**Special power of attorney**

**For individual shareholders**

**for the Extraordinary General Meeting of Shareholders (EGMS**) **HOLDINGROCK1 S.A.**

**from 27/28.04.2022**

**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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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

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**),

I hereby mandate: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* 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 EGMS of the Company that will take place on **April 27, 2022, at 16:00 (Romanian time) – the first convocation** and, respectively **April 28, 2022, at 16:00 (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 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”).**

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

**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”)**

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

**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”)**

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

**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”).**

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

**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.

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

**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.

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

**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.

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

**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.

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

**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].*

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

**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).

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

**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.

|  |  |  |
| --- | --- | --- |
| **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 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 April 21, 2022, at 16:00 (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.

I enclose to this special power of attorney a copy of the identity document allowing my identification in the shareholders register of HOLDINGROCK1 S.A., on the reference date (**14.04.2022**), kept by Depozitarul Central S.A. and a 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 a legal person, we also attach his certificate, in original or a 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, inter alia, the identity of its legal representative, not more than 30 days before the reference date.

**Date of granting the special power of attorney**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* In the event that the shareholder will successively submit 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 and surname**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the shareholder, in capital letters*

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

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