 11, 2025, at 18:00**.

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.

4. Other information

Any specialist, consultant, expert, or financial analyst may attend the shareholders' meeting based on a prior invitation from the Board of Directors. Accredited journalists may also attend the general meeting of shareholders, unless the Chairman of the Board of Directors decides otherwise.

For further documents and information, please contact the Company at the e-mail address investors@rocaindustry.ro.

**Rudolf-Paul Vizental - permanent representative of Roca Management S.R.L.
Chairman of the Board of Directors
November 12, 2025**