**Voting form**

**Shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 18/19.09.2023**

**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**),

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 **18 September 2023, at 12:00 (Romanian time) – the first convocation** and, respectively **19 September 2023, at 12:00 (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** for the negotiation, signing, finalization, implementation, and execution by the Company, as creditor, of the Loan Agreement, for the purposes, terms, and conditions outlined below:

1. currency and loan value: up to 50,000,000 RON (fifty million lei);
2. final maturity date: 5 (five) years from the signing date, with the possibility of automatic extension, if the parties do not agree otherwise;
3. interest rate: ROBOR 1M+3% p.a.;
4. repayment: the principal will be repaid in a single payment on the final maturity date, with the possibility for EED to repay in advance any amount of the principal, depending on availability.

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

**For agenda item no. 2, respectively: Approval** for authorizing Mr. Rudolf-Paul Vizental, as member of the Board of Directors of the Company ("Representative"), with full powers and authority, to act on behalf of, for the benefit of, and in the interest of the Company, for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of the Company, of the Loan Agreement, in accordance with point 1 above, in any form that the Representative, at his discretion, deems to be in the interest of the Company.

Mr. Rudolf-Paul Vizental will be able to negotiate and sign all necessary documents for the purposes indicated above, and he may delegate any powers to another person, as he deems appropriate.

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

**For agenda item no. 3, respectively:** **Approval** for the Company, as the sole associate of EED, to sign a resolution of the sole associate of EED approving the following:

1. contracting, negotiating, signing, finalizing, implementing, and executing by EED, as borrower, of the Loan Agreement, for the purposes, terms, and conditions outlined above;
2. authorization of Mr. Ioan Adrian Bindea, as administrator of EED, with full powers and authority, to act on behalf of, for the benefit of, and in the interest of EED for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of EED, of the Loan Agreement, as well as for carrying out any activities (as detailed in the resolution of the sole associate of EED) to implement that resolution, including the power to sub-delegate to any third parties, at the discretion of the authorized person, to take any measures, undertake any actions, and negotiate, modify, and sign any other documents that may be necessary in connection with the implementation of that resolution.

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

**For agenda item no. 4, respectively:** **Approval** for updating the Articles of Incorporation of the Company by eliminating Article 13.8., which has the following content:

*Art.13.8. The members of the board of directors are:*

* + 1. *Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*
		2. *ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
		3. *Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
		4. *Mr. Vasile Sandu, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025;*
		5. *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.*

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

**For agenda item no. 5, 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.

|  |  |  |
| --- | --- | --- |
| **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*.

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 ROCA INDUSTRY HOLDINGROCK1 S.A., at the reference date (07.09.2023) 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.*