**Special power of attorney**

**For shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 22/23.06.2023**

**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 **22 June 2023, at 11:00 (Romanian time) – the first convocation** and, respectively **23 June 2023, at 11:00 (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 acquisition by the Company of a number of 3,995,999 shares (the “**Sale Shares**”), having a nominal value of RON 1 each and a total nominal value of RON 3,995,999 (the “**Acquisition of ELP Shares**”) held by **Societatea de Investiții Alternative cu Capital Privat Roca Investments S.A.**, a joint stock company, incorporated and operating in accordance with the laws of Romania, with registered office located at 4 Gara Herăstrău Street, Bucharest, Building A, 3rd Floor, Module 17, 2nd District, Romania, registered with the Trade Registry under number J40/15602/2017, with sole registration code 38201915 ("**Roca Investments**"), and representing 99.99997% of the share capital of **ELECTROPLAST S.A.**, a joint stock company incorporated and operating in accordance with the laws of Romania, with registered office in Bistrita, 14 Subcetate Street, Bistrita-Nasaud county, registered with the Trade Registry under no. J6/1036/1993, sole registration code 5027384 ("**ELP**"), for a price equal to RON 45.750.988,6, established on the basis of an evaluation report prepared by an independent ANEVAR authorized evaluator, and the negotiation, conclusion, execution and delivery by the Company, as purchaser, without limitation, of the following documents in connection with the Acquisition of ELP Shares:

1. the sale and purchase agreement to be entered into by the Company, as purchaser, and Roca Investments, as seller, for the purchase of 3,995,999 shares held by Roca Investments in ELP and representing 99.99997% of the share capital of ELP (the "**SPA**"), in accordance with the terms and conditions set out in this EGMS and by the Board of Directors, pursuant to item 3 below, within the limits set out in this EGMS;
2. to the extent necessary or appropriate under applicable law, the shareholders’ registry, the resolution of the general meeting of shareholders of ELP, and the articles of association of ELP, as updated following the Acquisition of ELP Shares;
3. any documents, notices, certificates, powers of attorney, fee letters, transfer certificates, deeds of accession, declarations, deeds, waivers, modifications, amendments and any other similar agreements or undertakings and any other documents in connection with the Acquisition of ELP Shares;
4. any and all supplemental agreements, addenda and other similar agreements or undertakings in connection with any documents relating to the Acquisition of ELP Shares; and
5. any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the Acquisition of ELP Shares, the SPA and any documents in connection with the Acquisition of ELP Shares or the SPA.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the takeover by the Company, as assignee, of the receivables held by Roca Investments against Electroplast, resulting from the loan agreements concluded by Roca Investments, as creditor, and Electroplast, as debtor, for an assignment price equal to the nominal value of the assigned receivables, up to a maximum amount of RON 12.000.000 (the “**Assignment of Receivables**"), and the negotiation, execution, performance and delivery by the Company, as assignee, without limitation, of the following documents in connection with the Assignment of Receivables:

1. the receivables assignment agreement that the Company, as assignee, will enter into with Roca Investments, as assignor, and Electroplast, as assigned debtor, for the assignment of the receivables held by Roca Investments against Electroplast, in the amount of up to RON 12.000.000, for an assignment price equal to the nominal value of the assigned receivables (the "**Assignment Agreement**");
2. any documents, notices, certificates, powers of attorney, fee letters, transfer certificates, deeds of accession, declarations, deeds, waivers, modifications, amendments and any other similar agreements or undertakings and any other documents in connection with the Assignment of Receivables;
3. any and all supplemental agreements, addenda and other similar agreements or undertakings in connection with any documents relating to the Assignment of Receivables; and
4. any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the Assignment of Receivables, the Assignment Agreement and any documents in connection with the Assignment of Receivables or the Assignment Agreement.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively:** **Approval** of the empowerment of the Board of Directors, in the name and on behalf of the Company, to:

1. determine and approve the specific terms and conditions of the Acquisition of ELP Shares and the Assignment of Receivables, within the limits approved by this EGMS;
2. negotiate, draft, sign, close, deliver, deposit, receive, forward, amend, complete, if applicable, and execute for and on behalf of the Company the SPA, the Assignment Agreement and all documents in connection with the SPA, Assignment Agreement and/or the Acquisition of ELP Shares and/or the Assignment of Receivables;
3. the completion of all formalities and undertaking of any other administrative, legal or other action necessary, appropriate or advisable to give full effect to the SPA, the Assignment Agreement, the Acquisition of ELP Shares and the Assignment of Receivables; and
4. in general, undertake all acts and deeds necessary or advisable to give full effect to the SPA, the Assignment Agreeemnt and all documents relating to the SPA, the Assignment Agreement and/or the Acquisition of ELP Shares and/or the Assignment of Receivables and/or to comply with the provisions of such documents in order to carry out all of the aforesaid transactions.

As regards points ii - iv above, the Board of Directors has the right of sub-delegation to any of the members of the Board of Directors or managers of the Company

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively:** **Approval** of the increase of the Company’s share capital with the amount of up to RON 150,000,000 (nominal value) by in cash contribution and/or conversion into shares of certain receivables against the Company, as it will be decided by the Board of Directors (the “**Share Capital Increase**”) by issuance of a number of up to 15,000,000 new shares with a nominal value of RON 10 per share and a total nominal value of RON 150,000,000 (the “**New Shares**”), as follows:

1. The New Shares will be offered for subscription:
2. during the first phase, to shareholders registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, on the basis of their preference rights, as well as to persons who have purchased, preference rights from the Company’s shareholders registered with the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, during the period the preference rights are traded, to the extent the offering prospectus prepared in connection with the Share Capital Increase indicates that preference rights will be traded; and
3. during the second phase, any unsubscribed New Shares in the first phase, as described at point ‎a) above, shall be offered (i) to the Romanian public (the “**Public Offering**”) and / or (ii) via private placements, addressed to investors from the European Union in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (4), letters (a) - (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC ("**Prospectus Regulation**") and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor (the “**Private Placement**”), in accordance with a decision adopted by the Board of Directors on this matter.
4. Any New Shares remaining unsubscribed after the Public Offering and/ or Private Placement (as the case may be) will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
5. The number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company’s shareholders’ registry held by Depozitarul Central S.A., with the registration date of 12 July 2023.
6. Each shareholder registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. with the registration date of 12 July 2023, shall receive a number of preference rights equal with the number of shares held.
7. The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 12 July 2023.
8. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 1,1796382 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
9. A shareholder of the Company registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 12 July 2023 or, as the case may be, a person who has purchased, preference rights from the Company’s shareholders registered with the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 12 July 2023, during the period the preference rights are traded, may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (1,1796382) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
10. In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
11. Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
12. The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and of the companies that are part of the holding, respectively to finance ongoing projects and/or new projects.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 5, respectively: Approval** of the admission to trading of the Company's shares on the regulated market administered by Bursa de Valori București S.A. ("**Listing on the Regulated Market**").

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 6, respectively: Approval** to empower the Board of Directors to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding the Share Capital Increase and the Listing on the Regulated Market, including regarding the following matters:

1. setting the structure and the duration of the Share Capital Increase operation, negotiating, as well as determining and approving the subscription price within the Share Capital Increase (according to market conditions, as well as approving the other final terms and conditions of the Share Capital Increase), selecting intermediaries for the Share Capital Increase and the Listing on the Regulated Market, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase and the Listing on the Regulated Market, as the case may be, negotiating and signing any agreements with intermediaries, consultants, expert accountants and valuators, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
2. setting the date, structure and conditions for the admission to trading of the Company’s shares on the regulated market operated by the Bucharest Stock Exchange;
3. approving any agreements regarding the Share Capital Increase and the Listing on the Regulated Market or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, addenda, valuation reports and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the Share Capital Increase and the Listing on the Regulated Market (including updating the Articles of Association of the Company);
4. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and
5. to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the Share Capital Increase and the Listing on the Regulated Market.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 7, respectively: Approval** of the date of:

* 12 July 2023 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
* 11 July 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
* 10 July 2023 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
* 13 July 2023 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 8, respectively: Empowerment** of 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 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 EGMS, 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 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 20 June 2023, at 11:00 (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 (08.06.2023), 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*