

**Notice of Ordinary and Extraordinary General Meetings of Shareholders of
HOLDINGROCK1 S.A.
convened for April 27, 2022**

The Board of Directors of **HOLDINGROCK1 S.A.**, a joint stock company, incorporated and operating in accordance with the laws of Romania, having its registered office at str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2, Bucharest, Romania, registered with the Trade Registry of Bucharest under no. J40/16918/2021, sole registration code 44987869 (hereinafter referred to as "the **Company**" or "**Holdingsrock1**"), pursuant to the Companies Law no. 31/1990, republished, as amended and supplemented (the "**Companies Act**"), Act No. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented (the "**Act No. 24/2017**"), Regulation No. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented (the "**Regulation No. 5/2018**") and the Company's articles of association (the "**Articles of Association**")

CALL:

The Extraordinary General Meeting of Shareholders of the Company ("EGM") for April 27, 2022, at 4:00 p.m., at the registered office of the Company in Bucharest, str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2, to be attended by all shareholders of the Company registered in the register of shareholders (kept by Depozitarul Central S.A.) by the end of April 14, 2022, established as the Reference Date. If the quorum is not met at the first call, a second meeting of the EGM will be held on April 28, 2022, at 4:00 p.m., at the same place and with the same agenda and having the same Reference Date; and

Ordinary General Meeting of Shareholders of the Company ("OGM") for April 27, 2022, at 5:00 p.m., at the Company's registered office in Bucharest, str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2, to be attended by all shareholders of the Company registered in the register of shareholders (maintained by Depozitarul Central S.A.) by the end of April 14, 2022, set as the reference date ("Reference Date**"). In the event that the quorum required at the first call is not met, a second OGM will be held on April 28, 2022, at 5:00 p.m., at the same place and with the same agenda and having the same Reference Date.**

Agenda for the Extraordinary General Meeting of Shareholders

Whereas:

- (A) The Company is the sole shareholder of **DOORSROCK4 S.R.L.**, a limited liability company organized and operating under the laws of Romania, registered with the Trade Registry of the Bucharest Court under number J40/18344/2021, Sole registration code 45112950, with registered office at Strada Gara Herăstrău no. 4, building A, 3rd floor, Sector 2, Bucharest, Romania, share capital RON 100, representing 10 shares with a nominal value of RON 10 each ("**Doorsrock**");
- (B) On December 21, 2021, Doorsrock, as Buyer, entered into a Share Sale-Purchase Agreement ("**SPA**") with Mrs. Cristiana Maria Cășvean and Mr. Claudiu Marius Grigore Cășvean, as sellers ("**Sellers**"), for the acquisition of 70% of the issued shares of **ECO EURO DOORS S.R.L.**, a limited liability company organized and operating under the laws of Romania, registered with the Trade Registry of the Mures Court under number J26/1208/2011, Sole registration code 29460015, with registered office at Strada Carpați 11, Reghin Municipality, Mures County, Romania ("**EED**"), namely a number of 395,045 shares ("**Transaction**"), each with an individual nominal value of RON 10 and a total nominal value of RON 3,950,450, in accordance with the terms and conditions of

- the SPA. In addition, pursuant to the terms and conditions of the Transaction, Doorsrock intends to acquire an additional 30% of the issued shares of EED;
- (C) According to the SPA, the transfer of ownership of the issued shares of EED to Doorsrock is intended to be completed no later than August 31, 2022, subject to the fulfilment of the conditions precedent set out in the SPA;
- (D) For the purpose of the Transaction, as well as for other purposes, Doorsrock requires funding, which will be covered:
- i) partly through a credit facility agreement in the principal amount of up to EUR 13,000,000 concluded between, *inter alias*, Doorsrock and EED, as borrowers, together with the Company, as guarantor, and Raiffeisen Bank S.A., as, *inter alia*, financing party (the "**Loan Agreement**"); and
 - ii) partly through financing from within the Group, both by way of a loan and a contribution to Doorsrock's share capital - thus requiring financial support from the Company;

The agenda for the Extraordinary General Meeting of Shareholders will be as follows:

1. **Approval** of the creation of a first ranking mortgage on all present and future shares issued by Doorsrock and held by the Company, i.e. on any rights of the Company (including, without limitation, any dividends and voting rights) arising out of or in connection with the mortgaged shares, and the negotiation thereof, the execution, completion, implementation and performance by the Company, as mortgage guarantor, of the Mortgage over the relevant shareholdings and related rights for the purpose of fully securing the Loan Agreement, including interest, fees, costs, penalties (the "**Doorsrock Share Mortgage Agreement**").
2. **Approval of** the creation of a first lien mortgage on any and all claims, present and future, of the Company against each of Doorsrock and EED, and the negotiation, execution, finalization, implementation and enforcement by the Company,

as mortgage guarantor, of the mortgage on the concerned Receivables for the purpose of securing the entire Loan Agreement, including interest, fees, costs, penalties ("**Intra-Group Receivables Mortgage Agreement**").

3. **Approval of** the subordination transaction of any and all rights and claims, present and future, of the Company against each of Doorsrock and EED, and the negotiation, execution, finalization, implementation and performance by the Company, as subordinated creditor, of a subordination agreement (the "**Subordination Agreement**").
4. **Approval of** the granting of a loan to Doorsrock in the amount of EUR 1,300,000 for the purpose of which between the Company, as lender, and Doorsrock, as borrower, it is intended to enter into a loan agreement and to negotiate, sign, finalize, implement and execute the loan agreement ("**Intra-Group Loan Agreement**").
5. **To approve** the increase by the Company of the share capital of Doorsrock by EUR 6,328,000 and the signing by the Company, as sole shareholder of Doorsrock, of a resolution of the sole shareholder of Doorsrock approving the increase in share capital.
6. **Approval of** the empowerment of the Managing Director, Mr. Liviu-Ionel Stoleru ("**the Representative**"), with full powers and authority, to act on behalf, for and in the interest of the Company, for the following:
 - a. negotiating, signing, finalizing, enforcing and executing, in the name and on behalf of the Company, the Loan Agreement in any form that the Representative, at his sole discretion, shall deem to be in the best interests of the Company;
 - b. negotiating, signing, finalizing, enforcing and executing, in the name and on behalf of the Company, the Mortgage Agreement on the Shares of

- Doorsrock, contemplated to be entered into by the Company, in any form that the Representative, at his discretion, shall deem to be in the best interests of the Company;
- c. negotiating, signing, finalizing, implementing and executing, in the name and on behalf of the Company, the Intra-Group Receivables Mortgage Agreement contemplated to be entered into by the Company, in any form that the Representative, at his discretion, shall deem to be in the best interests of the Company;
 - d. negotiating, signing, finalizing, implementing and executing, on behalf of and for the account of the Company, the Subordination Agreement contemplated to be entered into by the Company, in any form that the Representative, at his discretion, shall deem to be in the best interests of the Company;
 - e. negotiating, signing, finalizing, enforcing and executing, in the name and on behalf of the Company, the Intra-Group Loan Agreement contemplated to be entered into by the Company, in any form that the Representative, at his discretion, shall deem to be in the best interests of the Company;
 - f. signing, finalizing, enforcing and executing, in the name and on behalf of the Company, any other documents and/or contracts and to perform any actions necessary to carry out the resolutions taken, including, without limitation, any contracts, requests/demands, documents, certificates, notices, letters, addenda, powers of attorney, confirmations, waivers or formalities, which may be required under or in connection with the resolutions passed and to perform any and all of the actions set out above which the Representative, at his discretion, shall consider to be in the best interests of the Company;
 - g. register the Doorsrock Share Mortgage Agreement and the Intra-Group Receivables Mortgage Agreement in all appropriate registers (including, without limitation, the National Personal Estate Promotion Registry) and in any registers of the Company or of Doorsrock (including the register of members, as applicable), as required by applicable law, and carry out any formalities and take any steps necessary or advisable so that the mortgages

constituted under the Mortgage Agreement on the Doorsrock Shares and the Mortgage Agreement on the Intra-Group Receivables to take legal effect;

- h. to carry out any formalities and take any steps necessary or advisable for the aforementioned documents intended to be signed by the Company to have legal effect; and
- i. empower any third party, at his discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the decisions taken.

According to Article 2.016 (3) of the Civil Code, the mandate granted to the Representative extends to all acts necessary for its fulfilment, even if not expressly mentioned above. This mandate shall remain in force until all the actions provided for above have been performed or until it is revoked, notified to the Representative in writing.

- 7. Approval of the change of name of the Company from "HOLDINGROCK1 S.A." to "ROCA INDUSTRY HOLDINGROCK1 S.A." and the corresponding update of the Company's Articles of Association.**
- 8. Approval of the extension of the composition of the Board of Directors from 3 (three) to 5 (five) members.**
- 9. Approval of the amendment of the Articles of Association of Holdingrock1, namely Article 13.8. to reflect the new composition of the Board of Directors of the Company. Article 13.8. of the Articles of Association will therefore read as follows:**

"13.8. The members of the Board of Directors are:

- i) [name and identification details];*
- ii) [name and identification details];*
- iii) [name and identification details];*
- iv) [name and identification details];*

v) *[name and identification details]*.

10. Approval, for the above operations, of the Reference Date (proposal: 27.05.2022), the ex-date (proposal: 26.05.2022).
11. Approval of the empowerment of the Managing Director, Liviu-Ionel Stoleru, to sign on behalf of the shareholders the resolution of the EGM, as well as all documents to be adopted by the EGM 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. In the framework of the mandate granted, Liviu-Ionel Stoleru, as well as any of his sub-mandates, will be able, without limitation, to carry out all the formalities necessary for the signing in the name and on behalf of the shareholders of all the documents required for the implementation of the resolution of the EGM, including the Articles of Association of the Company, as well as to carry out any steps and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

Agenda for the Ordinary General Meeting of Shareholders

1. Approval of the Company's income and expenditure budget for the financial year 2022.
2. Approval of the individual financial statements of the Company prepared in accordance with MPF Order No. 1802/2014, for the financial year 2021 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the Director's Report and the Report of the external financial auditor for 2021.

3. **Approval of the consolidated financial statements of the Company prepared in accordance with MFP Order No. 1802/2014, for the financial year 2021, consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the Director's Report and the Report of the external financial auditor for 2021.**
4. **Approval of the discharge of the members of the Board of Directors of Holdingrock1 for the financial year 2021.**
5. **Election of two new members to the Board of Directors, starting from the date of appointment, i.e. the date of adoption of the Resolution of the Ordinary General Meeting of Shareholders of 27/28.04.2022, the date of expiry of the term of office being 17.09.2025 and the corresponding update of the Company's Articles of Association.**
6. **Approval of the model management contract for Board Members.**
7. **Approval of the empowerment of the Director General, Liviu-Ionel Stoleru, and of the Board of Directors to sign the mandate contracts to be concluded with the new members. The mandate contract concluded with each of the members of the Board of Directors shall be signed in the name and on behalf of the Company by any other member of the Board of Directors or by the Chief Executive Officer of the Company.**
8. **Approval, for the above operations, of the Reference Date (proposal: 27.05.2022), the ex-date (proposal: 26.05.2022).**

1. Documents related to and in connection with the OGM and EGM agenda

From the date of publication of the notice of meeting, all presentation materials relating to the matters on the OGM and EGM agenda will be available on the Company's Investor Relations website (<https://rocaindustry.ro/aga>). Shareholders of the Company may also obtain, upon request, copies of the documents relating to the matters included on the agenda of the OGM and the EGM at the registered office of the Company in Bucharest, str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2.

Related materials and in connection with the OGM and EGM agendas include:

- a) convener;
- b) annual financial statements;
- c) documents to be presented at the meeting related to and in connection with the OGM and EGM agenda, as well as other information material on agenda items;
- d) special proxy forms for OGMs and EGMs;
- e) postal ballots for the OGM and EGM.

Every shareholder, regardless of the shareholding in the share capital of the Company, has the right to ask questions on items on the agenda of the OGM and EGM.

Questions will be forwarded:

- a) **in writing** to the Company's registered office in Bucharest, Str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2;
- b) **by electronic means**, to the e-mail address: investors@rocaindustry.ro, so that the requests are received by the Company by **21.04.2022, 16:00 for the OGM and 21.04.2022, 17:00 for the OGM**.
- c) Shareholders who have not submitted their questions by **21.04.2022, 16:00 for the EGM and 21.04.2022, 17:00 for the OGM**, may submit them directly at the EGM and OGM, in person or via the online platform dedicated to electronic voting (<https://roc1.evot.ro/>).

The Company will respond to shareholder questions at the OGM and EGM, as appropriate, and/or by posting the response on the Company's website, <https://rocaindustry.ro/aga>. The answers to the shareholders' questions will also be included in the minutes of the meeting, completed in accordance with the legal provisions in force.

2. The right to introduce new items on the agenda. The right to table draft resolutions for items included or proposed for inclusion on the agenda.

In accordance with Article 117¹ para. (1) of the Companies Act, Art. 105. para. (3) of Law no. 24/2017, art. 189 of Regulation no. 5/2018 and art. 10.13 of the Company's Articles of Association, one or more shareholders representing, individually or jointly, at least 5% of the share capital shall have the right to:

- i) introduce new items on the OGM and/or EGM agenda, each item being accompanied by a justification or a draft resolution proposed for approval by the general meeting; and
- ii) submit draft resolutions for items included on the agenda of the OGM and/or EGM, within a maximum of 15 days from the publication of the notice and in accordance with the law.

To the extent that the request for an addition to the agenda meets all legal requirements, the Board of Directors shall resend the notice of meeting with the completed agenda, using the same procedure as used for the previous agenda, at least 10 days before the date set for the OGM and EGM, and in all cases before the Reference Date.

The shareholders' rights set out above may only be exercised in writing (sent by post or courier service, with acknowledgement of receipt, to the registered office in Bucharest, Str. Herăstrău no. 4, building A, 3rd floor, Sector 2, **or** by e-mail, in accordance with ASF regulations, to investors@rocaindustry.ro) up to and including April 11, 2022. Proposals must be accompanied by the following documents identifying the shareholder:

- i) **For natural persons:** a certified copy of the original identity document (allowing identification in the list of shareholders of the Company issued by the Central Depository);
- ii) **For legal persons:** a certified true copy of the identity card of the legal representative of the legal entity shareholder, accompanied by a certificate issued by the Trade Registry or another document issued by a similar authority in the State where the shareholder is registered, issued no later than 30 days before the Reference Date, to enable the shareholder to be identified in the list of shareholders of the Company issued by the Central Depository and which, in the event that the Central Depository has not been informed in good time of the change of the shareholder's legal representative, proves the status of legal representative of the shareholder submitting the proposals.

Documents submitted in a language other than Romanian or English must be accompanied by a translation by an authorised translator; certification/apostille on the translation is not required.

The agenda with the items thus proposed by the shareholders will be published no later than **13.04.2022**.

3. The right to propose candidates for membership of the Management Board

Shareholders of the Company may submit nominations of candidates for appointment to the Board of Directors of the Company. To this end, the proposals shall include information on the name, place of residence and professional qualifications of the persons proposed for the position of Director, together with:

- i) a certified copy of the original identity document of the Company's shareholder (*in the case of individuals*, identity card, passport, residence permit, respectively, *in the case of legal entities*, identity card, passport, residence permit of the legal representative)

- ii) the curriculum vitae of the person proposed for membership of the Management Board, and
- iii) in the case of a candidate's proposal for the position of independent member, an affidavit by the candidate that all eligibility criteria have been met.

Shareholders of the Company may submit proposals for members of the Board of Directors (accompanied by documents proving the identity of the shareholder/director, as per Section 4, "*Participation and Voting at the OGM and EGM*" below) by sending a written request to this effect to investors@rocaindustry.ro no later than **11.04.2022**, 17:00, with the written indication "**PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS**".

A list containing information on the names, place of residence and professional qualifications of the persons proposed for the position of Director will be available to shareholders at <https://rocaindustry.ro/aga>.

4. Attendance and voting at OGMs and EGMs

According to the legal provisions in force, only shareholders registered in the Register of Shareholders of the Company on the Reference Date, i.e. **April 14, 2022**, are entitled to participate and vote at the OGM and EGM, in person (*physically or online*, through legal representatives), by proxy (on the basis of a *special or general power of attorney*), in compliance with the relevant legal provisions - art. 105 para. (10) of Law no. 24/2017, or by post (based on postal *ballot*).

Access and/or voting by correspondence by shareholders entitled to participate in the OGM and EGM shall be permitted by simply proving their identity, *in the case of individual shareholders*, by means of their identity card and, *in the case of legal entities*, by means of the identity card of the legal representative, accompanied by a copy of the certificate issued by the Trade Registry or any other document.



equivalent issued by a competent authority of the State in which the shareholder legal person is legally registered, presented in original or certified true copy. Documents evidencing the legal representative of the legal entity shareholder shall be issued no later than 30 days prior to the Reference Date to enable the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time of the change of the legal representative of the shareholder, shall prove the legal representative of the relevant shareholder.

Documents submitted in a language other than Romanian or English must be accompanied by a translation by an authorised translator; certification/apostille on the translation is not required.

Representatives of natural/legal persons shareholders will be identified on the basis of their identity card, accompanied by the special or general power of attorney signed by the natural person shareholder/legal representative of the legal person shareholder, as the case may be.

The status of shareholder and, in the case of shareholders who are legal entities or entities with no legal personality, the status of legal representative shall be established on the basis of the list of shareholders on the Reference Date received by the Company from the Central Depository.

Shareholders registered in the Register of Shareholders of the Company on the Reference Date may attend the meeting and vote as follows:

A. Personal vote

The personal vote will be exercised after proof of identity by the shareholder as indicated below:

- i) *for shareholders natural persons*, with their identity documents (identity card, passport, residence permit, etc.) and,



- ii) *for legal persons*, with the identity document of the legal representative (identity card, passport, residence permit, etc.), accompanied by the certificate issued by the Trade Registry, in original or certified true copy, or any equivalent document issued by a competent authority of the State in which the shareholder legal person is legally registered, in original or certified true copy. The documents evidencing the legal representative of the legal entity shareholder shall be issued no later than 30 days prior to the Reference Date in order to enable the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, in the event that the Central Depository has not been informed in due time of the change of the legal representative of the shareholder, to prove the legal representative of the relevant shareholder.

Documents submitted in a language other than Romanian or English must be accompanied by a translation by an authorised translator; certification/apostille on the translation is not required.

Shareholders physically present at the **OGM and EGM** may choose to cast their vote by physical ballot **or by using electronic means of voting.**

B. Electronic voting

Electronic voting can be exercised by using electronic means of voting according to Article 197 of Regulation 5/2018, by accessing the link <https://roc1.evot.ro/> from any device connected to the internet.

For identification and online access to the OGM and EGM, shareholders will provide the following information:

➤ **For individuals:**

- i) first and last name;
- ii) personal numeric code
- iii) e-mail address;



- iv) copy of identity document (identity card, passport, residence permit) *;
- v) telephone number (optional).

➤ **For legal entities:**

- i) the name of the legal person;
- ii) sole registration code (SRC);
- iii) name and surname of the legal representative;
- iv) the personal numeric code of the legal representative;
- v) e-mail address;
- vi) identity document of the legal representative (identity card, passport, residence permit)*;
- vii) a copy of the certificate issued by the Trade Registry, or any equivalent document issued by a competent authority of the State in which the shareholder is legally registered as a legal person, presented in original or certified true copy. The documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the Reference Date*;
- viii) telephone number (optional).

**electronic copies of the above-mentioned documents will be uploaded online in the dedicated fields.*

Uploadable files may have one of the following extensions: .jpg, .pdf, .png.

Documents submitted in a language other than English must be accompanied by a translation by an authorised translator with a signature certified by a notary public in Romanian/English.

The shareholder can log in and vote whenever he/she wishes during the period designated for postal and/or live voting, the last voting option (before the voting session expires) being the registered one.

In the event that, following the process of identifying the identity of shareholders, there are inconsistencies between the data provided by the shareholder and the list of shareholders on the Reference Date received by the Company from the Central Depository, the shareholder will be notified and will be directed to contact the Company at investors@rocaindustry.ro.

C. Voting by proxy with general power of attorney

The general proxy may be granted by the shareholders for a period not exceeding 3 years, allowing its representative to vote on all matters to be debated at general meetings of shareholders, including acts of disposition.

The general authorisation must contain at least the following information:

- i) name/name of the shareholder;
- ii) name/name of the representative (the person to whom the authorisation is granted);
- iii) the date of the power of attorney and its period of validity, in compliance with the legal provisions; powers of attorney bearing a later date shall have the effect of revoking powers of attorney dated earlier;
- iv) a statement that the shareholder is authorising the proxy holder to attend and vote on his behalf by way of a general proxy at the general meeting of shareholders in respect of the shareholder's entire holding as at the reference date, expressly specifying the company/companies for which such general proxy is used, either individually or in a generic form relating to a particular class of issuer.

The general powers of attorney, before their first use, shall be submitted to the registered office of the Company, located in Bucharest, Str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2, in copy, including the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, according to ASF regulations, at investors@rocaindustry.ro), so that they are registered as received at the registry office





Company by April 21, 2022, 4:00 p.m. for the OGM and April 21, 2022, 5:00 p.m. for the OGM. Proxies not submitted by the deadline will not be considered.

For the mandate to be valid, the agent must be either an intermediary (in accordance with the provisions of Article 2(2) of the Directive) or an intermediary for the purposes of the mandate. (1) pt. (19) of Law no. 24/2017) or the lawyer and the shareholder is their client. Also, the proxy holder must not be in a conflict of interest, according to the provisions of Art. 105 para. (15) of Law no. 24/2017. The proxy holder may not be substituted by another person unless this right has been expressly granted to him/her by the shareholder in the power of attorney.

If the trustee is a legal person, it may exercise the mandate received through any person who is a member of its administrative or management body or of its employees.

The company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or a lawyer, without requiring any additional documents relating to that shareholder, if the general power of attorney complies with the provisions of Regulation 5/2018, is signed by that shareholder and is accompanied by an affidavit given by the legal representative of the intermediary or the lawyer who has been granted the power of attorney by the general power of attorney, stating that:

- i) the power of attorney is given by the shareholder as client to the intermediary or, where applicable, to the lawyer;
- ii) the general power of attorney is signed by the shareholder, including by attachment of an extended electronic signature, if applicable.

The declaration described above must be filed in original with the Company (at the same time as the general power of attorney form and at the same address indicated in the convening notice), signed and stamped (if applicable) by the intermediary/attorney (without any other formalities relating to its form).





General powers of attorney shall be accompanied, in the case of shareholders who are natural persons, by their identity card and, in the case of legal persons, by the identity card of the legal representative, accompanied by a copy of the certificate of registration issued by the trade registry or any equivalent document issued by a competent authority in the State in which the shareholder who is a legal person is legally registered, presented in original or certified true copy. The documents evidencing the legal representative of the legal entity shareholder shall be issued no later than 30 days prior to the Reference Date to enable the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, in the event that the Central Depository has not been informed in time of the change of the legal representative of the shareholder, to prove the legal representative of the relevant shareholder.

Documents submitted in a language other than Romanian or English must be accompanied by a translation by an authorised translator; certification/apostille on the translation is not required.

Representatives of natural/legal persons shareholders will be identified based on their identity card, accompanied by the general power of attorney.

D. Voting by special proxy and postal ballot papers

Special proxies and absentee ballots must be in the format provided by the Company and contain specific voting instructions for each item on the agenda (i.e. vote "*for*", vote "*against*" or "*abstain*").

Representation of shareholders at the OGM and EGM can be made by proxy, only by completing and signing the appropriate special proxy form. Representation may be made both by other shareholders and by third parties. Shareholders without legal capacity or with limited legal capacity may grant a special proxy to other persons, under the conditions of the law.



The special proxy forms shall be completed and signed by the shareholder in three original copies: one copy shall be deposited/transmitted to the Company, one copy shall be handed to the proxy holder and the third copy shall remain with the represented shareholder.

Special proxies may be granted to any person for representation at a single general meeting and contain specific voting instructions from the issuing shareholder. Special proxies/ballots by correspondence shall be accompanied, *for shareholders natural persons*, by the identity card and, *for legal persons*, by the identity card of the legal representative, accompanied by a copy of the certificate issued by the trade registry or any equivalent document issued by a competent authority of the State in which the legal person shareholder is legally registered, presented in original or certified true copy. The documents evidencing the legal representative of the legal entity shareholder shall be issued no later than 30 days prior to the Reference Date to enable the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository has not been informed in time of the change of the legal representative of the shareholder, to prove the legal representative of the relevant shareholder.

Documents submitted in a language other than Romanian or English must be accompanied by a translation by an authorised translator; certification/apostille on the translation is not required.

Representatives of natural/legal persons shareholders will be identified based on their identity card, accompanied by the special proxy signed by the natural person shareholder/legal representative of the legal person shareholder, as the case may be.

Special proxies/ballots by mail and related documents shall be submitted to the registered office of the Company, located in Bucharest, str. Gara Herăstrău no. 4, building A, 3rd floor, Sector 2 (between 10:00 a.m. and 5:00 p.m. from Monday to Friday), including by e-mail with





extended electronic signature (for special proxies) or by e-mail (for postal ballots), in accordance with ASF regulations, at investors@rocaindustry.ro), in original or in copy, marked as true copies under the signature of the representative, so that they are registered as received at the Company's registrar's office by 4 p.m. on April 21, 2022:00 for the EGM, respectively April 21, 2022, 17:00 for the OGM, mentioning on the envelope in clear writing or in the subject of the e-mail "**For the Extraordinary/Ordinary General Meeting of Shareholders on April 27/28, 2022**". Proxies not submitted by the deadline will not be considered.

Where a shareholder who has cast a postal vote attends the general meeting in person or by proxy (provided that a special/general proxy has been submitted in accordance with the conditions set out in this notice), the postal vote cast for that general meeting will remain valid unless the shareholder expresses another voting option in person or by proxy at the general meeting.

If the person representing the shareholder by personal attendance at the general meeting is other than the person who cast the postal vote, then for the validity of his vote he shall present to the meeting a written revocation of the postal vote signed by the shareholder or by the representative who cast the postal vote.

When completing special proxies/ballots by mail, shareholders are requested to consider the possibility of adding new items or proposed resolutions to the OGM and EGM agenda. In this case, the special proxies/ballots by correspondence will be updated and made available by the methods set out in Section 1, "*Documents related to and in connection with the OGM and EGM agenda above*".

Where a shareholder is represented by a credit institution providing custodial services, he/she will be entitled to vote at the general meeting of shareholders based on voting instructions



received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder, subject to the submission to the Company by the custodian credit institution of an affidavit signed by the legal representative(s) of the credit institution stating: (i) the name(s) of the shareholder (in clear text) on whose behalf the credit institution is attending and voting at that meeting, and

(ii) the fact that the credit institution provides custodial services for that shareholder.

The aforementioned declaration must be submitted in original, signed and, where applicable, stamped, or by e-mail with an extended electronic signature incorporated in accordance with Law No 455/2001 on electronic signature, to investors@rocaindustry.ro, no later than 48 hours before the concerned meeting for which the credit institution is voting, i.e. by April 21, 2022, 16:00 for the EGM and April 21, 2022, 17:00 for the OGM.

The credit institution shall vote in this case through any person within its management or governing bodies or its employees; a proof/declaration that such persons have this capacity shall be submitted together with the declaration of the credit institution mentioned above.

The Custodian shall vote at general meetings of shareholders solely in accordance with and to the extent of instructions received from its clients who are shareholders on the Reference Date.

For documents and further information, please contact the Company at investors@rocaindustry.ro.

Ioan-Adrian Bindea

Chairman of the Board of Directors 23.03.2022

