**Special power of attorney**

**For shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 29/30.01.2024**

**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 EGMS of the Company that will take place on **29 January 2024, at 11:30 (Romanian time) – the first convocation** and, respectively **30 January 2024, at 11:30 (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 amendment to the Articles of Incorporation of the Company, in the form made available to the shareholders, according to the annex to this convening notice. The amendments to the Articles of Incorporation regarding the regulated market administered by the Bucharest Stock Exchange are effective subject to the approval of the transfer of shares on this market.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the direct acquisition by the Company of 70% of the Shares issued by Workshop, representing a number of 70 shares, each with an individual nominal value of 10 Lei and a total nominal value of 700 Lei, for a purchase price ('Price of the Shares) in the maximum amount of 50,000,000 RON (fifty million lei) ('Transaction'), as well as the subsequent acquisition of an additional package of 30% of the shares issued by Workshop, under the conditions and terms stipulated in the SPA, and the signing of all necessary documents to give effect to the Transaction.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively:** **Approval** of authorizing the Chief Executive Officer of the Company, Mr. Ioan-Adrian Bindea, with full powers of authority, to act on behalf of, in the name of, and in the interest of the Company, as follows:

1. To negotiate the specific terms and conditions of the Transaction and to sign, on behalf and in the name of the Company, either in writing or in any other manner accepted by law, all necessary documents for the completion, finalization, and implementation of the Transaction, and
2. To fulfill any and all formalities and operations necessary for the signing of the documents mentioned in (i) as well as for the completion, finalization, and implementation of the Transaction, being authorized to sign, submit, and receive any documents, even before a notary public, the Trade Register Office, tax authorities, banks, any natural or legal persons, public or private, in Romania or abroad.

The mandate granted to Mr. Ioan-Adrian Bindea comes into effect on the date of the EGMS and shall remain valid until the fulfillment of the above, with the possibility of sub-delegation.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively: Approval** of the conclusion by the Company with a financing bank in Romania of a credit facility for the financing of the Transaction, up to the limit of 50,000,000 Lei (fifty million Lei), as well as the establishment of guarantees, including but not limited to movable mortgages on accounts, receivables, social parts, or real estate mortgages, in favor of the financing bank, up to a maximum value of 50,000,000 Lei (fifty million Lei).

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 5, respectively:** **Approval** of authorizing the Board of Directors, on behalf and in the name of the Company, to:

1. Determine and approve the specific terms and conditions of the credit facility mentioned in point 4 above or the guarantees granted by the Company in favor of the financing bank of the Transaction, within the limits approved by the EGMS;
2. Negotiate, conclude, execute, and deliver by the Company, as the debtor, the credit facility agreement it may enter into regarding the financing of the Transaction, within the limits approved by the EGMS;
3. Negotiate, conclude, execute, and deliver by the Company, as the debtor and/or guarantor, the mortgage contracts it may enter into with the financing bank regarding the financing of the Transaction, as well as any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;
4. Authorize the Chief Executive Officer of the Company to sign all documents related to the financing of the Transaction, including the credit facility agreement, mortgage contracts, and any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;
5. Any necessary, advisable, or desired formalities to ensure the validity, enforceability, and legally effective nature of the financing of the Transaction.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 6, respectively: Approval** of authorizing 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 fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the EGMS resolution, including the Articles of Incorporation of the Company, and undertake 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 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 26 January 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 (18.01.2024), 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*