**Special power of attorney**

**For shareholders legal entities**

**for the Ordinary General Meeting of Shareholders (OGMS**) **HOLDINGROCK1 S.A.**

**from 27/28.04.2022**

**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 **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***

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

*\* 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 **April 27, 2022, at 17:00 (Romanian time) – the first convocation** and, respectively **April 28, 2022, at 17:00 (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 revenue and expenditure budget of the Company for the financial year 2022.

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

**For agenda item no. 2, respectively: Approval** of the individual financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021 and composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report on year 2021.

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

**For agenda item no. 3, respectively: Approval** of the consolidated financial statements of the Company prepared in accordance with MFP Order no. 1802/2014, related to the financial year 2021, composed of: the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, accounting policies and explanatory notes, based on the Administrator's Report and the External Financial Auditor's Report on year 2021.

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

**For agenda item no. 4, respectively: Approval** of the discharge of the members of the Board of Directors of Holdingrock1 for the financial year 2021.

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

**For agenda item no. 5, respectively: Election of two new members of the Board of Directors,** starting with the date of appointment, respectively the date of adoption of the Decision of the Ordinary General Meeting of Shareholders of 27 / 28.04.2022, the expiration date being 17.09.2025 and the corresponding update of the Articles of Incorporation of the Company.

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

**\*** *The voting option related to this item on the agenda will be indicated in Annex 1 attached to this voting form by correspondence - Expression of the Secret Vote****.***

**For agenda item no. 6, respectively: Approval** of the management contract model for the Members of the Board of Directors.

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

**For agenda item no. 7, respectively: Approval of the power of attorney of the General Manager, Liviu-Ionel Stoleru,** as well as of the Board of Directors to sign the mandate contracts to be concluded with the new members. The mandate agreement concluded with each of the members 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 General Manager of the Company.

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

**For agenda item no. 8, respectively: Approval,** for the above operations, of the registration date (proposal: 27.05.2022), of the ex-date (proposal: 26.05.2022).

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

**For agenda item no. 9, respectively: Approval** of the power of the General Manager, Liviu-Ionel Stoleru, to sign on behalf of the shareholders the OGMS decision, as well as all documents to be adopted by the OGMS and fulfilling all legal formalities for the execution and registrationof decisions and decisions adopted, with the possibility of sub- agents to third parties. Within the mandate granted, Liviu-Ionel Stoleru, 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 decision. OGMS, including the Articles of Incorporation of the Company, as well as to carry out any steps and formalities necessary for the implementation and registration of decisions adopted by 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*.

**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 April 21, 2022, at 17:00 (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 HOLDINGROCK1 SA, on the reference date (14.04.2022), 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 applicabl*

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

**Related to item 5 on the agenda of OGSM**

**For agenda item no. 5, respectively: Election of two new members of the Board of Directors,** starting with the date of appointment, respectively the date of adoption of the Decision of the Ordinary General Meeting of Shareholders of 27 / 28.04.2022, the expiration date being 17.09.2025 and the corresponding update of the Articles of Incorporation of the Company.

Election of **Mr. Mihai Bîrliba** as a member of the Board of Directors, starting with the date of appointment, respectively the date of adoption of the Decision of the Ordinary General Shareholders Meeting of 27/28.04.2022, the expiration date of the mandate being 17.09.2025.

.

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

Election of **QUAF TRADING SRL** by permanent representative Liviu-Ionel Stoleru, as a member of the Board of Directors, starting with the date of appointment, respectively the date of adoption of the Decision of the Ordinary General Shareholders’ Meeting of 27/28.04.2022, the expiration date of the mandate being 17.09.2025.

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

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

***[NOTE 2]: this list will be updated according to the proposals made by the shareholders, regardless of their participation, in accordance with the provisions of section 3 - “Right to nominate candidates for the position of member of the Board of Directors” of the convocation for the Extraordinary and Ordinary General Meeting of the Shareholders of HOLDINGROCK1 SA dated 27 / 28.04.2022. Thus, the final list of nominations for the position of member of the Board of Directors will be published after 11.04.2022.***

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

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

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

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