**Voting form**

**Shareholders legal entities**

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

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 EGMS of the Company from **27.04.2022, at 16:00 (Romanian time) –** the first convocation and, respectively **28.04.2022, at 16:00 (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 EGMS, as follows:

**For agenda item no. 1, respectively: Approval** of the establishment of a first rank mortgage on all present and future shares issued by Doorsrock and held by the Company, respectively on any rights of the Company (including, but not limited to, any dividends and voting rights) arising from or in connection with the mortgaged shares, as well as the negotiation, signing, completion, implementation and execution by the Company, as the mortgage guarantee, of the Mortgage on the respective shares and the related rights, in order to fully guarantee the Credit Agreement, including interest, commissions, costs, penalties **(“Doorsrock Movable Mortgage Agreement over Shares”).**

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the establishment of a first rank movable mortgage on any and all claims, present and future of the Company against each of the Doorsrock and EED, as well as the negotiation, signing, completion, implementation and enforcement by the Company, as mortgage guarantee, of the mortgage on the respective claims, in order to fully guarantee the Credit Agreement, including interest, commissions, costs, penalties **(“Movable Mortgage Agreement over Intra-Group Receivables”)**

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**For agenda item no. 3, respectively: Approval** of the operation of subordinating any and all rights and claims, present and future of the Company to each of Doorsrock and EED, as well as the negotiation, signing, completion, implementation and execution by the Company, as a subordinated creditor, of a contract Subordination Agreement **(“Subordination Agreement”)**

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively: Approval** of the granting of a loan to Doorsrock in the amount of EUR 1,300,000 for the purpose for which between the Company, as creditor, and Doorsrock, as debtor, it is envisaged to conclude a loan agreement, as well as the negotiation, signing, completion, implementation and execution by the parties of the loan agreement **(“Intra-Group Loan Agreement”).**

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**For agenda item no. 5, respectively: Approval** of the increase of the share capital of Doorsrock by the Company with the amount of EUR 6,328,000 and of the signing by the Company, as sole shareholder of Doorsrock, of a decision of the sole shareholder of Doorsrock approving the increase of the share capital.

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**For agenda item no. 6, respectively: Approval** of the power of attorney of the General Manager, Mr. Liviu-Ionel Stoleru (the “Representative”), with full powers and authority, to act in the name, on behalf of and in the interest of the Company, for the following:

* 1. negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the Loan Agreement in any form that the Representative, at its discretion, will consider to be in the interest of the Company;
	2. negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the Mortgage Agreement on the shares of Doorsrock, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider to be in the interest of the Company;
	3. negotiation, handwritten signing, preparation, implementation and execution, in the name and on behalf of the Company, of the **Movable Mortgage Agreement over Intra-Group Receivables**, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider to be in the interest of the Company;
	4. negotiation, handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of the Subordination Agreement, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider company;
	5. negotiation, handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of the Intra-Group Loan Agreement, intended to be concluded by the Company, in any form that the Representative, at its discretion, will consider company;
	6. handwritten signing, completion, implementation and execution, in the name and on behalf of the Company, of any other documents and / or contracts and performance of any actions necessary to carry out the decisions taken, including, without limitation, any contracts, requests / requests , documents, certificates, notifications, letters, additional documents, powers of attorney, confirmations, waivers or formalities, which may be necessary on the basis of or in connection with the decisions taken and to carry out any and all actions provided above, which the Representative, at his discretion will consider them to be in the interest of the Company;
	7. the registration of the Mortgage Agreement on the shares of Doorsrock and the Intra-Group Debt Mortgage Agreement in all relevant registers (including, without limitation, the National Register of Movable Advertising) and in any registers of the Company or Doorsrock (including the register of associates, where applicable), in accordance with the applicable legal provisions, and to carry out any formalities and take any necessary or advisable measures for the mortgages to constitute legal effects under the Mortgage Agreement on the shares of Doorsrock and the Intra-Group Debt Mortgage Agreement
	8. carrying out any formalities and taking any necessary or recommended measures for the above-mentioned documents, intended to be signed by the Company, to produce legal effects; and
	9. empowering any third party, at its discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the decisions taken.

According to art. 2,016 (3) of the Civil Code, the mandate granted to the Representative extends to all acts necessary for its fulfillment, even if they were not expressly mentioned above. This mandate shall remain in force until the execution of all the actions provided for above or until its revocation, notified in writing to the Representative.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 7, respectively: Approval** of the change of the name of the Company from “HOLDINGROCK1 SA” to “ROCA INDUSTRY HOLDINGROCK1 SA” and the corresponding update of the Articles of Incorporation of the Company.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 8, respectively: Approval** of the extension of the composition of the Board of Directors from 3 (three) to 5 (five) members.

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**For agenda item no. 9, respectively: Approval** of the amendment to the Articles of Incorporation of Holdingrock1, respectively of art. 13.8., To reflect the new composition of the Board of Directors of the Company. Therefore, art. 13.8. of the Articles of Incorporation will have the following content:

„*13.8. The members of the Board of Directors are:*

1. *[Name and identification data];*
2. *[Name and identification data];*
3. *[Name and identification data];*
4. *[Name and identification data];*
5. *[Name and identification data].*

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 10, respectively: Approval,** for the above operations, of the registration date (proposal: 27.05.2022), of the ex-date (proposal: 26.05.2022).

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 11, respectively: Approval of the power of the General Manager, Liviu-Ionel Stoleru,** to sign on behalf of the shareholders the EGMS decision, as well as all documents to be adopted by the EGMS and fulfilling all legal formalities for the execution and registration of 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 EGMS decision, 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 the decisions 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*.

We attach to this ballot the certificate, in original / 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 undersigned is legally registered, with an age of no more than 30 days before the reference date and which allows the identification of the subscriber in the register of shareholders of HOLDINGROCK1 S.A., at the reference date (14.04.2022) issued by the Central Depository. If the Depozitarul Central S.A. 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..

Voting Form Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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, with capital letters*

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable.*