

To: *Bursa de Valori București S.A.*

Autoritatea de Supraveghere Financiară

CURRENT REPORT 29/2022

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 for Multilateral Trading System.

Date of report	21.09.2022
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	176,945,730 lei
Total number of shares	17,694,573
Symbol traded instruments	ROC1
Market where securities are traded	MTS AeRO Premium

Important events to be reported: The decision of the Board of Directors to convene the Extraordinary General Meeting of Shareholders of ROCA INDUSTRY HOLDINGROCK1 S.A. for 26.10.2022

The management of ROCA INDUSTRY HOLDINGROCK1 S.A. (hereinafter referred to as the "Company") informs the market that on 21.09.2022, the Board of Directors of the Company decided to convene the Extraordinary General Meeting of Shareholders of the Company (EGMS) for 26.10.2022 (first calling), respectively for 27.10.2022 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

The information materials related to the agenda of the EGMS shall be made available to the shareholders, in electronic format on the Company's website at <https://rocaindustry.ro/>, under the Investors > General Shareholders' Meeting section, starting with 23.09.2022.

Ioan-Adrian Bindea

President of the Board of Directors

**Convening Notice for the Extraordinary General Meeting of Shareholders of
ROCA INDUSTRY HOLDINGROCK1 S.A.
convened for the date of 26 October 2022**

The Board of Directors of **ROCA INDUSTRY HOLDINGROCK1 S.A.**, a joint-stock company, established and operating in accordance with the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, Bucharest, Romania, registered with Bucharest Trade Registry under no. J40/16918/2021, Unique Registration Code 44987869 (hereinafter referred to as "**the Company**" or "**Roca Industry**"), pursuant to the Companies' Law no. 31/1990, republished, as amended and supplemented ("**Companies Law**"), Law nr. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented ("**Law no. 24/2017**"), Regulation no. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented ("**Regulation no. 5/2018**") and the articles of association of the Company (the "**Articles of Association** ")

CONVENES:

The Extraordinary General Meeting of Shareholders of the Company ("EGMS") for the date of 26 October 2022 at 11:00, at the address of the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, in which all the shareholders of the Company registered in the shareholders' register (kept by Depozitarul Central S.A.) at the end of the day of 13 October 2022, set as the Reference Date, are allowed to participate. In case the quorum of validity at the first convening is not met, a second meeting of the EGMS will be held on the date of 27 October 2022 at 11:00, in the same place and having the same agenda and the same Reference Date.

Agenda for the Extraordinary General Meeting of Shareholders

Whereas:

- The Company is the sole shareholder of **NATIVEROCK1 S.R.L.**, a limited liability company established and operating in accordance with the laws of Romania, having its registered office at 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, Bucharest, Romania, registered with Bucharest Trade Registry under no. J40/7392/2022, Unique Registration Code 45986098, having subscribed and paid-up share capital of RON 100, divided into 10 shares with a nominal value of RON 10 each ("**Nativerock1**").
- On 28 April 2022 Nativerock1, as buyer, entered into a sale and purchase agreement ("**SPA**") with Mr. Vasile Roșu, as seller, for 100% of the shares of **DIAL S.R.L.**, a limited liability company, established and operating in accordance with the laws of Romania, with its registered office at 17, Șoseaua Constanței Street, Hârșova, Hârșova City, Constanța County, Romania, registered with Constanța Trade Register under no. J13/5526/1994, Unique Registration Code 6776141 ("**Dial**"), namely a number of 1,060 shares, each with an individual nominal value of RON 10 and a total nominal value of RON 10,600, for a maximum purchase price of EUR 14,000,000 ("**Equity Price**") ("**Transaction**");
- For the partial payment of the Equity Price, as well as for the refinancing of some loans previously contracted by Dial, Nativerock1, as borrower, together with (i) the Company, as guarantor, (ii) **SOCIETATEA DE INVESTIȚII ALTERNATIVE CU CAPITAL PRIVAT ROCA INVESTMENTS S.A.**, as guarantor ("**Roca Investments**") and (iii) **BANCA TRANSILVANIA S.A.**, as lender ("**Banca Transilvania**"), intend to enter into a credit facility agreement, for a total amount of EUR 11,100,000 and RON 5,000,000 (the "**Credit Agreement**");
- In connection with the Credit Agreement, the Company and Roca Investments, acting as subordinated lenders, intend to conclude a subordination agreement (the "**Subordination Agreement**") with Banca Transilvania whereby any debts of Nativerock1 to any of the subordinated lenders is to be subordinated to the reimbursement of any obligations of Nativerock1 to Banca Transilvania under the Credit Agreement;
- For securing the obligations of the obligated persons under or in connection with the Credit Agreement and the other financing documents, the Company intends to create

certain initial guarantees, including a first-class movable mortgage on all present and future shares issued by Nativerock1 and held by the Company (the "**Mortgage on Nativerock1 shares**");

(the Credit Agreement, the Subordination Agreement and the Mortgage on Nativerock1 shares, as well as any other document designated as such by Banca Transilvania being collectively referred to as the "**Financing Documents**")

- In order to partially repay the Equity Price, represented by the difference between the Equity Price and the amount borrowed under the Credit Agreement, Nativerock1 requires additional financial resources, up to a maximum amount of EUR 6,500,000, which will be made available by the Company by means of a loan agreement between the Company, as lender, and Nativerock1, as borrower, (the "**Intra-Group Loan Agreement**");
- The Company's execution of the Financing Documents as well as the Intra-Group Loan Agreement was approved by the Resolution of the Extraordinary General Meeting of Shareholders of the Company dated 14 June 2022 (the "**EGMS Resolution**");
- By the EGMS Resolution, Mr. Liviu-Ionel Stoleru, as Chief Executive Officer of the Company at the time of the EGMS Resolution's adoption, was mandated to negotiate and sign, in the name and on behalf of the Company, the Financing Documents and the Intra-Group Loan Agreement;
- Subsequently, Mr. Liviu-Ionel Stoleru notified the Company of his resignation from his mandate as Chief Executive Officer, and by decision of the Board of Directors of the Company dated 29 June 2022:
 - i) the resignation of Mr. Liviu-Ionel Stoleru from the position of Chief Executive Officer of the Company as from 29 June 2022 was acknowledged, and
 - ii) the Board of Directors, on the basis of art. 143 para. (1) of the Companies Law and of art. 13.6 and 13.7 of the Company's Articles of Association, delegated the management of the Company, starting from 29 June 2022, to Mr. Ioan-Adrian Bindea, appointing him as interim Chief Executive Officer until 29 December 2022.
- In view of the content of the EGMS Resolution dated 14 June 2022 and of the decision of the Board of Directors of the Company dated 29 June 2022, as well as the current capacity of Mr. Ioan-Adrian Bindea as Chief Executive Officer, the members of the Board of Directors unanimously approved on 20 September 2022 and confirmed that, in view of this situation, Mr. Ioan-Adrian Bindea - as Chief Executive Officer and legal

representative of the Company - will sign, in the name and on behalf of the Company, the Financing Documents and the Intra-Group Loan Agreement;

- On 20 September 2022, the members of the Board of Directors unanimously decided to take all necessary actions so that, on the occasion of the first extraordinary general meeting of the shareholders of the Company, the shareholders of the Company ratify the power of attorney given to Mr. Ioan-Adrian Bindea, interim Chief Executive Officer, to sign the Financing Documents and the Intra-Group Loan Agreement.

The agenda for the Extraordinary General Meeting of Shareholders will be as follows:

1. **Approval** of the ratification of the power of attorney given to Mr. Ioan-Adrian Bindea, interim Chief Executive Officer, to sign the Financing Documents and the Intra-Group Loan Agreement.
2. **Approval** of the empowerment of the Chief Executive Officer, Mr. Ioan-Adrian Bindea, for signing on behalf of the shareholders the EGMS decision, as well as all the documents to be adopted by the EGMS and the fulfillment of all the legal formalities for the enforcement and registration of the adopted decisions, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Ioan-Adrian Bindea, as well as any of his sub-agents, will be able, without being limited to such, to fulfill all the formalities necessary for signing in the name and on behalf of the shareholders of all the documents necessary for the implementation of the EGMS decision, as well as to carry out any steps and formalities necessary for the implementation and registration of the decisions adopted by the shareholders.

GENERAL INFORMATION ON THE EGMS

Note: In view of preventing the spread of COVID-19, the Company recommends and encourages the shareholders:

- i) *to access the informative materials related to the agenda and the forms for the EGMS, in electronic format, on the dedicated website, the section dedicated to the relationship with investors (<https://rocaindustry.ro/general-shareholders-meetings>);*
- ii) *to access and exercise their right to vote within the EGMS through the platform dedicated to electronic voting (<https://roc1.evot.ro/>), in accordance with the procedure set out in Section 3, point B below, respectively, to vote by correspondence, in accordance with the instructions in Section 3, point D below; and*

- iii) to use, as far as possible, means of distance communication to communicate with the Company, using in particular the email dedicated to investors, respectively investors@rocaindustry.ro;
- iv) to constantly check the investor page (<https://rocaindustry.ro/general-shareholders-meetings>) for news regarding the organization of EGMS.

1. Documents related to and in connection with the agenda of the EGMS

Starting with the date of publication of the convening notice, all presentation materials related to the issues included on the agenda of the EGMS will be available on the Company's website, the section dedicated to investor relations (<https://rocaindustry.ro/general-shareholders-meetings>). The Company's shareholders may obtain, upon request, copies of the documents regarding the aspects included on the agenda of the EGMS, also from the registered office of the Company in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.

Among the documents related to and in connection with the agenda of the EGMS, are the following:

- a) the convening notice;
- b) the documents to be presented at the meeting, related to and in connection with the agenda of the EGMS, as well as other informative materials on the issues on the agenda;
- c) general/special empowerment forms for EGMS;
- d) correspondence ballots for EGMS;
- e) EGMS draft resolution.

Each shareholder, regardless of his/her participation in the share capital of the Company, has the right to ask questions regarding the items on the agenda of the EGMS.

Questions will be submitted:

- a) **in writing**, at the **Company's** headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2.
- b) **by electronic means**, at the e-mail address: investors@rocaindustry.ro, so that the requests are received by the Company by the date of **25 October 2022, at 11:00**.
- c) shareholders who have not submitted the questions by the date of **25 October 2022, at 11:00** may address them directly within the EGMS, in person or through the online platform dedicated to electronic voting ([https:// roc1.evot.ro/](https://roc1.evot.ro/)).

The Company will answer the questions asked by the shareholders within the EGMS, as the case may be, and/or by posting the answer on the Company's website, respectively <https://rocaindustry.ro/general-shareholders-meetings>. The answers to the questions asked by

the shareholders will also be included in the minutes of the meeting, completed in accordance with the legal provisions in force.

2. The right to insert new items on the agenda. The right to present draft decisions for the items included or proposed to be included on the agenda.

In accordance with the provisions of Article 117¹ para. (1) of the Companies Law, Art. 105. para. (3) of Law no. 24/2017, Article 189 of Regulation no. 5/2018 and art. 10.13 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has/have the right to:

- i) introduce new items on the agenda of the EGMS, each item being accompanied by a justification or a draft decision proposed for approval by the general meeting; and
- ii) present draft decisions for the items included on the agenda of the EGMS, within a maximum of 15 days from the publication of the convening notice and under the terms of the law.

To the extent that the request to supplement the agenda meets all legal conditions, the Board of Directors shall resubmit the convening notice with the completed agenda, using the same procedure as that used for the previous agenda, at least 10 days before the date set for the EGMS, and in all cases before the Reference Date.

The shareholders' rights provided above can be exercised only in writing (sent by post or courier services, with acknowledgment of receipt, at the headquarters in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2, **or** by e-mail (with electronic extended signature), according to the FSA regulations, at investors@rocaindustry.ro by the latest on **10 October 2022 including**. The proposals will be accompanied by the following shareholder identification documents:

- i) **For natural persons:** certified true copy of the identity document (allowing its identification in the list of shareholders of the Company issued by the Central Depository);
- ii) **For legal persons:** a certified true copy of the identity document of the legal representative of the shareholder who is a legal person, accompanied by an ascertaining certificate issued by the Trade Register or another document issued by a similar authority in the state where the shareholder is registered, issued with no more than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time with

regard to the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the shareholder submitting the proposals.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The agenda supplemented with the items thus proposed by the shareholders will be published, at the latest on **12 October 2022**.

3. Participation and voting in the EGMS

According to the legal provisions in force, only the shareholders registered in the Company's Shareholders' Register on the Reference Date, respectively **13 October 2022**, are entitled to participate and vote in the EGMS personally (*in person or online*, through the legal representatives in the case of shareholders legal persons), through the representative (on the basis of *special or general power of attorney*), in compliance with the incidental legal provisions - art. 105 paragraph (10) of Law no. 24/2017, or by correspondence (based on *correspondence ballots*).

The access and/or vote by correspondence of the shareholders entitled to participate in the EGMS is allowed by the simple proof of their identity made, *in the case of shareholders who are natural persons*, with the identity document and, *in the case of legal persons*, with the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person, is legally registered, presented in original or in copy according to the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the individual shareholder / legal representative of the legal person shareholder, as the case may be.

The capacity of shareholder, as well as, in the case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established on the basis of the list of shareholders from the Reference Date, received by the Company from the Central Depository.

Shareholders registered in the Company's Shareholders Register on the Reference Date, may participate in the meeting and vote, as follows:

A. Personal vote

The personal vote will be exercised after the proof of identity by the shareholder, as indicated below:

- i) *in the case of shareholders who are natural persons*, with the identity document (identity card, identity card, passport, residence permit) and,
- ii) *in the case of legal persons*, with the identity document of the legal representative (identity card, identity card, passport, residence permit), accompanied by the ascertaining certificate issued by the Trade Register, in original or certified true copy of the original, or of any equivalent document issued by a competent authority in the state where the shareholder legal person is legally registered, presented in the original or in a certified true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

Shareholders physically present at **EGMS** can choose to cast their vote through physical ballots **or by using electronic means of voting.**

B. Electronic voting

Electronic voting may be exercised by using electronic means of voting in accordance with Article 197 of Regulation no. 5/2018, by accessing the link <https://roc1.evot.ro/> from any internet-connected device.

For identification and online access to EGMS, shareholders will provide the following information:

➤ **For natural persons:**

- i) name and surname;
- ii) personal identification number;
- iii) e-mail address;
- iv) copy of the identity document (identity card, passport, residence permit)*;
- v) phone number (optional).

➤ **For legal entities:**

- i) the name of the legal person;
- ii) unique registration code (CUI);
- iii) the name and surname of the legal representative;
- iv) the personal identification number of the legal representative;
- v) e-mail address;
- vi) identity document of the legal representative (identity card, passport, residence permit)*;
- vii) a copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder who is a legal person is legally registered, presented in original or certified true copy of the original. The documents certifying the capacity of legal representative of the legal person shareholder will be issued no later than 30 days before the Reference Date*;
- viii) phone number (optional).

**the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. Files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.*

The documents submitted in a language other than Romanian or English will be accompanied by the translation made by a sworn translator with the signature notary public in Romanian/English.

The shareholder can log in and vote whenever he/she wishes within the designated voting range by mail and/or live, the last voting option (before the expiry of the voting session) being the one recorded.

If, following the process of identifying the identity of the shareholders, discrepancies arise between the data provided by the shareholder and those in the list of shareholders from the Reference Date, received by the Company from the Central Depository, the shareholder will be notified and will be directed to contact the Company at the e-mail address investors@rocaindustry.ro.

C. Voting by representation with general power of attorney

The general power of attorney may be granted by the shareholders for a period not exceeding 3 years, allowing the representative to vote in all matters under discussion of the general meetings of shareholders, including disposition acts.

The general power of attorney shall contain at least the following information:

- i) the name of the shareholder;
- ii) the name of the representative (the person to whom the power of attorney is granted);
- iii) the date of the power of attorney, as well as the period of its validity, in compliance with the legal provisions; the powers of attorney having a later date shall have the effect of revoking the previously dated powers of attorney;
- iv) specification of the fact that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express specification of the company/companies for which the respective general power of attorney is used, individually or through a generic formulation relating to a certain category of issuers.

The general powers of attorney, before their first use, will be submitted to / sent to the registered office of the Company, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor,

District 2, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to the FSA regulations, at the address investors@rocaindustry.ro), so that they are registered as received at the Company's registry by the date of **24 October 2022**, at 11:00. Powers of attorney not submitted within the time limit will not be taken into account.

For the validity of the mandate, the representative must have the capacity of either intermediary (in accordance with the provisions of Article 2 para. (1) point (19) of Law no. 24/2017), or lawyer, and the shareholder is their client. Also, the representative must not be in a conflict of interest, according to the provisions of art. 105 para. (15) of Law no. 24/2017. The representative cannot be substituted by another person, unless this right has been expressly conferred on him by the shareholder in the power of attorney.

If the representative is a legal person, it may exercise the mandate it receives through any person belonging to the administrative or management body or from among its employees.

The Company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requesting other additional documents related to that shareholder, if the general power of attorney complies with the provisions of Regulation no. 5/2018, is signed by the respective shareholder and is accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, showing that:

- i) the power of attorney is given by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by extended electronic signature, if applicable.

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same coordinates indicated in the convening notice), signed and stamped (if applicable) by the intermediary / lawyer (without fulfilling other formalities in connection with its form).

The general powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by the identity document and, in the case of legal persons, by the identity document of the legal representative, accompanied by a copy of the ascertaining certificate

issued by the Trade Register or of any equivalent document issued by a competent authority of the state in which the shareholder is a legal person is legally registered, presented in the original or in a true copy of the original. The documents certifying the capacity of legal representative of the shareholder, legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and, if the Central Depository was not informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified based on the identity document, accompanied by the general power of attorney.

D. Vote by proxy with special power of attorney and correspondence ballots

Special powers of attorney and correspondence ballots must have the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e., vote "*for*", vote "*against*" or "*abstention*").

The representation of the shareholders in the EGMS can be done by proxy, only by filling in and signing the form of the special power of attorney accordingly. The representation will be possible both through other shareholders and through third parties. Shareholders without legal capacity or with limited exercise capacity may grant special power of attorney to other persons, according to the law.

The forms of special powers of attorney will be filled in and signed by the shareholder in three original copies: one of the copies will be submitted / transmitted to the Company, one copy will be handed over to the representative and the third copy will remain with the represented shareholder.

Special powers of attorney may be granted to any person for representation in a single general meeting and contain specific voting instructions from the issuing shareholder.

Special powers of attorney/correspondence ballots will be accompanied, *in the case of shareholders who are natural persons*, by the identity document and, *in the case of legal persons*, by the identity document of the legal representative, accompanied by the copy of the ascertaining certificate issued by the Trade Register or of any equivalent document issued by a competent authority of the State in which the shareholder, a legal person is legally registered, presented in original or in certified true copy of the original. Documents certifying the status of legal representative of the shareholder legal person, will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time about the change of the legal representative of the shareholder, must prove the capacity of the legal representative of the relevant shareholder.

Documents presented in a language other than Romanian or English will be accompanied by a translation by a sworn translator, the legalization / apostille of the translation not being required.

The representatives of the shareholders, natural / legal persons, will be identified on the basis of the identity document, accompanied by the special power of attorney signed by the individual shareholder / legal representative of the shareholder, legal person, as the case may be.

The special powers of attorney/correspondence ballots and the related documents will be submitted to/send to the company's registered office, located in Bucharest, 4 Gara Herăstrău Street, Building A, 3rd Floor, District 2 (between 10:00 and 17:00 from Monday to Friday), including by e-mail with extended electronic signature (in the case of special powers of attorney), respectively by e-mail (in the case of postal ballots), according to the FSA regulations, at the address investors@rocaindustry.ro), in original or in copy, bearing the indication of conformity with the original under the signature of the representative, so that they are registered as received at the Company's registry by the date of 24 October 2022, at 11:00, mentioning on the envelope in clear or in the subject of the e-mail "**For the Extraordinary**

General Meeting of Shareholders dated 26 October 2022/27 October 2022". Powers of attorney not submitted within the time limit will not be taken into account.

If the shareholder who has cast his vote by correspondence participates in the general meeting in person or through a representative (subject to the fact that a special/general power of attorney has been transmitted in compliance with the conditions set out in this convocation), the correspondence ballot cast for that general meeting will remain valid only if the shareholder does not express personally or through a representative another voting option at the general meeting.

If the person representing the shareholder by participation personally in the general meeting is other than the one who expressed the correspondence ballot, then for the validity of the vote he/she shall submit to the meeting a written revocation of the correspondence ballot signed by the shareholder or by the representative who expressed the correspondence ballot.

When completing the special powers of attorney/ correspondence ballot, the shareholders are asked to take into account the possibility of the agenda of the EGMS being completed with new points or proposals for decisions. In this case, the special powers of attorney/ correspondence ballots will be updated and made available through the methods referred to in Section 1, "*Related documents and in connection with the agenda of the EGMS above*".

Where a shareholder is represented by a credit institution providing custody services, they may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special or general authorization by the shareholder to be drawn up, subject to submission to the Company by the custodian credit institution of a declaration on own liability, signed by the legal representative(s) of the credit institution specifying: (i) the name of the shareholder (in clear) on whose behalf the credit institution participates and votes at that meeting, and (ii) the fact that the credit institution provides custody services to that shareholder.

The above-mentioned declaration must be submitted in original, signed and, as the case may be, stamped, or by e-mail with extended electronic signature according to Law no. 455/2001 on the electronic signature, at the address investors@rocaindustry.ro, no later than 24 October 2022, at 11:00.

In this case, the credit institution shall vote through any person from the administrative or management bodies or from among its employees; a proof/declaration attesting that the persons concerned have this capacity will be submitted together with the declaration of the credit institution mentioned above.

The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the capacity of shareholders on the Reference Date.

For further documents and information, please contact the Company at the e-mail address investors@rocaindustry.ro.

Ioan-Adrian Bindea
Chairman of the Board of Directors

21 September 2022