**Special power of attorney**

**For shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 02/03.09.2024**

**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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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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 EGMS of the Company that will take place on **02 September 2024, at 11:00 (Romanian time) – the first convocation** and, respectively **03 September 2024, 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 split of the nominal value of the Company’s shares at a ratio of 1:10, resulting in a change in the nominal value of each share from 10 RON to 1 RON. Consequently, the Company’s share capital of 248,672,220 RON will be divided into 248,672,220 shares, each with a nominal value of 1 RON.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively:** Subject to the approval of item 1 on the agenda, **approval** of the update of the Articles of Incorporation by amending Article 5.1 as follows:

“*Article 5.1. The subscribed and paid-in share capital of the company is 248,672,220 RON, with the paid-in capital being 248,672,220 RON, of which 71,012,290 RON is in-kind contribution and 177,659,930 RON is cash contribution, paid as follows: 248,177,350 RON and 100,000 EUR, representing the equivalent of 494,870 RON at the exchange rate of 1 EUR = 4.9487 RON published by the National Bank of Romania on November 24, 2021, which is also the date of subscription. The share capital is divided into 248,672,220 shares, each with a nominal value of 1 RON per share*.”

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**For agenda item no. 3, respectively: Approval** of a program – conducted in one or more rounds – for the issuance of dematerialized corporate bonds, freely negotiable and fully paid, with a maximum total nominal value of 50,000,000 RON or the equivalent of this amount in EUR calculated at the official exchange rate of the National Bank of Romania on the date of issuance of the bonds, with an annual interest rate of up to 12% and a maturity of at least 3 (three) years and up to 5 (five) years for each issuance. The bonds may be convertible or non-convertible, denominated in RON or EUR, guaranteed or unguaranteed, with the possibility of early redemption at the Company's initiative.

The bonds may be offered within one or more public sales offers and/or one or more private placements to investors through an offer addressed to qualified investors and/or to a number of up to 150 physical or legal persons other than qualified investors, in an EU Member State, based on the exemptions from the obligation to publish a prospectus provided by Article 1, paragraph (4) of EU Regulation No. 1129/2017 regarding the Prospectus.

The approval of the bond issuance program will be valid for a period of 2 (two) years from the date of the approval resolution of the Extraordinary General Meeting of Shareholders and aims to finance the full or partial acquisition of new companies for the diversification and synergistic optimization of the Company’s investment portfolio.

The bonds issued under this approval will be admitted to trading on one of the markets managed by the Bucharest Stock Exchange.

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**For agenda item no. 4, respectively:** Subject to the approval of item 3 on the agenda, **authorization and empowerment** of the Board of Directors to issue any resolutions necessary to implement the resolution in accordance with item 3 above, including, but not limited to, establishing and approving the characteristics of each round of bond issuance within the limits set by the Extraordinary General Meeting of Shareholders, such as.

1. The value of the issuance and the denomination currency;
2. The annual interest rate or, if applicable, the method of determining it;
3. The price of the bonds or, if applicable, the method of determining it;
4. Any other terms and conditions of the bonds, including, but not limited to, the form of the bonds (guaranteed/unguaranteed, convertible/non-convertible, etc.), nominal value, maturity, interest payment frequency, principal repayment method, possibility and conditions for early redemption, possible guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds, and admission to trading on one of the markets managed by the Bucharest Stock Exchange;
5. The method of offering the bonds;
6. Any other terms and conditions for conducting the offer related to each bond issuance, including, but not limited to, the offer period, success threshold, subscription method, minimum and maximum subscription amounts, the method of determining and identifying the target market, allocation method, and whether the offer will be conducted through the BVB-Central Depository system or outside of it

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**For agenda item no. 5, respectively:** Subject to the approval of items 3 and 4 on the agenda, **authorization and empowerment** of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person as deemed necessary and/or appropriate, to issue any resolutions and perform all legal acts and actions necessary, useful, and/or appropriate for the preparation, execution, and completion of each bond issuance in accordance with the above, as well as for their admission to trading, including, but not limited to

1. Preparing and signing the Prospectus / Offering Document for each bond issuance;
2. Preparing, signing, and submitting the documentation necessary for the approval of the Prospectus by the Financial Supervisory Authority (ASF), if applicable;
3. Preparing, signing, and submitting the documentation necessary for the admission of the bonds to trading and, implicitly, for the registration of the bonds in the Central Depository system and in the ASF records;
4. Negotiating the contractual terms with and selecting the intermediary/ies for the issuance and sale of the Bonds;
5. Negotiating, approving, and signing any contracts and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on one of the markets managed by the Bucharest Stock Exchange, including guarantee contracts, underwriting commitments, any subscription, sale, agency, trust, consulting contracts, certificates, declarations, registers, notifications, addenda, and any other necessary acts and documents;
6. Determining the total number of bonds issued and the funds raised by the Company from the issuance;
7. Preparing and maintaining the necessary records in the Bond Register for each issuance until their admission to trading, if applicable, including entering into registry services and cash distribution agreements with the Central Depository;
8. Performing any other actions and/or formalities required in connection with the above operations and within the limits of the resolutions of the General Meeting of Shareholders

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**For agenda item no. 6, respectively: Approval** of the extension by an additional period of 3 (three) years for the maturity of the following loans

1. The loan granted by the Company, as the lender, on November 25, 2021, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 24,000,000 RON, maturing on November 25, 2024;
2. The loan granted by the Company, as the lender, on November 18, 2022, to Colorock13 S.R.L. (a company dissolved as a result of a merger by absorption with Sarcom S.R.L. (now EVOLOR) – the surviving entity), as the borrower, with an amount of 5,099,691 RON, maturing on November 18, 2024;
3. The loan granted by the Company, as the lender, on December 16, 2022, to Doorsrock4 S.R.L. (a company dissolved as a result of a merger by absorption with EED), as the borrower, with an amount of 350,000 EUR, maturing on December 16, 2024;
4. The loan granted by the Company, as the lender, on September 20, 2022, to Nativerock1 S.R.L. (a company dissolved as a result of a merger by absorption with DIAL), as the borrower, with an amount of 6,500,000 EUR, of which 7,000,000 RON has been converted into the share capital of DIAL, with the remaining amount maturing on September 19, 2024;
5. The loan granted by the Company, as the lender, on August 30, 2023, to DIAL, as the borrower, with an amount of 1,200,000 EUR, maturing on August 29, 2024;
6. The loans acquired by the Company, as the assignee, following the conclusion of the Assignment Agreement dated June 30, 2023, with Roca Investments, from ELP, as the borrower, specifically the following:
* Loan Agreement No. 71/08.01.2019, with an amount of 600,000 EUR, maturing on December 31, 2024;
* Loan Agreement dated September 17, 2019, with an amount of 256,203 EUR, maturing on December 31, 2024;
* Loan Agreement No. 4/29.12.2020, with an amount of 200,000 EUR, maturing on December 31, 2024;
* Debt Assignment Agreement dated December 21, 2021, with an amount of 678,440 RON, maturing on December 31, 2024;
* Debt Assignment Agreement dated February 1, 2023, with an amount of 1,356,880 RON, maturing on December 31, 2024.
1. The loan granted by Roca Investments to the Company on August 30, 2023, with an amount of 1,200,000 EUR, maturing on August 30, 2024.

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**For agenda item no. 7, respectively: Approval** of the registration date (proposed: December 3, 2024) and the ex-date (proposed: December 2, 2024) for the above operations.

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**For agenda item no. 8, respectively: Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the EGMS, as well as all documents to be adopted by the EGMS and to carry out all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-mandating to third parties. Within the framework of the mandate granted, Ioan-Adrian Bindea, as well as any of his sub-mandates, shall be entitled, without limitation, to carry out all formalities necessary for the signing in the name and on behalf of the shareholders of all documents required for the implementation of the resolution of the EGMS, 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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*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 28 August 2024, at 18:00 (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 (21.08.2024), 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*