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**Date: November 28, 2025**

**To: ROCA INDUSTRY HOLDINGROCK1 S.A.**

Unique registration code 44987869, J2021016918408,

**For the Extraordinary General Meeting of Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A. convened for December 15, 2025 (first call) / December 16, 2025 (second call)**

The undersigned, **Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**, a company with a one-tier management system, established and operating in accordance with the Romanian legislation, with its registered office located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd floor, Module 17, district 2, Romania, registered with the Trade Register under number J40/15602/2017, having unique registration code 38201915 (hereinafter referred to as „**Company**” or “**Roca Investments**”), represented by Roca Management S.R.L. as Administrator, through permanent representative Rudolf-Paul Vizental,

**HAVING REGARD TO:**

- (A) The convening notice published for the Extraordinary General Meeting (“**EGMS**”) and the Ordinary General Meeting (“**OGMS**”) of the Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A. for December 15, 2025, 11:00 a.m. and 11:30 a.m. respectively (first call), respectively on December 16, 2025, 11:00 a.m. and 11:30 a.m. (second call) at the address of the registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, District 2;
- (B) The fact that, in accordance with the provisions of art. 117<sup>1</sup> para. (1) of the Companies Law, art. 105. para. (3) of Law no. 24/2017, art. 189 of Regulation no. 5/2018 and art. 10.14 of the Company’s Articles of Incorporation, one or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to introduce new items on the agenda of the OGMS and/or EGMS, each item being accompanied by a justification or a draft resolution proposed for approval by the general meeting;
- (C) The undersigned status as majority shareholder of ROCA INDUSTRY HOLDINGROCK1 S.A., holding at the date of this share representing 66.04% of its share capital;

**IN THE FOLLOWING,**

**The undersigned, I hereby request the completion of the agenda of the EGMS with the following item, representing at the same time the draft decision proposed for approval:**

After item 7 on the agenda of the EGMS provided in the Convening Notice published in the Official Gazette no. 5461 of 13.11.2025, the introduction of a point 8 with the following content:

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**'8. Approval** of the implementation by the Company of a share buy-back program (**the "Program"**), in accordance with the provisions of Articles 103<sup>1</sup>–104 of Law no. 31/1990, Law no. 24/2017 and Regulation (EU) no. 596/2014 (MAR), as well as the express empowerment of the Company's Board of Directors to adopt any and all measures necessary for the implementation of the Program, to carry out all legal formalities, to select intermediaries, and to perform, within the limits set out below, all operations related to the execution of the Program, which shall have the following main characteristics:

- i) Purpose of the Program: acquisition of own shares for the purpose of reducing the share capital by cancelling the shares thus repurchased, as well as acquisition of own shares for their allocation under a Stock Option Plan (SOP);
- ii) The share capital reduction and the corresponding amendment of the Company's Articles of Association shall be subject to subsequent approval by the Extraordinary General Meeting of Shareholders of the Company and shall be carried out in compliance with all applicable legal provisions in force at that time;
- iii) Maximum number of shares to be acquired under the Program: up to 8% of the subscribed share capital as at the date of adoption of the Resolution of the Extraordinary General Meeting of Shareholders convened for 15/16 December 2025;
- iv) Minimum price per share: RON 0.7, in compliance with the legal provisions and regulations applicable to trading in financial instruments;
- v) Maximum price per share: RON 1;
- vi) Duration of the Program: from 1 January 2026 until 30 June 2027, without exceeding the maximum legal duration of 18 months provided under Article 103<sup>1</sup> (2) of Law no. 31/1990;
- vii) Source of funding: payment for the shares to be acquired shall be made from the distributable profit or from the Company's available reserves, as recorded in the latest approved annual financial statements, excluding legal reserves;
- viii) Method of acquisition: the acquisition of shares shall be carried out on the regulated market on which the Company's shares are listed or through public tender offers, where applicable, in compliance with all approvals and procedures required under the applicable legislation."

We request that the following items on the agenda be renumbered accordingly.

**Justification note:**

The proposal for the approval of a share buy-back program aims to provide the Company with a flexible tool for the efficient management of equity. By carrying out such a program, the Company can use the acquired shares both for possible reductions in the share capital and for the implementation of Stock Option Plan programs aimed at motivating and aligning the interests of key personnel with those of shareholders. The operation falls within the usual practice of listed companies and enables the Company to act swiftly and efficiently in line with market developments and its financial needs, while complying with all applicable legal requirements.

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At the same time, we request the publication of this letter in accordance with the reporting obligations and transparency requirements applicable to the Company. Furthermore, in Annex no. 1 to this document, we attach the draft resolution corresponding to the above.

We are at your disposal for any clarifications you may require in relation to the respective proposal to complete the EGMS agenda.

Sincerely,

**Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**

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**ANNEX 1 - Draft resolution corresponding to the item proposed for the agenda of the extraordinary general meeting of shareholders:**

**EGMS DECISION NO. 8:**

Validly present or represented or voting validly by correspondence, shareholders holding [to be inserted] voting rights, representing [to be inserted] % of the share capital, and [to be inserted] % of the total voting rights,

A number of [to be inserted] votes representing [to be inserted] shares, [to be inserted] % of the share capital, [to be inserted] % of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and [to be inserted] % of the total voting rights, having been validly expressed;

With [to be inserted] valid votes cast "for" shareholders representing [to be inserted] % of the total number of votes held by shareholders present, represented or who cast their vote by mail and [to be inserted] % of the total voting rights,

With [to be inserted] valid votes cast "against" the shareholders representing [to be inserted] % of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and [to be inserted] % of the total voting rights;

Having been [to be inserted] abstentions and [to be inserted] unspoken votes:

**Shareholders [approved/rejected]:** the implementation by the Company of a share buy-back program (**the "Program"**), in accordance with the provisions of Articles 103<sup>1</sup>–104 of Law no. 31/1990, Law no. 24/2017 and Regulation (EU) no. 596/2014 (MAR), as well as the express empowerment of the Company's Board of Directors to adopt any and all measures necessary for the implementation of the Program, to carry out all legal formalities, to select intermediaries, and to perform, within the limits set out below, all operations related to the execution of the Program, which shall have the following main characteristics:

- i) Purpose of the Program: acquisition of own shares for the purpose of reducing the share capital by cancelling the shares thus repurchased, as well as acquisition of own shares for their allocation under a Stock Option Plan (SOP);
- ii) The share capital reduction and the corresponding amendment of the Company's Articles of Association shall be subject to subsequent approval by the Extraordinary General Meeting of Shareholders of the Company and shall be carried out in compliance with all applicable legal provisions in force at that time;
- iii) Maximum number of shares to be acquired under the Program: up to 8% of the subscribed share capital as at the date of adoption of the Resolution of the Extraordinary General Meeting of Shareholders convened for 15/16 December 2025;
- iv) Minimum price per share: RON 0.7, in compliance with the legal provisions and regulations applicable to trading in financial instruments;
- v) Maximum price per share: RON 1;

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- vi) Duration of the Program: from 1 January 2026 until 30 June 2027, without exceeding the maximum legal duration of 18 months provided under Article 103<sup>1</sup> (2) of Law no. 31/1990;
- vii) Source of funding: payment for the shares to be acquired shall be made from the distributable profit or from the Company's available reserves, as recorded in the latest approved annual financial statements, excluding legal reserves;
- viii) Method of acquisition: the acquisition of shares shall be carried out on the regulated market on which the Company's shares are listed or through public tender offers, where applicable, in compliance with all approvals and procedures required under the applicable legislation.