

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 52/2025

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook.

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| Date of report | 15.12.2025 |
| Name of the Company | ROCA INDUSTRY HOLDINGROCK1 S.A. |
| Registered Office | 4 GARA HERASTRAU street, BUILDING A, Floor 3, Sector 2, Bucharest |
| Phone | +40 31 860 21 01 |
| Email | investors@rocaindustry.ro |
| Website | www.rocaindustry.ro |
| Registration nr. with Trade Registry | J40/16918/2021 |
| Fiscal Code | RO 44987869 |
| Subscribed and paid share capital | 248,672,220 lei |
| Total number of shares | 248,672,220 |
| Symbol traded instruments | ROC1 |
| Market where securities are traded | BSE Regulated Market, Standard Category |

Important events to be reported: Resolutions of the EGMS and OGMS dated 15.12.2025

On 15.12.2025, starting with 11:00 am, at the headquarters of the Company located in Bucharest, District 2, 4 Gara Herastrau Street, building A, 3rd floor took place the Extraordinary General Meeting of Shareholders of ROCA Industry HOLDINGROCK1 S.A. (the "Company"), and starting with 11:30 a.m., at the same location, the Ordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of the Company are attached to this Current Report.

ROCA Management SRL, through Rudolf-Paul Vizental

President of the Board of Directors

**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS (EGMS) OF ROCA INDUSTRY HOLDINGROCK1 S.A.
DATED 15.12.2025**

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 15.12.2025, at 11:00, 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. Dan-Liviu Moruțan, as member of the Board of Directors, duly authorized by the Chairman of the Board of Directors, having as secretary of the meeting elected Ms. Oana-Maria Berbece and as technical secretary Ms. Alexandra-Gabriela Țițan,

according to the list of present shareholders, Annex 1 to the Minutes of the Extraordinary General Meeting of Shareholders dated 15.12.2025, the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) was attended by shareholders representing 67.28683% of the share capital and 67.28683% of the number of existing voting rights, thus meeting the quorum required for the adoption of this EGMS Decision,

Considering:

- (A) 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**”);
- (B) 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 12 November 2025, published in the Official Gazette, Part IV, no. 5461 of 13 November 2025, in the online newspaper *Jurnalul Național* of 13 November 2025, and on the Company’s website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 13 November 2025;
- (C) The fact that, the agenda of the EGMS was supplemented through supplemented convening notice dated 3 December 2025, published in the Official Gazette, Part IV, no. 5836 of 4 December 2025, in the online newspaper *Jurnalul Național* of 4

December 2025, and on the Company's website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 3 December 2025;

- (D) The fact that, at the EGMS meeting of 15.12.2025 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of 05 December 2025, marked as Reference Date;
- (E) 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;
- (F) The fact that all the conditions provided by the Articles of Incorporation have been met,

also considering that:

- (A) The Company is the majority shareholder of **VELTADOORS S.A.**, a joint stock company (societate pe acțiuni) having its registered office at Com. Petelea, Sat Petelea no. 94, Mureș County, Romania, registered with the Mureș Trade Registry under no. J2009000559262, having the sole registration code (CUI) 25629376 ("**VELTA**"), a company resulting from the merger between **Eco Euro Doors S.R.L.** and **Workshop Doors S.R.L.**, and from the change of its legal form from a limited liability company (S.R.L.) into a joint stock company (S.A.);
- (B) VELTA acts as the borrower under the Credit Agreement concluded with **Raiffeisen Bank S.A.**, as lender, on **May 17, 2022**, as subsequently amended on **June 24, 2022**, **November 29, 2022**, and **April 16, 2024** (the "**Initial Credit Agreement**");
- (C) Pursuant to the Initial Credit Agreement, the Company, acting as guarantor, established in favor of **Raiffeisen Bank S.A.** a movable (chattel) mortgage over the shares and voting rights held in **Eco Euro Doors S.R.L.**, pursuant to the **Amended and Restated Share Pledge Agreement – 2024**;
- (D) As a result of the merger, **Eco Euro Doors S.R.L.** was dissolved, and all its assets and liabilities were transferred to **Workshop Doors S.R.L.**, which subsequently changed its name to **Veltadoors S.R.L.**;
- (E) Following the change of legal form, **Veltadoors S.R.L.** became **Veltadoors S.A.**, and **Roca Industry** currently holds **8,999 shares** in the share capital of VELTA, representing **99.99%** of the share capital, each share having a nominal value of **RON 10** (the "**Shares**"), as follows:
 - **131 shares**, representing **1.46%** of the share capital of VELTA, obtained in exchange for the shares previously held in the share capital of **Eco Euro Doors S.R.L.**, as a result of the merger (the "**Transferred Shares**");

- **8,868 shares**, representing **98.53%** of the share capital of VELTA (the “**New Shares**”).
- (F) In order to reflect all the changes that occurred as a result of the above-mentioned operations, **VELTA** must conclude an **addendum to the Credit Agreement** and an **addendum to the Amended and Restated Share Pledge Agreement – 2024** (the “**Addendum No. 3**”), pursuant to which the **Amended and Restated Share Pledge Agreement – 2024** will be rewritten and renamed the “**Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A.**”;
- (G) **VELTA** intends to refinance its existing loans, up to an aggregate amount of **EUR 20,000,000**, and is exploring refinancing options with a new credit institution, in which case **Roca Industry**, as majority shareholder, will be required to establish a movable security interest (pledge) over the shares it holds in the share capital of **Veltadoors S.A.**, in favor of the financial institution providing the financing;
- (H) The Company’s majority shareholder is **Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**, incorporated and operating under the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, Module 17, District 2, Bucharest, Romania, registered with the Trade Registry under no. J40/15602/2017, having the sole registration code 38201915 (“**Roca Investments**”).
- Roca Investments, as lender, has concluded with Roca Industry, as borrower, the following loan agreements:
- The Loan Agreement dated April 3, 2023, in the amount of EUR 1,000,000, with a maturity date of April 3, 2026;
 - The Loan Agreement dated January 12, 2024, in the amount of EUR 1,667,000, with a maturity date of April 12, 2026;
- (I) The Company intends to extend the maturity of both loans granted by Roca Investments by an additional period of two (2) years;

as well as the agenda for the EGMS meeting of 15 September 2025, described below:

1. **Approval** of the maintenance and confirmation of the mortgage established by the Company in favor of Raiffeisen Bank S.A., pursuant to the Amended and Restated Share Pledge Agreement – 2024, for the purpose of securing the obligations arising under the Initial Credit Agreement, as subsequently amended, and approval of the negotiation, execution, signing, registration and completion of:
Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024;
The Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A.,
as well as any other certificates, applications, notices, letters, ancillary documents, statements, waivers or formalities provided for or contemplated under the financing

documents, or resulting from the negotiations between the Company and Raiffeisen Bank S.A..

2. **Approval** of the transactions contemplated by Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024 and by the Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A., including the establishment of a pledge over the New Shares, in order to secure all obligations arising under the Initial Credit Agreement, as amended.
3. **Approval**, in the context of a refinancing of the loans contracted by Veltadoors S.A., of the establishment by the Company of a movable security interest, namely a movable mortgage over the shares held in Veltadoors S.A., in favor of the credit institution providing the financing, as well as the approval of the negotiation, signing, execution, registration and fulfillment of all documents and formalities related to such security.
4. **Approval** of the conclusion by the Company, for the benefit of the credit institution refinancing the loans contracted by VELTA, of a subordination agreement in respect of the loans granted by the Company to VELTA, subordinating them to the loans granted by the financing institution.
5. **Approval** of the extension by an additional period of two (2) years of the maturity dates of the following loans:
 - a) *The loan granted by Roca Investments to the Company on April 3, 2023, in the amount of EUR 1,000,000, with a current maturity date of April 3, 2026;*
 - b) *The loan granted by Roca Investments to the Company on January 12, 2024, in the amount of EUR 1,667,000, with a current maturity date of April 12, 2026.*
6. **Approval** of the empowerment of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, with full powers and authority, to represent the Company and to act in its name, on its behalf and in its interest, for the purpose of:
 - a) negotiating, signing, executing, implementing and completing all documents, contracts, agreements, addenda, applications, statements and formalities necessary or useful for the implementation of the resolutions adopted under the previous items of this agenda, including, without limitation, those related to credit agreements, mortgage agreements, loan agreements and their related documentation;
 - b) registering the credit, mortgage or loan agreements with all relevant registers (including, without limitation, the National Register for Movable Property Publicity) and with any registers of the Company or of Veltadoors (including, where applicable, the shareholders' register), in accordance with applicable legal provisions, as well as performing any formalities, signing any documents and taking any measures necessary or advisable for the approved measures to produce legal effects.

The mandate thus granted shall extend, pursuant to Article 2,016 paragraph (3) of the Civil Code, to all acts necessary for its fulfillment, even if not expressly mentioned, and shall remain in force until the full performance of the actions provided for herein or until its express revocation by the Company.

7. **Approval** of the update of the Company's Articles of Association, by amending Article 4.1 regarding the Company's object of activity, following the update of the classification of activities in accordance with the CAEN Rev. 3 (Romanian Classification of Economic Activities, Revision 3), as follows:

"Art. 4.1. The main field of activity of the Company is Activities of holding companies and financing channels, corresponding to CAEN Group 642.

- *Main activity: CAEN Class 6421 – Activities of holding companies*
- *Secondary activities:*

CAEN Class 4619 – Agents involved in the sale of a variety of goods

CAEN Class 7010 – Activities of head offices

CAEN Class 7020 – Business and management consultancy activities

CAEN Class 7330 – Public relations and communication activities

CAEN Class 7499 – Other professional, scientific and technical activities n.e.c.

CAEN Class 8110 – Combined office administrative service activities

CAEN Class 8210 – Office administrative and support activities

CAEN Class 8291 – Activities of collection agencies and credit bureaus

CAEN Class 8299 – Other business support service activities n.e.c.. "

8. **Approval** of the implementation by the Company of a share buy-back program (the "**Program**"), in accordance with the provisions of Articles 103¹–104 of Law no. 31/1990, Law no. 24/2017 and Regulation (EU) no. 596/2014 (MAR), as well as the express empowerment of the Company's Board of Directors to adopt any and all measures necessary for the implementation of the Program, to carry out all legal formalities, to select intermediaries, and to perform, within the limits set out below, all operations related to the execution of the Program, which shall have the following main characteristics:

- i) Purpose of the Program: acquisition of own shares for the purpose of reducing the share capital by cancelling the shares thus repurchased, as well as acquisition of own shares for their allocation under a Stock Option Plan (SOP);
- ii) The share capital reduction and the corresponding amendment of the Company's Articles of Association shall be subject to subsequent approval by the Extraordinary General Meeting of Shareholders of the Company and shall be carried out in compliance with all applicable legal provisions in force at that time;
- iii) Maximum number of shares to be acquired under the Program: up to 8% of the subscribed share capital as at the date of adoption of the Resolution of the Extraordinary General Meeting of Shareholders convened for 15/16 December 2025;

- iv) Minimum price per share: RON 0.7, in compliance with the legal provisions and regulations applicable to trading in financial instruments;
 - v) Maximum price per share: RON 1;
 - vi) Duration of the Program: from 1 January 2026 until 30 June 2027, without exceeding the maximum legal duration of 18 months provided under Article 103¹ (2) of Law no. 31/1990;
 - vii) Source of funding: payment for the shares to be acquired shall be made from the distributable profit or from the Company's available reserves, as recorded in the latest approved annual financial statements, excluding legal reserves;
 - viii) Method of acquisition: the acquisition of shares shall be carried out on the regulated market on which the Company's shares are listed or through public tender offers, where applicable, in compliance with all approvals and procedures required under the applicable legislation.
- 9. 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 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,321,161 votes representing 167,321,161 shares, 67.28583% of the share capital, 99.99851% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28583% of the total voting rights, having been validly expressed;

With 167,306,174 valid votes cast "for" shareholders representing 99.98955% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27980% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved the maintenance and confirmation of the mortgage established by the Company in favor of Raiffeisen Bank S.A., pursuant to the Amended and Restated Share Pledge Agreement – 2024, for the purpose of securing the obligations arising under the Initial Credit Agreement, as subsequently amended, and approval of the negotiation, execution, signing, registration and completion of:

- Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024;
- The Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A.,

as well as any other certificates, applications, notices, letters, ancillary documents, statements, waivers or formalities provided for or contemplated under the financing documents, or resulting from the negotiations between the Company and Raiffeisen Bank S.A..

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,321,161 votes representing 167,321,161 shares, 67.28583% of the share capital, 99.99851% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28583% of the total voting rights, having been validly expressed;

With 167,306,174 valid votes cast "for" shareholders representing 99.98955% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27980% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved the transactions contemplated by Addendum No. 3 to the Amended and Restated Share Pledge Agreement – 2024 and by the Rewritten Share Pledge Agreement over the Shares in Veltadoors S.A., including the establishment of a pledge over the New

Shares, in order to secure all obligations arising under the Initial Credit Agreement, as amended.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,321,161 votes representing 167,321,161 shares, 67.28583% of the share capital, 99.99851% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28583% of the total voting rights, having been validly expressed;

With 167,306,174 valid votes cast "for" shareholders representing 99.98955% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27980% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved, in the context of a refinancing of the loans contracted by Veltadoors S.A., of the establishment by the Company of a movable security interest, namely a movable mortgage over the shares held in Veltadoors S.A., in favor of the credit institution providing the financing, as well as the approval of the negotiation, signing, execution, registration and fulfillment of all documents and formalities related to such security

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,302,691 votes representing 167,302,691 shares, 67.27840% of the share capital, 99.98747% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.27840% of the total voting rights, having been validly expressed;

With 167,287,704 valid votes cast "for" shareholders representing 99.97851% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27237% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 20,970 abstentions and unspoken votes:

Shareholders approved the conclusion by the Company, for the benefit of the credit institution refinancing the loans contracted by VELTA, of a subordination agreement in respect of the loans granted by the Company to VELTA, subordinating them to the loans granted by the financing institution

Decision no. 5

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,321,161 votes representing 167,321,161 shares, 67.28583% of the share capital, 99.99851% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28583% of the total voting rights, having been validly expressed;

With 167,287,704 valid votes cast "for" shareholders representing 99.97851% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27237% of the total voting rights,

With 33,457 valid votes cast "against" the shareholders representing 0.02000% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.01345% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved the extension by an additional period of two (2) years of the maturity dates of the following loans:

- a) The loan granted by Roca Investments to the Company on April 3, 2023, in the amount of EUR 1,000,000, with a current maturity date of April 3, 2026;
- b) The loan granted by Roca Investments to the Company on January 12, 2024, in the amount of EUR 1,667,000, with a current maturity date of April 12, 2026.

Decision no. 6

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,321,161 votes representing 167,321,161 shares, 67.28583% of the share capital, 99.99851% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28583% of the total voting rights, having been validly expressed;

With 167,306,174 valid votes cast "for" shareholders representing 99.98955% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27980% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved the empowerment of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, with full powers and authority, to represent the Company and to act in its name, on its behalf and in its interest, for the purpose of:

a) negotiating, signing, executing, implementing and completing all documents, contracts, agreements, addenda, applications, statements and formalities necessary or useful for the implementation of the resolutions adopted under the previous items of this agenda, including, without limitation, those related to credit agreements, mortgage agreements, loan agreements and their related documentation;

b) registering the credit, mortgage or loan agreements with all relevant registers (including, without limitation, the National Register for Movable Property Publicity) and with any registers of the Company or of Veltadoors (including, where applicable, the shareholders' register), in accordance with applicable legal provisions, as well as performing any formalities, signing any documents and taking any measures necessary or advisable for the approved measures to produce legal effects.

The mandate thus granted shall extend, pursuant to Article 2,016 paragraph (3) of the Civil Code, to all acts necessary for its fulfillment, even if not expressly mentioned, and shall remain in force until the full performance of the actions provided for herein or until its express revocation by the Company

Decision no. 7

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

With 167,306,174 valid votes cast "for" shareholders representing 99.98955% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27980% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 2,500 abstentions and unspoken votes:

Shareholders approved the update of the Company's Articles of Association, by amending Article 4.1 regarding the Company's object of activity, following the update of the classification of activities in accordance with the CAEN Rev. 3 (Romanian Classification of Economic Activities, Revision 3), as follows:

"Art. 4.1. The main field of activity of the Company is Activities of holding companies and financing channels, corresponding to CAEN Group 642.

- *Main activity: CAEN Class 6421 – Activities of holding companies*
- *Secondary activities:*

CAEN Class 4619 – Agents involved in the sale of a variety of goods

CAEN Class 7010 – Activities of head offices

CAEN Class 7020 – Business and management consultancy activities

CAEN Class 7330 – Public relations and communication activities

CAEN Class 7499 – Other professional, scientific and technical activities n.e.c.

CAEN Class 8110 – Combined office administrative service activities

CAEN Class 8210 – Office administrative and support activities

CAEN Class 8291 – Activities of collection agencies and credit bureaus

CAEN Class 8299 – Other business support service activities n.e.c.. ”

Decision no. 8

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,307,661 votes representing 167,307,661 shares, 67.28040% of the share capital, 99.99044% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28040% of the total voting rights, having been validly expressed;

With 167,057,374 valid votes cast "for" shareholders representing 99.84086% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.17975% of the total voting rights,

With 250,287 valid votes cast "against" the shareholders representing 0.14958% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.10065% of the total voting rights;

Having been 16,000 abstentions and unspoken votes:

Shareholders approved the implementation by the Company of a share buy-back program (the "**Program**"), in accordance with the provisions of Articles 103¹–104 of Law no. 31/1990, Law no. 24/2017 and Regulation (EU) no. 596/2014 (MAR), as well as the express empowerment of the Company's Board of Directors to adopt any and all measures necessary for the implementation of the Program, to carry out all legal formalities, to select intermediaries, and to perform, within the limits set out below, all operations related to the execution of the Program, which shall have the following main characteristics:

- i) Purpose of the Program: acquisition of own shares for the purpose of reducing the share capital by cancelling the shares thus repurchased, as well as acquisition of own shares for their allocation under a Stock Option Plan (SOP);
- ii) The share capital reduction and the corresponding amendment of the Company's Articles of Association shall be subject to subsequent approval by the Extraordinary General Meeting of Shareholders of the Company and shall be carried out in compliance with all applicable legal provisions in force at that time;
- iii) Maximum number of shares to be acquired under the Program: up to 8% of the subscribed share capital as at the date of adoption of the Resolution of the Extraordinary General Meeting of Shareholders convened for 15/16 December 2025;
- iv) Minimum price per share: RON 0.7, in compliance with the legal provisions and regulations applicable to trading in financial instruments;
- v) Maximum price per share: RON 1;

- vi) Duration of the Program: from 1 January 2026 until 30 June 2027, without exceeding the maximum legal duration of 18 months provided under Article 103¹ (2) of Law no. 31/1990;
- vii) Source of funding: payment for the shares to be acquired shall be made from the distributable profit or from the Company's available reserves, as recorded in the latest approved annual financial statements, excluding legal reserves;
- viii) Method of acquisition: the acquisition of shares shall be carried out on the regulated market on which the Company's shares are listed or through public tender offers, where applicable, in compliance with all approvals and procedures required under the applicable legislation.

Decision no. 9

Validly present or represented or voting validly by correspondence, shareholders holding 167,323,661 voting rights, representing 67.28683% of the share capital, and 67.28683% of the total voting rights,

A number of 167,317,701 votes representing 167,317,701 shares, 67.28444% of the share capital, 99.99644% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67.28444% of the total voting rights, having been validly expressed;

With 167,302,714 valid votes cast "for" shareholders representing 99.98748% of the total number of votes held by shareholders present, represented or who cast their vote by mail and 67.27841% of the total voting rights,

With 14,987 valid votes cast "against" the shareholders representing 0.00896% of the total number of votes held by the shareholders present, represented or who cast their vote by correspondence and 0.00603% of the total voting rights;

Having been 5,960 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 15 December 2025.

Written and signed today, 15 December 2025, in 4 (four) originals.

Chairman of the EGMS

Mr. Dan-Liviu Moruțan

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan

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

DATED 15.12.2025

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 15.12.2025, at 11:30, 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. Dan-Liviu Moruțan, in his capacity as a Member of the Board of Directors, duly authorized by the Chairman of the Board of Directors, having as secretary of the meeting elected Ms. Oana-Maria Berbece and as technical secretary Ms. Alexandra-Gabriela Țițan,

according to the list of present shareholders, Annex 1 to the Minutes of the Ordinary General Meeting of Shareholders dated 15.12.2025, the Ordinary General Meeting of Shareholders (“**OGMS**”) was attended by shareholders representing 67,23995% of the share capital and 67,23995% of the number of existing voting rights, thus meeting the quorum required for the adoption of this OGMS Decision,

Considering:

- (A) 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**”);

- (B) The fact that, in accordance with the Company's Articles of Association, the Ordinary General Meeting of Shareholders (OGMS) was convened by the Board of Directors through the notice dated 12 November 2025, published in the Official Gazette, Part IV, no. 5461 of 13 November 2025, in the online newspaper *Jurnalul Național* of 13 November 2025, and on the Company's website at www.rocaindustry.ro, section Investors > General Meeting of Shareholders, on 13 November 2025;
- (C) The fact that, at the OGMS meeting of 15.12.2025 were present/represented only the shareholders of the Company registered in the shareholders register (kept by Depozitarul Central S.A.) until the end of December 5, 2025, marked as Reference Date;
- (D) 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;
- (E) The fact that all the conditions provided by the Articles of Incorporation have been met,

As well as the agenda for the OGMS meeting of 15.12.2025, described below:

- 1. Approval** of the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, for a mandate of minimum one (1) year starting from the date of the Ordinary General Meeting of Shareholders (OGMS), with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.
- 2. Approval** of the appointment of KPMG AUDIT S.R.L. as the financial auditor of the Company for the purpose of ensuring sustainability reporting assurance, a limited liability company incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 1, 89A București-Ploiești Road, Romania, registered with the Trade Registry under no. J40/4439/2000, sole registration code 12997279, holding authorization no. 9/11.07.2001 issued by the Chamber of Financial Auditors of Romania, and approval of the term of the financial audit services contract for a minimum duration of one (1) year, with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.
- 3. Ratification and confirmation** of the Audit Agreement concluded by the Company with KPMG AUDIT S.R.L. on August 7, 2025, for the purpose of providing assurance regarding sustainability reporting, as well as the ratification and confirmation of all acts and/or actions undertaken and/or performed by the auditor under this agreement and in accordance with the applicable legal and professional regulations, up to and including the date hereof.

- 4. Approval** of the authorization of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, to sign, on behalf of the shareholders, the OGMS Resolution, as well as all documents to be adopted by the OGMS, and to carry out all legal formalities required for the implementation and registration of the resolutions and decisions adopted, 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 OGMS resolution, including the Company's Articles of Association, and 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 167.207.086 voting rights, representing 67,23995% of the share capital, and 67,23995% of the total voting rights,

A number of 166.934.376 votes representing 166.934.376 shares, 67,13029% of the share capital, 99,83690% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,13029% of the total voting rights, having been validly expressed;

With 166.919.389 valid votes cast "for" shareholders representing 99,99102% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,12426% of the total voting rights,

With 14.987 valid votes cast "against" the shareholders representing 0,00898% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,00603% of the total voting rights;

Having been 272.710 abstentions or unspoken votes:

The shareholders approved the appointment of Mr. Sorin Man as a member of the Audit and Risk Committee of the Company, for a mandate of minimum one (1) year starting from the

date of the Ordinary General Meeting of Shareholders (OGMS), with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.

Decision no. 2

Validly present or represented or voting validly by correspondence, shareholders holding 167.207.086 voting rights, representing 67,23995% of the share capital, and 67,23995% of the total voting rights,

A number of 167.204.586 votes representing 167.204.586 shares, 67,23895% of the share capital, 99,99850% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,23895% of the total voting rights, having been validly expressed;

With 167.175.799 valid votes cast "for" shareholders representing 99,98278% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,22737% of the total voting rights,

With 28.787 valid votes cast "against" the shareholders representing 0,01722% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01158% of the total voting rights;

Having been 2.500 abstentions or unspoken votes:

The shareholders approved the appointment of KPMG AUDIT S.R.L. as the financial auditor of the Company for the purpose of ensuring sustainability reporting assurance, a limited liability company incorporated and operating under the laws of Romania, having its registered office in Bucharest, District 1, 89A București–Ploiești Road, Romania, registered with the Trade Registry under no. J40/4439/2000, sole registration code 12997279, holding authorization no. 9/11.07.2001 issued by the Chamber of Financial Auditors of Romania, and approval of the term of the financial audit services contract for a minimum duration of one (1) year, with the possibility of annual extension by mutual agreement of the parties for a period of up to four (4) years.

Decision no. 3

Validly present or represented or voting validly by correspondence, shareholders holding 167.207.086 voting rights, representing 67,23995% of the share capital, and 67,23995% of the total voting rights,

A number of 167.204.586 votes representing 167.204.586 shares, 67,23895% of the share capital, 99,99850% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,23895% of the total voting rights, having been validly expressed;

With 167.175.799 valid votes cast "for" shareholders representing 99,98278% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,22737% of the total voting rights,

With 28.787 valid votes cast "against" the shareholders representing 0,01722% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,01158% of the total voting rights;

Having been 2.500 abstentions or unspoken votes:

The shareholders approved the ratification and confirmation of the Audit Agreement concluded by the Company with KPMG AUDIT S.R.L. on August 7, 2025, for the purpose of providing assurance regarding sustainability reporting, as well as the ratification and confirmation of all acts and/or actions undertaken and/or performed by the auditor under this agreement and in accordance with the applicable legal and professional regulations, up to and including the date hereof.

Decision no. 4

Validly present or represented or voting validly by correspondence, shareholders holding 167.207.086 voting rights, representing 67,23995% of the share capital, and 67,23995% of the total voting rights,

A number of 167.204.586 votes representing 167.204.586 shares, 67,23895% of the share capital, 99,99850% of the total voting rights held by the shareholders present or validly represented or who have validly voted by mail, and 67,23895% of the total voting rights, having been validly expressed;

With 167.189.599 valid votes cast "for" shareholders representing 99,99104% of the total number of votes expressed by shareholders present, represented or who cast their vote by mail and 67,23292% of the total voting rights,

With 14.987 valid votes cast "against" the shareholders representing 0,00896% of the total number of votes expressed by the shareholders present, represented or who cast their vote by correspondence and 0,00603% of the total voting rights;

Having been 2.500 abstentions or unspoken votes:

The shareholders approved the authorization of the Company's Chief Executive Officer, Mr. Ioan-Adrian Bindea, to sign, on behalf of the shareholders, the OGMS Resolution, as well as all documents to be adopted by the OGMS, and to carry out all legal formalities required for the implementation and registration of the resolutions and decisions adopted, 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 OGMS resolution, including the Company's Articles of Association, and 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 OGMS of 15.12.2025.

Written and signed today, 15.12.2025, in 4 (four) originals.

Chairman of the OGMS

Mr. Dan-Liviu Moruțan

Meeting secretary

Ms. Oana-Maria Berbece

Technical secretary

Ms. Alexandra-Gabriela Țițan
