**Special power of attorney**

**For shareholders legal entities**

**for the Extraordinary General Meeting of Shareholders (EGMS)**

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 26/27.10.2022**

**The Undersigned,\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\*It will be filled in with the name of the shareholder legal entity*

with registered office located in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-legal entities\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be filled in with the name and surname of the legal representative of the shareholder legal person, as they appear in the documents proving the quality of representative*

As a shareholder of **ROCA INDUSTRY HOLDINGROCK1 S.A**., headquartered in România, Bucharest, Gara Herăstrău Street no. 4, building A, 3rd floor, Sector 2, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J40/16918/2021, CUI 44987869 **(the Company),**

We hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the authorized natural person to whom this power of attorney is granted*

Identified with B.I./C.I./passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***OR***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name of the shareholder legal entity*

 with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-resident legal entities\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the legal representative of the legal person shareholder, as they appear in the documents proving the quality of representative*

as my representative in the EGMS of the Company that will take place on **26 October 2022, at 11:00 (Romanian time) – the first convocation** and, respectively **27 October 2022, at 11:00 (Romanian time)** – the second convocation, to exercise the voting right related to my holdings registered in the shareholders' register on the reference date, as follows:

**For agenda item no. 1, respectively: 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.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

**For agenda item no. 2, respectively: 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.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

*Note:* *Indicate the vote cast by checking with an "X" one of the spaces for "FOR", "AGAINST" or "ABSTENTION". If more than one space is ticked with an "X" or no space is ticked, the respective vote is considered null / not considered exercised*.

**This special power of attorney:**

1. is valid only for the EGSM for which it was requested, and the representative has the obligation to vote in accordance with the instructions formulated by the shareholder who appointed him, under the sanction of annulment of the vote by the secretaries of the EGSM meeting;
2. the deadline for the registration of special proxies at the Company is 24 October 2022, at 11:00 (Romanian time);
3. it is drafted in 3 original copies, of which: one copy remains with the principal, one copy will be handed to the proxy and one copy will be communicated to the Company;
4. is signed and dated by the mandating shareholder; in the case of collective shareholders, it is signed by all collective shareholders;
5. will be completed by the mandating shareholder in all registered fields;
6. contains information in accordance with the Articles of Association of the Company, Law no. 31/1990, Law no. 24/2017.

**We attach to this special power of attorney:**

* the certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State in which the subscriber is legally registered, 30 days before the reference date and allowing the identification of the subscriber in the register of shareholders of ROCA INDUSTRY HOLDINGROCK1 SA, on the reference date (13.10.2022), issued by Depozitarul Central SA. has not been informed in time about the name of the subscriber's legal representative (so that the shareholders' register at the reference date reflects this), the finding certificate / similar documents mentioned above will have to prove the subscriber's legal representative, and
* copy of the identity document of the authorized natural person (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens).

**OR**

* in the case of the authorized legal person, we also attach its certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State of origin, indicating, among others, the identity of its legal representative, with a maximum of 30 days before the reference date.

**Date of granting the special power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* In the event that the shareholder successively transmits more than one special power of attorney, the Company will consider that the special power of attorney having a later date revokes the previous special power of attorney (s).*

**Name of shareholder legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name and surname of legal representative: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* To be filled in with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, capital letters*

**Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* It will be filled in with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable*