



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

DATED 27.02.2026

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. J2021016918408, 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 27.02.2026, at 11:00, at the second 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, Chief Executive Officer, having as secretary of the meeting elected Ms. Alexandra-Gabriela Țițan and as technical secretary Ms. Mădălina-Gabriela Grozea,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 27.02.2026, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 21.02591% of the share capital and 21.02591% 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 Company’s Articles of Association, the Extraordinary General Meeting of Shareholders (EGMS) was convened by the Board of Directors through the notice dated 23 January 2026, published in the Official Gazette, Part IV, no. 350 of 26 January 2026, in the online newspaper *Jurnalul Național* of 26 January 2026, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 25 January 2026;
- The fact that, at the EGMS meeting of 27.02.2026 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 16 February 2026, 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,

as well as the agenda for the EGMS meeting of 26 February 2026, described below:

1. **Approval** of the update of the Company’s Articles of Association, by amending Article 9.3 and Article 9.5. letters h) and i), as follows:

“Art. 9.3. The ordinary general meeting shall be held at least once a year, within no more than five (5) months from the end of the financial year.

[...]

Art. 9.5.

[...]

h) acts for the acquisition, disposal, exchange, or establishment of security interests over assets classified as fixed assets of the Company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, excluding long-term receivables.

i) leases of tangible assets for a period longer than one year, whose individual or cumulative value in relation to the same counterparty or the same involved persons or persons acting in concert exceeds 20% of the total value of fixed assets, excluding long-term receivables, as at the date of conclusion of the legal act, as well as joint ventures/associations for a period longer than one year, exceeding the same threshold.”

- 2. 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.

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 52,285,589 voting rights, representing 21.02591% of the share capital, and 21.02591% of the total voting rights,

A number of 51,641,191 votes representing 51,641,191 shares, 20.76677% of the share capital, 98.76754% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 20.76677% of the total voting rights, having been validly expressed;

With 51,541,191 valid votes cast "for" shareholders representing 98.57628% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 20.72656% of the total voting rights,

With 100,000 valid votes cast "against" the shareholders representing 0.19126% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.04021% of the total voting rights;

Having been 644,398 abstentions and unspoken votes:

Shareholders approved the update of the Company's Articles of Association, by amending Article 9.3 and Article 9.5. letters h) and i), as follows:

"Art. 9.3. The ordinary general meeting shall be held at least once a year, within no more than five (5) months from the end of the financial year.

[...]

Art. 9.5.

[...]

h) acts for the acquisition, disposal, exchange, or establishment of security interests over assets classified as fixed assets of the Company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, excluding long-term receivables.

i) leases of tangible assets for a period longer than one year, whose individual or cumulative value in relation to the same counterparty or the same involved persons or persons acting in concert exceeds 20% of the total value of fixed assets, excluding long-term receivables, as at the date of conclusion of the legal act, as well as joint ventures/associations for a period longer than one year, exceeding the same threshold."

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 52,285,589 voting rights, representing 21.02591% of the share capital, and 21.02591% of the total voting rights,

A number of 51,817,481 votes representing 51,817,481 shares, 20.83766% of the share capital, 99.10471% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 20.83766% of the total voting rights, having been validly expressed;

With 51,817,481 valid votes cast "for" shareholders representing 99.10471% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 20.83766% of the total voting rights,

With 0 valid votes cast "against" the shareholders representing 0% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0% of the total voting rights;

Having been 468,108 abstentions and unspoken votes:

Shareholders approved 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.

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 27 February 2026.

Written and signed today, 27 February 2026, in 4 (four) originals.

Chairman of the EGMS

Ioan-Adrian Bindea

Meeting secretary

Alexandra-Gabriela Țițan

Technical secretary

Mădălina-Gabriela Grozea
