**Special power of attorney**

**For shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 29/30.04.2024**

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

***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 **29 April 2024, at 15:00 (Romanian time) – the first convocation** and, respectively **30 April 2024, at 15:00 (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 Company's income and expenditure budget for the financial year 2024, at individual level.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the Company's income and expenditure budget for the financial year 2024, at consolidated level.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively: Approval** of the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2023 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2023 Directors’ Report and the Report of the Independent Auditor for 2023.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively: Approval** of the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors’ Report and the Independent Auditor's Report for 2023.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 5, respectively: Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors’ Report and the Independent Auditor's Report for 2023.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 6, respectively: Approval** of the allocation of the net profit for the year 2023, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 1802/2014, in the amount of 3,265,950.82 lei as follows:

- for the constitution of the legal reserve - 163,298 lei;

- for covering losses from previous years – 3,102,652.82 lei.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 7, respectively: Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2023.

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**For agenda item no. 8, respectively: Approval** of the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 9, respectively: Approval** of the initiation and implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the actual transfer of shares from the Company to the employees, etc..

The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 10, respectively: Approval,** for the above operations, of the Reference Date (proposal: 28.05.2024), the ex-date (proposal: 27.05.2024).

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 11, respectively: 11. Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS 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 OGMS, 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 25 April 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 (18.04.2024), 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*