**Voting form**

**individual shareholders**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 14/15.10.2024**

**The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,**

*\* To be filled in with the name and surname of the natural person shareholder*

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

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

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**),

Holder of a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by the Company, representing\_\_\_\_% of the total shares issued by the Company and \_\_\_\_\_\_\_\_% of the total voting rights,

having knowledge of the agenda of the meeting of the **OGMS** of the Company that will take place on **14 October 2024, at 14:30 (Romanian time) – the first convocation** and, respectively **15 October 2024, at 14:30 (Romanian time)** – the second convocation, and of documentation and informative materials related to the respective agenda, in accordance with ASF Regulation no. 5/2018, by this vote I mean to express my vote for the Company's OGMS, as follows:

**For agenda item no. 1, respectively: Election** of a new member to the Board of Directors, starting from the date of appointment, i.e., the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, with the mandate expiring on September 17, 2025.

**\*** *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: Approval** of the mandate contract template for the Board member elected according to point 1 of the agenda.

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

**For agenda item no. 3, respectively: Approval** of the power of attorney granted to the General Manager, Ioan-Adrian Bindea, as well as the Board of Directors, to sign the mandate contract to be concluded with the new member. The mandate contract will be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the General Manager of the Company.

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

**For agenda item no. 4, respectively: Approval** of the establishment and granting of a fixed individual monthly remuneration for the members of the Board of Directors, in amount of EUR 2,000 net, decreasing from EUR 3,000 net, starting from the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, and the corresponding update of the Remuneration Policy.

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

**For agenda item no. 5, respectively: Approval** of the power of attorney granted to the General Manager, 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 fulfill all legal formalities for the execution and registration of the adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, Ioan-Adrian Bindea and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf 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 formalities necessary for the implementation and registration of the resolutions 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*.

I enclose to this ballot paper a copy of the identity document of the undersigned and, if applicable, a copy of the identity document of the legal representative (in case of natural persons without exercise capacity or with limited exercise capacity) (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens) allowing the identification of the undersigned in the register of shareholders **ROCA INDUSTRY HOLDINGROCK1 S.A**. on the reference date (**02.10.2024**) issued by the Central Depository, together with the proof of the quality of legal representative.

Voting Form date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Name and surname: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*\*It will be filled in with the name and surname of the natural person shareholder, in clear, with capital letters*

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

*\*In the case of collective shareholders, it will be signed by all shareholders*

**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 to the Board of Directors, starting from the date of appointment, i.e., the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, with the mandate expiring on September 17, 2025.

**Election of** **Ms. Victorița Șter-Chelba** as a member of the Board of Directors, starting from the date of appointment, i.e., the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders on October 14/15, 2024, with the mandate expiring on September 17, 2025.

.

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

***[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: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]