

ROCA INDUSTRY HOLDINGROCK1 S.A.'S BOARD OF DIRECTORS PROFILE

1. Introduction

The Board of Directors profile (“**Board Profile**”) of Roca Industry Holdingrock1 S.A., a joint-stock company established and operating under Romanian law, registered with the Bucharest Trade Registry under no. J2021016918408, with sole registration code 44987869, and having its registered office at 4 Gara Herăstrău Street, Building A, 3rd floor, Sector 2, Bucharest (the “**Company**”), as adopted by the Board of Directors (“**Board**”) on August 20, 2025, defines the attributes, competencies, and qualifications required for the members to effectively fulfill their oversight and strategic responsibilities. The profile serves as a guideline for the nomination, selection, and evaluation of directors, as well as to ensure a balanced structure aligned with the needs of the Company and its shareholders.

The Company’s Board of Directors considers adherence to high standards of corporate governance as essential, enabling the management of the Company in the best interests of its key stakeholders, increasing its appeal to potential investors, and fulfilling its long-term aspirations.

In case of any discrepancies between the Board Profile, the law, and the Articles of Association, the law or the Articles of Association shall prevail.

2. General principles

- 2.1. The Board of Directors consists of five (5) members appointed by the Ordinary General Meeting of Shareholders (“OGMS”), with the possibility of being re-elected for subsequent terms.
- 2.2. The Board has a supervisory role over the Company’s activities and executive management, aiming to ensure the strategic development of the Group (defined as ROCA Industry together with its subsidiaries), acting in the best interests of the Company, its shareholders, and all stakeholders.
- 2.3. The composition of the Board must ensure:
 - Independence and critical thinking in relation to executive management;
 - Complementarity among members, through a balanced mix of experiences and competencies;
 - Diversity in gender, age, professional background, and perspective.
- 2.4. Each member must possess solid business experience, personal and professional integrity, and the ability to make decisions in the long-term interest of the Company.

3. Nomination of Board Members

- 3.1 The OGMS appoints the members of the Board of Directors, with candidates being proposed by shareholders or by existing Board members. The Board of Directors, through the Nomination and Remuneration Committee, oversees the nomination process to ensure that candidates meet independence criteria and comply with the Board Profile.
- 3.2 When nominating candidates, their expertise and competencies will be considered, such that, collectively, they meet the Company's strategic needs and possess at least the following abilities::
- a) **Industry and operations** – in-depth knowledge of the construction materials sector and related industries; at least one member must hold such expertise.
 - b) **Business and strategy** – commercial and leadership experience, capable of supporting a solid strategic vision and a deep understanding of the Company's operations.
 - c) **Finance, audit, and risk** – at least one director must have knowledge of accounting and audit. Additionally, at least one director must have substantial knowledge and experience in risk management and internal control, with the necessary ability to lead Board discussions on risk matters.
 - d) **Market and customers** – understanding of market dynamics and the relationship with customers and partners, both locally and internationally.
 - e) **Corporate governance and sustainability** – experience in governance structures and the implementation of good governance principles, as well as knowledge of social responsibility and environmental factors relevant to listed companies.
- 3.3 An additional criterion, in accordance with Chapter V¹ of Law no. 24/2017 on issuers of financial instruments and market operations, is compliance with the gender balance principle in the board structure of listed companies. Considering that, by June 30, 2026, each listed company is required to achieve one of the following objectives:
- a. At least 40% of non-executive director positions are held by members of the underrepresented gender; or
 - b. At least 33% of all director positions (executive and non-executive) are held by members of the underrepresented gender,

The Board of Directors recommends that shareholders take these legal provisions into account during the candidate nomination process and contribute to a balanced and diverse Board structure.

4. Individual Qualification Criteria for Nominated Candidates

- 4.1. In addition to the aforementioned criteria, each appointed member must also meet the following:
- a) Independence of thought and critical analytical skills;
 - b) High integrity and ethical standards, appropriate conduct, good reputation, and no record of financial misconduct, fraud, or criminal offenses;

- c) Awareness of economic, social, and governance developments;
 - d) Relationship-building and teamwork abilities, fostering constructive collaboration;
 - e) Ability to dedicate sufficient time and energy to the role;
 - f) Availability to actively participate in Board and committee meetings;
 - g) Relevant experience in overseeing listed companies and fulfilling capital market obligations;
 - h) Strong commitment to the Company's vision and strategic objectives;
- 4.2. The OGMS appoints the directors for a mandate governed by the Articles of Association. There are no restrictions on successive term renewals.

5. EVALUATION

- 5.1. The Board of Directors will be evaluated annually, analyzing its composition, efficiency, and working methods in relation to the Company's strategy and needs. Based on this evaluation, the Board Profile may be revised.

6. APPROVAL AND REVISION OF THE BOARD PROFILE

This Board Profile may be amended by the Board periodically, following reassessment or as a result of conclusions from the annual evaluation. The Nomination and Remuneration Committee shall issue a recommendation to the Board regarding the approval or revision of the Board Profile.