**Voting form**

**individual shareholders**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 29/30.04.2024**

 **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 **OGMS** of the Company that will take place on **29 April 2024, at 15:00 (Romanian time) – the first convocation** and, respectively **30 April 2024, at 15:00 (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 Company's income and expenditure budget for the financial year 2024, at individual level.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the Company's income and expenditure budget for the financial year 2024, at consolidated level.

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**For agenda item no. 3, respectively: Approval** of the standalone financial statements of the Company prepared in accordance with Order of the Ministry of Public Finances No. 1802/2014, for the financial year 2023 and consisting of the balance sheet, income statement, statement of changes in equity, cash flow statement, accounting policies and explanatory notes, based on the 2023 Directors’ Report and the Report of the Independent Auditor for 2023.

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**For agenda item no. 4, respectively: Approval** of the individual financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors’ Report and the Independent Auditor's Report for 2023.

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**For agenda item no. 5, respectively: Approval** of the consolidated financial statements of the Company prepared in accordance with Order of the Minister of Public Finance no. 2844/2016, for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) adopted by the European Union, with subsequent amendments, for the financial year 2023, composed of: the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow statement, the accounting policies, as well as the explanatory notes, based on the 2023 Directors’ Report and the Independent Auditor's Report for 2023.

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**For agenda item no. 6, respectively: Approval** of the allocation of the net profit for the year 2023, as per the individual financial statements of the Company prepared in accordance with Order of the Ministry of Public Finance no. 1802/2014, in the amount of 3,265,950.82 lei as follows:

- for the constitution of the legal reserve - 163,298 lei;

- for covering losses from previous years – 3,102,652.82 lei.

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**For agenda item no. 7, respectively: Approval** of the discharge of the members of the Board of Directors of Roca Industry for the financial year 2023.

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**For agenda item no. 8, respectively: Approval** of the Remuneration Policy including the remuneration due to members of the Board of Directors and the maximum limits for remuneration according to article 153 index 18 of Law no. 31/1990, as made available to shareholders, in accordance with the law, and its implementation starting from the date of approval by the Ordinary General Meeting of Shareholders.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 9, respectively: Approval** of the initiation and implementation of a "Stock Option Plan", based on the principles presented in the attached supporting note, and empowering the Board of Directors to adopt all necessary measures and fulfill all formalities required for the approval and implementation of the plan, such as, but not limited to: (i) establishing the criteria for allocating shares, (ii) determining the positions within the organizational chart to which the program will apply, (iii) the conditions and deadlines for exercising the option right and, implicitly, for acquiring shares, (iv) determining the number of shares to be actually distributed, (v) preparing and publishing the information documents in accordance with the law, (vi) the actual transfer of shares from the Company to the employees, etc..

The implementation of the plan will be carried out in compliance with the legal obligations to prepare and publish information documents in accordance with the law, as indicated in Regulation no. 5/2018 regarding issuers and securities transactions and Regulation (EU) no. 1129/2017.

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**For agenda item no. 10, respectively: Approval,** for the above operations, of the Reference Date (proposal: 28.05.2024), the ex-date (proposal: 27.05.2024).

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 11, respectively: 11. 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, 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 (**18.04.2024**) 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*