**Special power of attorney**

**For shareholders legal entities**

**for the Ordinary General Meeting of Shareholders (OGMS)**

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 16/17.11.2022**

**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***

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*\* 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 OGMS of the Company that will take place on **16 November 2022, at 11:00 (Romanian time) – the first convocation** and, respectively **17 November 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: Election** of a new member in the composition of the Board of Directors for filling in the vacant position, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022. The term of the mandate of the elected director will be for a duration equal to the period remaining until the expiry of the mandate for the vacant position, respectively until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.

**\*** *The voting option related to this item on the agenda will be indicated in Addendum 1 attached to this Special power of attorney - Expression of the Secret Vote.*

**For agenda item no. 2, respectively: Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, as well as of the Board of Directors to sign the mandate agreement to be concluded with the new member. The mandate agreement concluded with the new member of the Board of Directors will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively:** Subject to the approval of item 1 on the OGMS agenda, **approval** of the updating of the Company's Articles of Association, respectively of art. 13.8., to reflect the new composition of the Company's Board of Directors. Article 13.8. of the Articles of Association will therefore read as follows:

“*Art.13.8. The members of the board of directors are:*

1. *Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*
2. *ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
3. *Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
4. *Mr./Mrs. […], […] citizen, [confidential], director with full powers, in his capacity as ber of the Board of Directors, with mandate expiring on 17 September 2025;*
5. *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.*”.

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**For agenda item no. 4, respectively: Approval** of the establishment and granting of an individual fixed monthly remuneration for the members of the Board of Directors, in amount of EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022.

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**For agenda item no. 5, respectively: Empowerment** of the Chief Executive Officer, 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 compliance with all legal formalities for execution and registration of resolutions adopted, with the possibility to sub-mandate third parties. Within the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the shareholders all the documents necessary for the implementation of the resolution. The OGMS, including the Articles of Association of the Company, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*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 OGSM 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 OGSM meeting;
2. the deadline for the registration of special proxies at the Company is 14 November 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 (01.11.2022), 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*

**Addendum 1 – EXPRESSION OF THE SECRET VOTE**

**Related to item 1 on the agenda of OGSM**

**For agenda item no. 1, respectively: Election** of a new member in the composition of the Board of Directors for filling in the vacant position, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022. The term of the mandate of the elected director will be for a duration equal to the period remaining until the expiry of the mandate for the vacant position, respectively until 17.09.2025. The form of the mandate agreement has been approved through the Ordinary General Meeting of Shareholders' Resolution dated 27 April 2022.

**Election of** **Mr. Vasile Sandu** as a member of the Board of Directors for filling in the vacant position, starting with the date of the appointment, respectively the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 16/17.11.2022.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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***[NOTE 1]: this Addendum 1 shall not take effect unless it accompanies the above Special Pover of Attorney. (i) If the Special Pover of Attorney is sent by mail or courier services or is deposited at the Company's headquarters, this Addendum 1, relating to the expression of the secret vote, shall be printed separately and included in a sealed envelope stating "EXPRESSION OF SECRET VOTE", which will accompany the Special Pover of Attorney in the envelope in which it is deposited / transmitted; (ii) If the Special Pover of Attorney is sent by e-mail, this Addendum 1 relating to the expression of the secret vote shall be attached by e-mail in a separate document entitled: "EXPRESSION OF THE SECRET VOTE".***

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

Name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Name and surname of legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]