

**DECISION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
(OGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.**

DATED 29.05.2026

The Ordinary 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 1 leu each (hereinafter referred to as “the **Company**” or “**Roca Industry**”), assembled on 29.05.2026, at 16:00, at the first 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, as Member of the Board of Directors, having as secretary of the meeting elected Ms. Oana-Maria Berbece and as technical secretary Ms. Ioana Lambrinoc,

according to the list of present shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated 29.05.2026, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 67,16288% of the share capital and 67,16288% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS 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 Articles of Incorporation of the Company, the OGMS was convened through the convening notice of 28 April 2026 by the Board of Directors, through the convening notice published in the Official Gazette Part IV, no. 2512 dated 28 April 2026, in the newspaper Jurnalul National, dated 28 April 2026, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 28 April 2026;
- The fact that, at the OGMS meeting of 29.05.2026 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 19 May 2026, marked as Reference Date;
- The fact that, during the OGMS 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 OGMS Decision, in accordance with the Articles of Incorporation;
- The fact that all the conditions provided by the Articles of Incorporation have been met,

and also considering:

- the need to approve the financial statements for the financial year 2025 and the Company’s income and expenditure budget for the financial year 2026;
- the termination of the mandate of Mrs. Adela-Smaranda Smeu as board member on 26 February 2026;
- the fact that, pursuant to the provisions of art. 111 para. (2) letter b) of Romanian Law no. 31/1990 on companies, as of the date of convening this Ordinary General Meeting of Shareholders, the Board of Directors intends to restore the full non-executive board structure by filling the vacant position resulting from the termination of Mrs. Adela-Smaranda Smeu’s mandate, the term of office of the newly elected member being equal to the remaining term of the former member, respectively until 17 September 2029;

- the Company’s intention to amend the Company’s Remuneration Policy with respect to the remuneration components applicable to the members of the Board of Directors;
- the intention to initiate and implement a new Stock Option Plan (“SOP”) for the 2026–2030 period, at holding level, aimed at motivating and retaining the management teams of ROCA Industry and its subsidiaries and aligning the remuneration system with market practices;

As well as the agenda for the OGMS meeting of 29.05.2026, described below:

1. **Approval** of the Company's income and expenditure budget for the financial year 2026, at individual level.
2. **Approval** of the Company's income and expenditure budget for the financial year 2026, at consolidated level.
3. **Approval** of the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2025, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2025 Directors’ Report and the Independent Auditor's Report for 2025.
4. **Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2025, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2025 Directors’ Report and the Independent Auditor's Report for 2025.
5. **Approval** of the Annual Report for the financial year ended on December 31, 2025, prepared in accordance with the provisions of Article 65 of Law No. 24/2017 on issuers of financial

instruments and market operations, republished, and Annex No. 15 of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, republished.

6. **Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2025.
7. **Submission** of the Remuneration Report for the Administrators and Directors of Roca Industry for the year 2025 to the consultative vote of the OGMS, considering the provisions of Article 107, paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.
8. **Election** of a new member of the Board of Directors, with a mandate effective from the date of the OGMS resolution appointing such member until 17 September 2029.
9. **Approval** of the authorization of the Chief Executive Officer, as well as of the Chairman of the Board of Directors, so that either of them may sign the mandate agreement to be concluded with the newly elected member, based on the template of the mandate agreement already approved by the Ordinary General Meeting of Shareholders held on 14 October 2024.
10. **Approval** of the amendment to the Remuneration Policy, including the remuneration payable to the members of the Board of Directors and the maximum limit for the remuneration pursuant to art. 153¹⁸ of Romanian Law no. 31/1990, as made available to the shareholders in accordance with the law, and of its application starting from the date of its approval by the Ordinary General Meeting of Shareholders.

The proposed amendment concerns article 4.1 of the Policy and refers to the remuneration components applicable to the members of the Board of Directors, as follows:

“4.1. The remuneration structure of the members of the Company's Board of Directors consists of:

4.1.1. a fixed monthly remuneration, approved by the Ordinary General Meeting of Shareholders of ROCA Industry. Under this Policy, the net fixed monthly remuneration shall not exceed EUR 2,000.

This fixed component of the remuneration structure has been established so as to reflect the role, responsibilities and experience of the relevant persons. It is set at market-appropriate levels in order to attract and retain the individuals necessary for the implementation of the Company's strategy.

The fixed monthly remuneration shall not differ between the Chairman and the other members of the Board of Directors.

4.1.2. a long-term variable remuneration, in the form of option rights to purchase/acquire shares under a stock option plan, as approved by the Ordinary General Meeting of Shareholders of the Company.”

11. **Approval** of the implementation of a new Stock Option Plan, based on the principles set out in the substantiation note, and of the authorization of the Board of Directors to adopt any and all necessary measures and to complete all formalities required for the approval and implementation of the plan, including, without limitation: (i) establishing the share allocation criteria, (ii) determining the beneficiaries of the plan and the positions within the organizational chart to which the program shall apply, (iii) determining the conditions and terms for exercising the option rights and, implicitly, for acquiring shares, (iv) determining the number of shares to be effectively allocated, (v) preparing and publishing the information documents in accordance with the law, (vi) establishing the mechanisms for the acquisition and the effective transfer of shares to the beneficiaries of the plan, (vii) establishing mechanisms for accelerated vesting/exercise of the beneficiaries’ option rights, etc.. Upon approval of the present Plan, the OGMS resolutions regarding the Stock Option Plan approved on 29 April 2024 and amended on 26 February 2025 shall be revoked.

The implementation of the plan shall be carried out in compliance with the legal obligations regarding the preparation and publication of the information documents required by law, respectively those set out in ASF Regulation No. 5/2018 on issuers of financial instruments and market operations and in Regulation (EU) 2017/1129.

12. **Approval**, for the above operations, of the Reference Date (proposal: 26.06.2026), the ex-date (proposal: 25.06.2026).
13. **Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS and to carry out all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-mandating to third parties. Within the framework of the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-mandates, shall be entitled, without limitation, to carry out all formalities necessary for the signing in the name and on behalf of the shareholders of all documents required for the implementation of the resolution of the OGMS, as well as to carry out any steps and formalities necessary for the implementation 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 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the Company's income and expenditure budget for the financial year 2026, at individual level.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the Company's income and expenditure budget for the financial year 2026, at consolidated level.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the standalone financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2025, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2025 Directors' Report and the Independent Auditor's Report for 2025.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the

Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2025, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2025 Directors' Report and the Independent Auditor's Report for 2025.

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the Annual Report for the financial year ended on December 31, 2025, prepared in accordance with the provisions of Article 65 of Law No. 24/2017 on issuers of financial instruments and market operations, republished, and Annex No. 15 of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, republished.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the discharge of the members of the Board of Directors of Roca Industry for the financial year 2025.

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved with a consultative vote, the Remuneration Report for the Administrators and Directors of Roca Industry for the year 2025, considering the provisions of Article 107, paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, republished.

Decision no. 8

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

As no candidate nomination proposal was received by the deadline indicated in the notice of meeting, agenda item 8 was not put to a vote and was therefore rendered without object.

Decision no. 9

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

As no candidate nomination proposal was received by the deadline indicated in the notice of meeting, agenda item 9 was not put to a vote and was therefore rendered without object.

Decision no. 10

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997007% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.981.554 valid votes cast "for" shareholders representing 99,98271% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,14926% of the total voting rights,

With 28.872 valid votes cast "against" the shareholders representing 0,01729% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01161% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved the amendment to the Remuneration Policy, including the remuneration payable to the members of the Board of Directors and the maximum limit for the remuneration pursuant to art. 153[^]18 of Romanian Law no. 31/1990, as made available to the

shareholders in accordance with the law, and of its application starting from the date of its approval by the Ordinary General Meeting of Shareholders.

The amendment concerns article 4.1 of the Policy and refers to the remuneration components applicable to the members of the Board of Directors, as follows:

“4.1. The remuneration structure of the members of the Company's Board of Directors consists of:

4.1.1. a fixed monthly remuneration, approved by the Ordinary General Meeting of Shareholders of ROCA Industry. Under this Policy, the net fixed monthly remuneration shall not exceed EUR 2,000.

This fixed component of the remuneration structure has been established so as to reflect the role, responsibilities and experience of the relevant persons. It is set at market-appropriate levels in order to attract and retain the individuals necessary for the implementation of the Company's strategy.

The fixed monthly remuneration shall not differ between the Chairman and the other members of the Board of Directors.

4.1.2. a long-term variable remuneration, in the form of option rights to purchase/acquire shares under a stock option plan, as approved by the Ordinary General Meeting of Shareholders of the Company.”

Decision no. 11

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.015.426 votes representing 167.015.426 shares, 67,16288% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16288% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98144% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 31.000 valid votes cast "against" the shareholders representing 0,01856% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01247% of the total voting rights;

Having been 0 abstentions or unspoken votes:

The shareholders approved the implementation of a new Stock Option Plan, based on the principles set out in the substantiation note, and of the authorization of the Board of Directors to adopt any and all necessary measures and to complete all formalities required for the approval and implementation of the plan, including, without limitation: (i) establishing the share allocation criteria, (ii) determining the beneficiaries of the plan and the positions within the organizational chart to which the program shall apply, (iii) determining the conditions and terms for exercising the option rights and, implicitly, for acquiring shares, (iv) determining the number of shares to be effectively allocated, (v) preparing and publishing the information documents in accordance with the law, (vi) establishing the mechanisms for the acquisition and the effective transfer of shares to the beneficiaries of the plan, (vii) establishing mechanisms for accelerated vesting/exercise of the beneficiaries' option rights, etc.. Upon approval of the present Plan, the OGMS resolutions regarding the Stock Option Plan approved on 29 April 2024 and amended on 26 February 2025 shall be revoked.

The implementation of the plan shall be carried out in compliance with the legal obligations regarding the preparation and publication of the information documents required by law, respectively those set out in ASF Regulation No. 5/2018 on issuers of financial instruments and market operations and in Regulation (EU) 2017/1129.

Decision no. 12

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.010.426 votes representing 167.010.426 shares, 67,16087% of the share capital, 99,997006% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16087% of the total voting rights, having been validly expressed;

With 166.984.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15041% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 5000 abstentions or unspoken votes:

The shareholders approved for the above operations, the Reference Date (26.06.2026), the ex-date (25.06.2026).

Decision no. 13

Validly present or represented or voting validly by correspondence, shareholders holding 167.015.426 voting rights, representing 67,16288% of the share capital, and 67,16288% of the total voting rights,

A number of 167.015.426 votes representing 167.015.426 shares, 67,16288% of the share capital, 100% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,16288% of the total voting rights, having been validly expressed;

With 166.989.426 valid votes cast "for" shareholders representing 99,98443% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,15242% of the total voting rights,

With 26.000 valid votes cast "against" the shareholders representing 0,01557% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01046% of the total voting rights;

Having been 0 abstentions or unspoken votes:

The shareholders approved the empowerment of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS and to carry out all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-mandating to third parties. Within the framework of the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-mandates, shall be entitled, without limitation, to carry out all formalities necessary for the signing in the name and on behalf of the shareholders of all documents required for the implementation of the resolution of the OGMS, as well as to carry out any steps and formalities necessary for the implementation 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 OGMS of 29.05.2026.

Written and signed today, 29.05.2026, in 4 (four) originals.

Chairman of the OGMS
Mr. Ioan-Adrian Bindea

Meeting secretary
Ms. Oana-Maria Berbece

Technical secretary
Ms. Ioana Lambrinoc
