**Voting form**

**individual shareholders**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 20/21.12.2023**

 **The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,**

*\* To be filled in with the name and surname of the natural person shareholder*

 identified with B.I./C.I./passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ issued by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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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 **20 December 2023, at 11:00 (Romanian time) – the first convocation** and, respectively **21 December 2023, at 11:00 (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 Company to increase the share capital of EED by an amount of up to EUR 1,000,000, as well as to sign EED's sole shareholder's decisions for the share capital increase and EED’s articles of association updated following the increase of the share capitaly.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the EED’s financing by the Company, for the completion by EED of the Workshop Transaction, by granting loans to EED and/or by increasing the share capital of EED, up to a maximum amount of RON 50,000,000.

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**For agenda item no. 3, respectively:** **Approval** of the establishment by the Company of guarantees in favour of the bank financing the Workshop Transaction, up to a maximum amount of RON 50,000,000, in the event of bank financing of EED for the purpose of completing the transaction.

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1. **For agenda item no. 4, respectively:** **Approval** of the empowerment of the Board of Directors, in the name and on behalf of the Company, to:
2. determine and approve the specific terms and conditions of the loans granted by the Company to EED or of the EED’s capital increase or of the guarantees granted by the Company in favor of the bank financing the Workshop Transaction, within the limits approved by this EGMS;
3. negotiate, conclude, execute and deliver by the Company, as lender, of the loan agreement it may enter into with EED, as borrower, in respect of the financing of the Workshop Transaction;
4. sign EED’s sole shareholder's resolutions on the share capital increase, as well as EED's articles of association, updated following the share capital increase;
5. negotiate, conclude, execute and deliver by the Company, as guarantor, without limitation, the credit facility agreement which EED, as borrower, may enter into with the financing bank, the mortgage agreements which the Company, as guarantor, may enter into with the financing bank, in relation to the financing of the Workshop Transaction, and any other documents, notices, certificates, powers of attorney or representations in relation to the financing of the Workshop Transaction;
6. conclude any formalities necessary, advisable or desirable to ensure the valid, binding and legally effective nature of the financing of the Workshop Transaction.

As regards points i - v 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 agenda item no. 5, respectively: Approval** of the increase of DIAL's share capital by an amount of up to RON 7,000,000 (nominal value) by converting certain receivables held by the Company against DIAL, and the signing of the Decision of DIAL's sole shareholder on the share capital increase, as well as DIAL's Articles of Association, updated as a result of the share capital increase.

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**For agenda item no. 6, 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*.

I enclose to this ballot paper a copy of the identity document of the undersigned and, if applicable, a copy of the identity document of the legal representative (in case of natural persons without exercise capacity or with limited exercise capacity) (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens) allowing the identification of the undersigned in the register of shareholders **ROCA INDUSTRY HOLDINGROCK1 S.A**. on the reference date (**08.12.2023**) issued by the Central Depository, together with the proof of the quality of legal representative.

Voting Form date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Name and surname: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*\*It will be filled in with the name and surname of the natural person shareholder, in clear, with capital letters*

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

*\*In the case of collective shareholders, it will be signed by all shareholders*