**Voting form**

**Shareholders legal entities**

**for the Ordinary General Meeting of Shareholders (OGMS**)

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 20/21.11.2023**

**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 **OGMS** of the Company that will take place on **20 November 2023, at 11:00 (Romanian time) – the first convocation** and, respectively **21 November 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 OGMS, as follows:

**For agenda item no. 1, respectively: Approval** of the termination of the financial audit services agreement with BDO Audit S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 3, 24 Învingătorilor Street, floors 1, 2, 3 and 4, Romania, registered with the Trade Register under the number J40/22485/1994, sole registration code (CUI) 6546223.

**\*** *The voting option related to this item on the agenda will be indicated in Addendum 1 attached to this Special power of attorney - Expression of the Secret Vote.*

**For agenda item no. 2, respectively: Approval** of the appointment as Company’s financial auditor of KPMG AUDIT S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 1, 89A București-Ploiești Road, Romania, registered with the Trade Register under the number J40/4439/2000, sole registration code (CUI) 12997279, with authorization no. 9/11.07.2011, issued by the Romanian Chamber of Financial Auditors, as well as setting the term of the financial audit services agreement of minimum one year, with the possibility of extension with the agreement of the parties for a period of maximum 4 years.

**\*** *The voting option related to this item on the agenda will be indicated in Addendum 2 attached to this Special power of attorney - Expression of the Secret Vote.*

**For agenda item no. 3, respectively: Empowerment** of the Chief Executive Officer, Ioan-Adrian Bindea, to sign on behalf of the shareholders the resolution of the OGMS, as well as all documents to be adopted by the OGMS 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 OGMS, including the Company’s Articles of Association, 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*.

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 (08.11.2023) 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.*

**Addendum 1 – EXPRESSION OF THE SECRET VOTE**

**Related to item 1 on the agenda of OGSM**

**For agenda item no. 1, respectively: Approval** of the termination of the financial audit services agreement with BDO Audit S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 3, 24 Învingătorilor Street, floors 1, 2, 3 and 4, Romania, registered with the Trade Register under the number J40/22485/1994, sole registration code (CUI) 6546223.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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***[NOTE 1]: this Addendum 1 shall not take effect unless it accompanies the above Voting form. (i) If the Voting form is sent by mail or courier services or is deposited at the Company's headquarters, this Addendum 1, relating to the expression of the secret vote, shall be printed separately and included in a sealed envelope stating "EXPRESSION OF SECRET VOTE", which will accompany the Voting form in the envelope in which it is deposited / transmitted; (ii) If the Voting form is sent by e-mail, this Addendum 1 relating to the expression of the secret vote shall be attached by e-mail in a separate document entitled: "EXPRESSION OF THE SECRET VOTE".***

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

Name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Name and surname of legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

**Addendum 2 – EXPRESSION OF THE SECRET VOTE**

**Related to item 2 on the agenda of OGSM**

**For agenda item no. 2, respectively: Approval** of the appointment as Company’s financial auditor of KPMG AUDIT S.R.L., a limited liability company established and operating in accordance with the Romanian legislation, having its registered office in Bucharest, District 1, 89A București-Ploiești Road, Romania, registered with the Trade Register under the number J40/4439/2000, sole registration code (CUI) 12997279, with authorization no. 9/11.07.2011, issued by the Romanian Chamber of Financial Auditors, as well as setting the term of the financial audit services agreement of minimum one year, with the possibility of extension with the agreement of the parties for a period of maximum 4 years.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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***[NOTE 1]: this Addendum 2 shall not take effect unless it accompanies the above Voting form. (i) If the Voting form is sent by mail or courier services or is deposited at the Company's headquarters, this Addendum 2, relating to the expression of the secret vote, shall be printed separately and included in a sealed envelope stating "EXPRESSION OF SECRET VOTE", which will accompany the Voting form in the envelope in which it is deposited / transmitted; (ii) If the Voting form is sent by e-mail, this Addendum 2 relating to the expression of the secret vote shall be attached by e-mail in a separate document entitled: "EXPRESSION OF THE SECRET VOTE".***

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

Name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Name and surname of legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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