

ARTICLES OF INCORPORATION OF
ROCA INDUSTRY HOLDINGROCK1 S.A.

(COMPANY MANAGED IN THE UNITARY SYSTEM)

Updated on February 27, 2026

CHAPTER I – COMPANY’S CORPORATE NAME AND HEADQUARTERS

Art. 1.1. The name of the company is **ROCA INDUSTRY HOLDINGROCK1 S.A.**, as available and reserved with the Trade Registry Office attached to the Bucharest Tribunal under no. 328750 dated 5 May 2022.

Art. 1.2. All documents, letters or publications issued by the company will specify its corporate name followed by the words “joint-stock company” or the initials “S.A.”, the registered office, the share capital, as well as the registration number and the sole registration code.

Art.1.3 The registered office is located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd floor, sector 2.

Art.1.4 The company’s registered office may be changed to any other place based on the decision of the board of directors.

Art.1.5. The company may establish or dissolve secondary offices – branches, agencies, representative offices or any other such units without legal personality – pursuant to a decision of the board of directors.

CHAPTER II – COMPANY’S CORPORATE FORM

Art. 2.1. The company is a Romanian legal person established as a open joint-stock company, admitted to trading on a regulated market and carries out its activity in accordance with these Articles of Association, Companies Law 31/1990, republished, as further amended and supplemented, and the Romanian applicable law on issuers of financial instruments.

Art. 2.2. The obligations of the company are guaranteed by its patrimony. Each shareholder of the company will be liable only up to the amount of the subscribed share capital.

CHAPTER III – COMPANY’S DURATION

Art.3.1. The company will operate for an undetermined period of time.

CHAPTER IV – COMPANY'S OBJECT OF ACTIVITY

Art.4.1. The main field of activity is represented by **Activities of holding companies and financing channels**, which corresponds to NACE group 642.

- **main activity: NACE class 6421 - Activities of holding companies**

- Secondary activities :

NACE class 4619 - Intermediation in the trade of miscellaneous products

NACE class 7010 - Activities of directorates (centrals), centralized administrative offices

NACE class 7020 - Business and management consulting activities

NACE class 7330 - Activities in the field of public relations and communication

NACE class 7499 - Other professional, scientific and technical activities n.e.c.

NACE class 8110 - Combined support service activities

NACE class 8210 - Secretarial activities and support services

NACE class 8291 - Activities of collection agencies and credit reporting offices

NACE class 8299 - Other support service activities for enterprises n.e.c.

Art. 4.2. The company's activity may also be carried out in markets, fairs and fairs, etc.

Art. 4.3. The company may also carry out import-export activities, advertising, advertising of its own products, obtaining financing for carrying out the mentioned activities, etc.

Art.4.4. All categories of activities will be carried out based on the permits, endorsements, approvals provided by the law, in compliance with quality standards, while observing sanitary and hygienic rules, labour protection, fire protection, preservation of the quality of the environment, intellectual property ownership rules etc.

CHAPTER V – SHARE CAPITAL

Art.5.1. The company's subscribed and paid-up share capital is RON 248,672,220 and the paid-up share capital is RON 248,672,220 , of which RON 71,012,290 represents contribution in kind and RON 177,659,930 contribution in cash, paid as follows: RON 248,177,350 and EUR 100,000 representing the equivalent of RON 494,870 at the exchange rate of EUR 1 = RON 4.9487 published by the National Bank of Romania on 24 November 2021, which is also the subscription date. The share capital is divided into 248,672,220 shares, with a nominal value of RON 1 / share.

CHAPTER VI. SHARES

Art.6.1. All the shares issued by the company are ordinary, nominative and indivisible, issued in dematerialised form by registration in the Company's shareholders' register, kept by Depozitarul Central S.A..

Art.6.2. The shares have equal value and confer equal rights to their holders, being freely transferable.

CHAPTER VII. RIGHTS AND OBLIGATIONS DERIVING FROM THE SHARES

Art.7.1. Each share confers on its holder the right to a vote in the general meeting of shareholders (unless certain voting rights related to the shares are suspended in accordance with the applicable legislation), the right to elect and be elected to the management bodies, the right to participate in the distribution of profits.

Art.7.2. The holding of shares implies adherence to the provisions of the articles of incorporation.

Art.7.3. The shareholders will not be liable for the company's debts, being only required to pay the subscribed share capital.

Art.7.4. The rights and obligations related to the shares follow the shares in case of their transfer to the patrimony of other persons.

Art.7.5. If at a certain general meeting voting rights are suspended, the suspended voting rights will not be taken into account when determining the quorum of attendance and the majority required for the adoption of resolutions.

Art.7.6. The Company's shares are admitted to trading on the regulated market operated by Bursa de Valori București S.A. (the Bucharest Stock Exchange, "BSE") (Main segment, Standard category).

CHAP. VIII. TRANSFER OF SHARES

Art.8.1. The shares are indivisible for the company, which acknowledges the existence of only one owner for each share. If several persons hold a share jointly, they will have to designate a representative to exercise the rights deriving from the ownership right over that share.

Art.8.2. The ownership right over the shares is transferred in accordance with the regulations of the capital market, the BSE and the Central Depository.

CHAPTER IX. GENERAL MEETINGS OF SHAREHOLDERS

Art.9.1. The general meeting of shareholders is the governing body of the Company.

Art.9.2. The general meetings of shareholders are ordinary and extraordinary.

Art.9.3. The ordinary general meeting shall meet at least once a year, no later than 5 months from the end of the financial year.

Art.9.4. The ordinary general meeting of shareholders has the duties stipulated by law, among which are:

- a) discussing, approving or amending the annual financial statements, based on the reports submitted by the Board of Directors and the financial auditor;
- b) approving the profit distribution according to the law and establishing the dividend;
- c) appointing and revoking the members of the Board of Directors and establishing the level of their remuneration;
- d) approving the mandate agreements of the members of the Board of Directors;
- e) appointing and revoking the financial auditor and setting the minimum term of the financial audit agreement;
- f) deciding on the management activity of the directors and on the discharge of liability, in accordance with the law;
- g) establishing the income and expenses budget and setting out the activity schedule, as the case may be, for the following financial year;
- h) establishing the income and expenses budget consolidated at the holding level represented by the Company and its subsidiaries;
- i) deciding on mortgaging or leasing or closing of one or more units of the company;
- j) deciding on other matters which are included on the agenda of the Ordinary General Meeting of Shareholders and which are within its competence in accordance with the law.

Art.9.5. The extraordinary general meeting of shareholders will be held whenever necessary to take a decision falling within the scope of its duties. The duties of the extraordinary general meeting of shareholders are those stipulated by the law, among them shareholders approving:

- a) the change the legal form of the company;
- b) the change of the company's main object of activity;
- c) the increase of the share capital, as well as decreasing the share capital, of replenish it by issuing new shares;
- d) the merger with other companies or the division of the company;
- e) the dissolution of the company;
- f) the conversion of shares from one class into another;
- g) the issue of bonds or the conversion of one category of bonds into another category or into shares;

- h) any act of acquiring, alienating, exchanging or lodging as collateral certain assets included in the category of fixed assets of the Company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, less fixed receivables;
- i) any leases of tangible assets, for a period exceeding one year, whose individual or cumulative value in connection with the same contracting party or the same persons involved or acting in concert exceeds 20% of the total value of the fixed assets, less fixed receivables on the conclusion date of the legal act, as well as associations for a period longer than one year, exceeding the same value;
- j) any other amendment to the Articles of Incorporation;
- k) any other resolution for which the approval of the Extraordinary General Meeting of Shareholders is required.

Art.9.6. Pursuant to art. 113 and art. 114 para. (1) of Law no. 31/1990 on companies, republished, with subsequent amendments and completions, the Extraordinary General Meeting delegated to the Company's Board of Directors the decisions regarding the relocation of the company's headquarters, the establishment or dissolution of secondary offices - branches, agencies, representative offices or other such units without legal personality, as well as the change of the company's object of activity, if it does not concern the company's main field and activity.

CHAPTER X. CONVENING OF THE GENERAL MEETING OF SHAREHOLDERS

Art.10.1 The General Meeting is convened by the Board of Directors whenever necessary.

Art.10.2. The Board of Directors is required to convene the general meeting of shareholders („GMS”) as soon as possible, at the request of the shareholders representing individually or together at least 5% of the share capital, if such request contains provisions that fall within the scope of its duties. In this case, the GMS will be convened within 30 days and will be held within 60 days from the date of registration of the aforementioned request with the Company.

Art.10.3. The term of the meeting may not be less than 30 days from the publication of the convening notice in the Official Gazette of Romania, Part IV.

Art.10.4. The convening notice shall be published in the Official Gazette of Romania, Part IV, and in one widespread newspaper published in the locality where the company's registered office is located or in the nearest locality.

Art.10.5. The convening notice, as well as all materials related to the agenda, are also made public on the Company's website, under Investors, General Meeting of Shareholders section.

Art.10.6. The convening notice will contain the place and date of the meeting, as well as the agenda, expressly specifying all the matters to be debated during the meeting and any other elements requested by the law (including those provided by the laws and regulations applicable to the capital market).

Art.10.7. If the appointment of members of the Board of Directors is on the agenda, the convening notice will specify that the list containing information regarding the name, domicile and professional qualification of the persons proposed for the position of director is available for the shareholders and may be consulted and supplemented by them.

Art.10.8. When the agenda contains proposals for the amendment of the articles of incorporation, the convening notice must contain the full wording of such proposals.

Art.10.9. The general meeting of shareholders will be held at the company's registered office or at any other location in the country or abroad, as indicated in the convening notice.

Art.10.10. The general meeting of shareholders may also take place by correspondence, as well as by any electronic means, including but not limited to, teleconferences and videoconferences.

Art.10.11. The convening notice for the first general meeting may set the date and time for the second general meeting, to be held in case the necessary quorum is not met at the first general meeting of shareholders. The second general meeting of shareholders may not be held on the day set for the first general meeting of shareholders. The term provided in art. 10.3 does not apply to the second or subsequent convocation of the general meeting determined by the failure to achieve the quorum required for the first convened meeting, provided that the legal provisions have been complied with at the first convocation, no new item has been added to the agenda compared to the first convening notice and at least 10 days between the final convocation and the date of the general meeting have elapsed.

Art.10.12. The annual financial statements, the annual report of the Board of Directors, the proposal regarding the distribution of dividends and any other relevant materials for the general meeting of shareholders are made available to the shareholders on the Company's website, throughout the entire period which begins at least 30 days before the date of the general meeting and ending on the date of the meeting, inclusively. Copies of such documents will be issued to the shareholders, upon request. The amounts charged for the issuance of copies may not exceed the administrative costs involved in the provision thereof.

Art.10.13. Before the date of the general meeting of shareholders, each shareholder may address written questions to the Board of Directors regarding the activity of the Company, and such questions will be answered during the meeting. The answer will be deemed to have been given if the requested information is published on the Company's Internet page, in the "General Meeting of Shareholders" section.

Art.10.14. One or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to put new items on the agenda of the general meeting, namely, to present draft resolutions for the items *included* on the agenda within a maximum period of 15 days from the publication of the convening notice and under the conditions provided by the law. Insofar as the request to supplement the agenda fulfils all legal conditions, the Board of Directors will resubmit the convening notice with the supplemented agenda no later than 10 days before the date set for the general meeting of shareholders indicated in the convening notice and before the reference date of the general meeting of shareholders.

Art.10.15. The Board of Directors will set a reference date for the shareholders entitled to be notified of, *and* vote at the general meeting of shareholders, which date will remain valid even if the general meeting of shareholders is convened again due to a lack of quorum. The reference date will be established in compliance with the applicable legal provisions.

Art.10.16. The shareholders representing the entire share capital will be able to hold, unless any of them opposes to it, a general meeting and to take any resolution within the competence of the meeting, without observing the formalities required for its convocation, if all shareholders are present or represented.

CHAPTER XI. ORGANISATION OF THE GENERAL MEETING OF SHAREHOLDERS

Art.11.1. The general meetings will be validly constituted and may adopt resolutions if the quorum requirements laid down by Companies Law 31/1990, republished, as subsequently amended and supplemented, are fulfilled.

Art.11.2. For the validity of the deliberations of the ordinary general meeting of the shareholders gathered at the first call, shareholders representing at least one quarter (1/4) of the total number of voting rights must attend the meeting. The ordinary general meeting of the shareholders will adopt decisions with the majority of the votes casted by the shareholders present or validly represented in the meeting. An "abstention" vote shall not be deemed to be a vote cast for the purpose of determining the majority required to pass a resolution at an ordinary general meeting of shareholders.

Art.11.3. In case the quorum provided at Art. 11.1. is not duly met, at the second call, the ordinary general meeting of the shareholders may decide on the items on the agenda of the first meeting irrespective of the quorum, taking decisions with the majority of the votes casted by the shareholders present or validly represented in the meeting.

Art.11.4. For the valid deliberations of the extraordinary general meeting of the shareholders, the following are necessary:

- a) at the first convening, the presence of shareholders representing at least one quarter of the total number of voting rights, and decisions must be taken with the majority of the votes held by the shareholders present or validly represented in the meeting,
- b) at the second and subsequent convening, the extraordinary general meeting of the shareholders can deliberate with respect to the items on the agenda of the first meeting in the presence of the shareholders holding at least one fifth of the total number of voting rights and can adopt decisions with the majority of the votes held by the shareholders present or validly represented in the meeting.

Art.11.5. Exception to the provisions of Art.11.4. make:

- a) decisions to change the company's main object of activity, to reduce or increase the share capital, to change the legal form, decisions on merger, division or dissolution of the company, such decisions being taken by a majority of at least two thirds of the voting rights held by the shareholders present or represented,
- b) in the case of an increase in the share capital by cash contribution, the annulment of the shareholders' pre-emptive right to subscribe new shares must be decided in the extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of the shareholders representing at least $\frac{3}{4}$ of the voting rights,
- c) the share capital increase by in kind contribution shall be approved by the extraordinary general meeting of shareholders attended by shareholders representing at least 85% of the subscribed share capital, and with the vote of the shareholders representing at least $\frac{3}{4}$ of the voting rights.

Art.11.6. The general meeting of shareholders is chaired by the Chairman of the Board of Directors of the company. In the absence of the Chairman of the Board of Directors, the meeting shall be opened and chaired by a member of the Board of Directors appointed for this purpose by the Chairman of the Board of Directors.

Art.11.7. The Chairman of the General Meeting of Shareholders may appoint from among the company's employees one or more technical secretaries who will have the following duties: (i) drawing up the minutes regarding the quorum and fulfilling all the legal and statutory formalities for the proper holding of the respective general meeting of shareholders, (ii) participating in all activities carried out by the secretaries of the meeting.

Art.11.8. The general meeting of shareholders appoints from among the shareholders attending the meeting or their representatives, one to three secretaries who will check the shareholders' attendance list, the share capital represented by each shareholder, the minutes drawn up by the technical secretaries and the fulfilment of all the formalities required by law and by the articles of incorporation for holding the general meeting of shareholders, will draw up the minutes of the

meeting and, if applicable, will distribute and centralise the ballot papers and count the votes, after which the Chairman of the General Meeting of Shareholders will declare the meeting legally and statutorily convened and will open the deliberations on the items included on the agenda.

Art.11.9. The secretary(s) of the general meeting of shareholders shall draw up the minutes of the meeting, which shall be signed by the Chairman of the Board of Directors or by the person presiding over the general meeting of shareholders, as well as by the secretary of the general meeting of shareholders.

Art.11.10. The minutes ascertain the fulfilment of the convocation formalities, the date and place of the general meeting of shareholders, the shareholders who attend the meeting in person or by proxy, the number of shares held by the shareholders who attend the meeting in person or by proxy, the summary of deliberations and the adopted resolutions and, at the request of shareholders, the shareholders' statements given during the meeting. All documents concerning the convocation of the general meeting of shareholders and the shareholders' attendance list will be attached to the minutes.

Art.11.11. The minutes signed by the president and the secretary or secretaries of the general meeting of shareholders will be recorded in the register of meetings and deliberations of the general meetings.

CHAPTER XII. PARTICIPATION IN THE GENERAL MEETING OF SHAREHOLDERS

Art.12.1. Shareholders' participation to the general meeting of the shareholders is made in person or by representative according to the legal provisions. Shareholders may also be represented by other persons than shareholders. The special powers of attorney and the general powers of attorney, upon their first use, will be submitted at the Company's headquarters or will be transmitted to the Company to be registered at the Company's registration office with at least 2 (two) working days prior to the date of the meeting at its first convening, in accordance with the requirements of applicable legal provisions (including applicable capital market laws and regulations).

Art.12.2. After ascertaining that the requirements imposed by the law and by the articles of association in relation to the holding of general meetings have been met, each item on the agenda will be subject to deliberations and will be put to vote.

Art.12.3. The right to vote cannot be transferred. The resolutions of general meetings are taken by open vote. The secret vote is mandatory for the appointment or removal of the members of the board of directors, for the appointment, removal of financial auditors and for adopting resolutions regarding the liability of the company's administrative, management and control bodies.

Art.12.4. The resolutions adopted by the general meeting of shareholders in accordance with the law and the articles of association are binding even upon the shareholders who did not attend the meeting or voted against, under the conditions laid down by Companies Law 31/1990, republished, as subsequently amended and supplemented.

Art.12.5. In order to be binding upon third parties, the resolutions of the general meeting must be submitted to the National Trade Registry Office within fifteen (15) days from the date of the general meeting of shareholders and will be published in the Official Gazette.

CHAPTER XIII. ADMINISTRATION OF THE COMPANY

Art.13.1. The Company is managed in a one-tier (unitary) system by a Board of Directors elected by the Ordinary General Meeting of Shareholders for a term of 4 years, except for the first members of the Board of Directors who will be appointed for a period not exceeding 2 (two) years. The Board of Directors consists of five (5) members.

Art.13.2. Not more than one member of the Board of Directors may be the Executive Director of the Company, who may be elected as Chairman of the Board of Directors.

Art.13.3. The Board of Directors shall elect from among its members a Chairman of the Board of Directors, for a period that may not exceed the duration of his term of office as a member of the Board of Directors.

Art.13.4. The Board of Directors may be revoked or replaced at any time by the ordinary general meeting of shareholders of the company and may consist of members who are natural persons, Romanian or foreign citizens, or legal persons, of Romanian or foreign nationality, who may be shareholders or persons outside the company.

Art.13.5. When a position as member in the Board of Directors becomes vacant, the Board of Directors appoints a temporary director until the next ordinary general meeting of shareholders convened to appoint a new director.

Art.13.6. If the vacancy in Art. 13.5. causes the number of directors to fall below the legal minimum, the ordinary general meeting of shareholders will elect a new director to fill such vacant position. The duration for which the new director is elected to fill the vacant position will be equal to the period remaining until the expiry of the term of office of the director's predecessor.

Art.13.7. The Board of Directors shall carry out its activity in accordance with the provisions of Law no. 31/1990 on companies, republished, with subsequent amendments and completions.

Art.13.8. The Board of Directors may hold meetings by telephone, video conference or correspondence. The content of the minutes drawn up after such a meeting by telephone, video conference or correspondence must be confirmed in writing by all members of the Board of Directors who participated in the meeting.

Art.13.9. The Board of Directors appoints and removes the General Manager of the company, establishes his/her duties and remuneration.

Art.13.10. In relations with third parties, the company is represented by the General Manager, to whom the management duties of the Company have been delegated, having powers of representation and employment of the company. The Board of Directors represents the company in relations with the directors.

Art.13.11. The Board of Directors may set up various specialised committees under its authority in accordance with the legal provisions on the capital market.

CHAPTER XIV. ATTRIBUTIONS OF THE ADMINISTRATIVE BODIES.

Art.14.1. The main duties of the board of directors are:

- a. based on the power of attorney received from the General Meeting of Shareholders, it decides on: (1) the relocation of the company's headquarters; (2) obtaining or granting loans, pledging, selling or renting the company's assets, except for those which are in charge of the extraordinary general meeting of shareholders, according to art. 9.5. lit. h), i) above; (3) the extension of the company's object of activity, the establishment or dissolution of secondary offices - branches, agencies, representative offices or other such units without legal personality and (4) the change of the company's object of activity, if it does not concern the company's main field and activity;
- b. establishing the main directions of activity and development of the company;
- c. establishing the accounting policies and the financial control system, as well as approving financial planning;
- d. appointment and dismissal of managers and determination of their remuneration;
- e. supervising the managers' activity;
- f. preparing the annual report, organizing the general meeting of shareholders and implementing its resolutions;
- g. the submission of the application to open the company's insolvency procedure, according to Law no. 85/2014 on the insolvency procedure, with subsequent amendments and completions.
- h. the fulfillment of the duties delegated to the Board of Directors by the General Shareholders' Meeting, if applicable;
- i. representing the Company in its relations with the Company's managers;
- j. other duties provided by law.

Art.14.2 The Board of Directors delegates the management of the company to one or more managers, appointing one of them as general manager, establishing at the same time their competences.

CHAPTER XV. EXECUTIVE MANAGEMENT

Art.15.1 The manager of a joint stock company is only that person who has been mandated with company management duties. Any other person, irrespective of the technical title of its position held within the company are excluded from the application of the provisions hereof that are applicable in relation to the managers of a joint stock company.

Art.15.2 The managers are in charge with all measures required to manage the company, within the limits of the company's object of activity and complying with the exclusive powers reserved by the law or by the articles of association to the board of directors and to the general meeting of shareholders.

Art.15.3 The Board of Directors is in charge with supervising the activity carried out by the managers. Any director may request the managers to provide him/her with information in relation to the company's operational management. The managers will inform the board of directors on the operations that have been carried out and on those that are considered.

Art.15.4 The Managers of the Company are appointed by the Board of Directors for a maximum term of four years, with the possibility of re-election for subsequent terms.

Art.15.5 The Company's managers shall each enter into a mandate agreement with the Company for the period determined by the Board of Directors, which shall include the rights and obligations and duties of the Managers and the remuneration received by them.

Art.15.6. The General Manager/ Chief Executive Officer shall have in principle the following attributions:

- a. to represent the company in its dealings with third parties and has the power to decide in relation to the company's current operations;
- b. to represent the Company at general meetings of the shareholders of the Company's subsidiaries and of the companies in which the Company is a shareholder, having the power to decide on the votes cast at the meetings;
- c. to submit to the board of directors a proposal for the company's business and development strategy and policy;
- d. to submit to the board of directors a proposal for the company's organisational structure, the number of job positions as well as the rules for the creation of operational and production departments;

- e. to negotiate and sign the collective labour agreement at company level based on the specific mandate granted by the board of directors;
- f. to conclude the labour agreements in line with the conditions imposed by the board of directors and in accordance with the Labour Code and to dismiss the company's personnel;
- g. to resolve any issue entrusted to him/her by the company's sole director/board of directors.

CHAPTER XVI. CONTROL OF THE COMPANY'S MANAGEMENT. FINANCIAL AUDITOR

Art.16.1. The company's activity will be audited by a financial auditor, appointed by the general meeting, from among the auditors who meet the criteria and conditions established by the legislation in the field and are active members of the Chamber of Financial Auditors of Romania.

Art.16.2. The attributions, responsibilities and competences of the Company's financial auditor are provided by the legislation in force, as well as in the provisions of the contract for the provision of financial audit services, according to which the auditor will perform, inter alia, the following activities:

- i) prepare an annual report containing its opinion, according to the professional standards published by the Chamber of Financial Auditors of Romania, on the financial operations carried out by the company in the previous financial year; and
- ii) review the Company's practices and procedures and, if it considers them to be inappropriate, make recommendations to the Company on any remedial methods.

Art.16.3. The auditor shall examine each important report of the activity to be presented to the General Meeting, including, but not limited to, the financial statements prepared in accordance with the applicable accounting rules, and shall verify that they contain accurate data and that they are in accordance with the existing legal provisions.

Art.16.4. The report of the financial auditor, together with his opinion, shall be presented to the General Assembly, together with the annual financial statements.

Art.16.5. The financial auditor can:

1. convene the ordinary or extraordinary general meeting in place of the directors;
2. attend the ordinary and extraordinary general assemblies and submit to their debate the issues they consider necessary;
3. ascertain and certify the deposit of guarantees by the administrators;
4. participate in the meetings of the Board of Directors without having the right to vote.

CHAPTER XVII. DISSOLUTION OF THE COMPANY

Art.17.1. The following situations lead to the dissolution of the company:

- a) the impossibility of carrying out the company's object of activity or its realization;
- b) bankruptcy;
- c) loss of half of the share capital, after the reserve fund has been consumed, if the general meeting of shareholders does not decide to supplement the capital or reduce it to the remaining amount;
- d) in any other situation, according to the applicable law or based on the decision of the general meeting of shareholders.

Art.17.2. The dissolution of the company has the effect of opening the liquidation procedure. The dissolution takes place without liquidation in the event of a total merger or division of the company or in other cases provided by law.

Art.17.3. The dissolution of the company must be registered in the Trade Register and published in the Official Gazette of Romania, Part IV – a, according to the legal provisions in force.

CHAPTER XVIII. LIQUIDATION OF THE COMPANY

Art.18.1. The company being dissolved, the appointed liquidators must start the liquidation procedure in accordance with the provisions of Law no. 31/1990 on companies, republished, with subsequent amendments and completions.

Art.18.2. The liquidators may be Romanian or foreign natural or legal persons, authorized under the law. The liquidation of the company and the distribution of the patrimony are made under the conditions and in compliance with the proceedings stipulated by the law.

CHAP. XIX. FINAL PROVISIONS

Art.19.1. Any dispute arising out of or referring to the current Articles of Incorporation, or to the violation of these Articles of Incorporation shall be settled by the competent courts.

Art.19.2. The provisions of these Articles of Association shall be supplemented by the legal provisions regarding companies and other legal provisions in force.

IN VIEW OF THE ABOVE, these Articles of Incorporation were signed on February 27, 2026, in 2 (two) original copies.

CEO
IOAN-ADRIAN BINDEA
