

## **Supporting Note for Implementing a Stock Option Plan, as a Compensation and Retention Program for the management teams of ROCA Industry Holdingrock1 S.A. (“ROCA Industry”) and its subsidiaries**

According to the Fiscal Code (Law no. 227/2015), a "**stock option plan**" ("**SOP**") represents "*a program initiated within a legal entity whereby employees, administrators, and/or directors thereof or of affiliated legal entities, as provided in point 26 letters c) and d), are granted the right to purchase at a preferential price or receive free of charge a determined number of participation units, as defined under point 40, issued by the respective entity.*"

In accordance with point 40, "**participation unit**" means "*any share or other equity interest in a general partnership, limited partnership, joint-stock company, partnership limited by shares, limited liability company or in another legal entity, or holdings in an investment fund.*"

Furthermore, it is provided that "*For a program to qualify as a stock option plan, it must include a minimum period of one year between the granting of the right and the exercise thereof (acquisition of participation units).*"

The implementation of an SOP-type program is an important tool for motivating and retaining the management team, while at the same time offering the advantage of lower operating expenses and tax optimization as permitted under the provisions of the applicable Fiscal Code

The Fiscal Code regulates a favorable tax treatment for the distribution of shares through SOP programs. For the income obtained from these operations, the company and the beneficiaries benefit from the tax treatment provided under the Fiscal Code, subject to compliance with the legal conditions applicable on the implementation date, namely exemption from the payment of tax on income treated as salary income (Article 76 of the Fiscal Code) and from paying social security contributions (Article 142 of the Fiscal Code). To benefit from the tax incentives, the minimum period after which the acquirers of shares under the SOP plan can exercise their option to receive free shares cannot be less than 12 months.

Considering:

- i. The importance of motivating and retaining the management teams of ROCA Industry and its subsidiaries, as well as aligning their objectives with the interests of ROCA Industry’s shareholders,
- ii. Aligning the employee reward and incentive system with market practices and
- iii. Setting medium- to long-term objectives that are quantifiable and measurable,

The Board of Directors of Roca Industry proposes the approval of initiating a Stock Option Plan for the management teams, key personnel, and other selected employees of ROCA Industry Holdingrock1 S.A. and its subsidiaries, with the following **general characteristics**:

**1. The duration of the SOP:** from 2026 to 2030, with the actual granting of shares after the approval of the annual financial statements for the year 2029, i.e., in T2 2030.

**2. Beneficiaries:**

The SOP is addressed to persons who have concluded an employment or mandate contract (regarding administrators/directors) and hold, during the implementation of the SOP or on the date the shares are granted by the Board of Directors of ROCA Industry Holdingrock1 S.A. (the “**Board**”), the following positions:

**Beneficiaries from the ROCA Industry team:**

- (i) Chairman of the Board;
- (ii) Chief Executive Officer;
- (iii) all other Directors (employees or appointed under a management mandate agreement), and
- (iv) all employees.

**Beneficiaries within the subsidiaries of ROCA Industry, namely Electroplast S.A., BICO Industries S.A., Veltadoors S.A., Evolor S.A., Dial S.A.:**

- (i) Chief Executive Officer;
- (ii) Chief Financial Officer;
- (iii) Commercial Director; and
- (iv) Chief Operating Officer (or, where there is no Chief Operating Officer, Plant Manager).

The Board may decide, during the implementation of the SOP, to address the SOP to other persons who will acquire the functions mentioned above during the implementation of the SOP or to other persons who have the status of employees, administrators and/or directors within the Company ("**Other Beneficiaries**"), in which case the Board will determine the number of shares that will be granted to these persons, the conditions for exercise and the manner in which the provisions of the SOP are applicable to them.

**3. Percentages offered** – a number of shares representing a **maximum percentage of 3% of the total number of Shares on the grant date** shall be allocated to the Beneficiaries, as follows:

- For the administrators, directors, and employees of **ROCA Industry**– a **percentage of 1.19%** of the total number of Shares on the grant date, as follows:
  - (i) 0.47% of the number of Shares for the Chairman of the Board;
  - (ii) 0.30% of the number of Shares for the Chief Executive Officer;
  - (iii) 0.42% of the number of Shares for the other Directors (under management mandate agreements) and for the other employees of ROCA Industry;
- For the administrators, directors, and employees of **Electroplast S.A.** – a **percentage of 0.41%** of the total number of Shares on the grant date;
- For the administrators, directors, and employees of **Veltadoors S.A.** – a **percentage of 0,36%** of the total number of Shares on the grant date;
- For the administrators, directors, and employees of **Bico Industries S.A.** – a **percentage of 0,30%** of the total number of Shares on the grant date;
- For the administrators, directors, and employees of **Evolor S.A.** – a **percentage of 0,24%** of the total number of Shares on the grant date;
- For the administrators, directors, and employees of **Dial S.A.** – a **percentage of 0,10%** of the total number of Shares on the grant date;
- **A percentage of 0.40%** of the total number of Shares on the grant date shall constitute a **reserve**. The Board may decide to grant additional shares from this reserve to the Beneficiaries or Other Beneficiaries, including above the individual levels mentioned above, depending on the criteria set out in the SOP.

The allocation among categories of Beneficiaries, among group entities, and on an individual basis shall be determined by the Board, within the approved caps and using the reserve, based on objective criteria such as, but not limited to, role responsibility, performance, retention, strategic contribution, and the size of the relevant entity.

#### **4. Eligibility Condition – Length of Service**

On the reference date established by the Board:

- i. Beneficiaries with a length of service of at least 3 years within ROCA Industry and/or its subsidiaries shall be eligible for 100% of the number of shares individually allocated under the SOP;
- ii. Beneficiaries with a length of service of at least 2 years, but less than 3 years, shall be eligible for 50% of the number of shares individually allocated under the SOP;
- iii. Beneficiaries with a length of service of less than 2 years shall not be eligible for the grant of shares under the SOP, except in cases expressly approved by the Board for key positions or special circumstances.

For the purposes of this provision, **length of service** means the period during which the Beneficiary has had active contractual relations (employment or management mandate) with ROCA Industry and/or its above-mentioned subsidiaries.

#### **5. Criteria and Share Granting Mechanism**

**For the Beneficiaries within the ROCA Industry Holdingrock1 S.A. team, the performance indicators monitored shall be as follows:**

1. Cumulative EBITDA for the period 2026–2029 of at least EUR 80,000,000.
2. Dividends received from subsidiaries during the period 2026–2029 of at least EUR 12,000,000.

**For the Beneficiaries within the teams of ROCA Industry’s subsidiaries, the performance indicators monitored shall be as follows:**

**1. Performance of the respective company (75% of the package):**

75% of the individual share package shall be granted depending on the achievement of the annual budget approved by the General Meeting of Shareholders for the company in which the Beneficiary is employed or engaged. Where the subsidiary meets its objective, the Beneficiary shall receive this portion in full, irrespective of the performance of the other companies within the group.

**2. Consolidated performance of ROCA Industry (25% of the package):**

25% of the individual share package shall be granted depending on the fulfilment of the consolidated objectives at the level of the ROCA Industry holding, namely the performance indicators mentioned above. This component is intended to reflect the Beneficiary’s membership within the group and the collective contribution to achieving common results.

#### **Share Packages:**

Each Beneficiary may receive between 0% and 100% of the individual allocation to be determined by the Board. The individual allocation shall be structured into **four equal packages of 25% each**, granted separately depending on the fulfilment of the applicable criteria. Failure to meet the conditions applicable to one package shall not affect the potential entitlement to the other packages.

The effective grant of the shares shall be made in a single stage, following the approval of the financial statements for the 2029 financial year, namely in Q2 2030. Performance shall be assessed on a cumulative basis for the period 2026–2029.

### **Package 1 – Length of Service Criteria (25%)**

Package 1, representing 25% of the individual allocation, shall be granted to all Beneficiaries who meet the eligibility criterion regarding the minimum length of service provided under the Plan, namely at least 2 years of continuous activity within ROCA Industry and/or its subsidiaries, on the reference date established by the Board.

### **Packages 2, 3 and 4 – Performance Criteria (75%)**

Packages 2, 3 and 4, representing in total 75% of the individual allocation, shall be granted depending on the degree of achievement of the performance indicators applicable to each category of Beneficiaries, assessed cumulatively for the period 2026–2029, as follows:

#### **For Beneficiaries within the ROCA Industry team:**

- i. **Package 2 (25%)** – shall be granted where the level of achievement of the objectives is at least 75% and below 80%;
- ii. **Package 3 (25%)** – shall be granted where the level of achievement of the objectives is at least 80% and below 90%;
- iii. **Package 4 (25%)** – shall be granted as follows:
  - o **20% of the individual allocation**, where the level of achievement is at least 90% and below 100%;
  - o **in full (25%)**, where the level of achievement is 100%.

Where the level of achievement is below 75%, no package related to the performance criteria shall be granted.

#### **For Beneficiaries within the subsidiaries of ROCA Industry:**

- i. **Package 2 (25%)** – shall be granted where the level of achievement of the objectives is at least 75% and below 90%;
- ii. **Package 2 (25%)** – shall be granted where the level of achievement of the objectives is at least 90% and below 100%;
- iii. **Package 2 (25%)** – shall be granted where the level of achievement is 100%.

Where the level of achievement is below 75%, no package related to the performance criterion shall be granted.

### **6. Other Granting Conditions:**

- The methodology for calculating the degree of achievement of the performance objectives shall be determined by the Board of Directors;
- Beneficiaries may exercise their Option only after the expiry of a one-year vesting period.
- Beneficiaries shall acquire the shares in respect of which they have exercised their Option either through the transfer to them of shares held by the Company in its own name or through subscription to a share capital increase to be approved by the Company for this purpose. The mechanisms for acquiring the shares shall be approved by the Board and shall be implemented in compliance with all legal provisions applicable to the Company.

## **7. Acceleration mechanism**

The Board of Directors may decide, in justified cases and under the conditions to be subsequently established under the SOP or by separate resolution, the full or partial acceleration of certain Beneficiaries' right to participate in the grant of shares under the SOP:

The conditions, categories of eligible Beneficiaries, and effects of such acceleration may be determined by the Board, including in situations such as termination of contractual relationships, corporate reorganizations, delisting, change of control, or other exceptional events

### **Important Note – Basic Assumptions of the SOP Program**

This SOP Program is structured based on the current business and financing configuration of the holding company. In the event of significant changes to the activity, group structure, or existing financing arrangements (including LBO financing), the Board may recalibrate the eligibility criteria, performance indicators, and grant conditions in order to reflect the effects of such changes. Any adjustment shall be duly substantiated and shall apply prospectively only.

In support of the above, we believe that this employee motivation and retention program is aligned not only with the holding's development plan but also with the interests of the shareholders.