**Special power of attorney**

**For individual shareholders**

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

**ROCA INDUSTRY** **HOLDINGROCK1 S.A.**

**from 18/19.09.2023**

**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**),

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***

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*\* 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 **18 September 2023, at 12:00 (Romanian time) – the first convocation** and, respectively **19 September 2023, at 12:00 (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** for the negotiation, signing, finalization, implementation, and execution by the Company, as creditor, of the Loan Agreement, for the purposes, terms, and conditions outlined below:

1. currency and loan value: up to 50,000,000 RON (fifty million lei);
2. final maturity date: 5 (five) years from the signing date, with the possibility of automatic extension, if the parties do not agree otherwise;
3. interest rate: ROBOR 1M+3% p.a.;
4. repayment: the principal will be repaid in a single payment on the final maturity date, with the possibility for EED to repay in advance any amount of the principal, depending on availability.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** for authorizing Mr. Rudolf-Paul Vizental, as member of the Board of Directors of the Company ("Representative"), with full powers and authority, to act on behalf of, for the benefit of, and in the interest of the Company, for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of the Company, of the Loan Agreement, in accordance with point 1 above, in any form that the Representative, at his discretion, deems to be in the interest of the Company.

Mr. Rudolf-Paul Vizental will be able to negotiate and sign all necessary documents for the purposes indicated above, and he may delegate any powers to another person, as he deems appropriate.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively:** **Approval** for the Company, as the sole associate of EED, to sign a resolution of the sole associate of EED approving the following:

1. contracting, negotiating, signing, finalizing, implementing, and executing by EED, as borrower, of the Loan Agreement, for the purposes, terms, and conditions outlined above;
2. authorization of Mr. Ioan Adrian Bindea, as administrator of EED, with full powers and authority, to act on behalf of, for the benefit of, and in the interest of EED for the negotiation, handwritten signing, finalization, implementation, and execution, on behalf of and for the benefit of EED, of the Loan Agreement, as well as for carrying out any activities (as detailed in the resolution of the sole associate of EED) to implement that resolution, including the power to sub-delegate to any third parties, at the discretion of the authorized person, to take any measures, undertake any actions, and negotiate, modify, and sign any other documents that may be necessary in connection with the implementation of that resolution.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively:** **Approval** for updating the Articles of Incorporation of the Company by eliminating Article 13.8., which has the following content:

*Art.13.8. The members of the board of directors are:*

* + 1. *Mr. Alexandru Savin, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, for a term of office of 2 (two) years, until 17 September 2023;*
		2. *ROCA MANAGEMENT SRL, a company incorporated and functioning in accordance with the Romanian law, with its registered office in Bucharest, 4 Gara Herăstrău street, building A, 3rd floor, module 13, 2nd District, Romania, registered with the Trade Registry under no. J40/10342/2018, Sole Registration Code 39641612, acting through Mr. Rudolf Paul Vizental, its permanent representative, with full powers of administration, in its capacity as a Member of the Board of Directors, for a term of office of 4 (four) years, until 17 September 2025;*
		3. *Mr. Ioan-Adrian Bindea, Romanian citizen, [confidential], director with full powers, in his capacity as President of the Board of Directors, for a term of 2 (two) years, until 17 September 2023;*
		4. *Mr. Vasile Sandu, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025;*
		5. *Mr. Mihai Bîrliba, Romanian citizen, [confidential], director with full powers, in his capacity as Member of the Board of Directors, with mandate expiring on 17 September 2025.*

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 5, 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*.

**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 15 September 2023, at 18:00 (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 ROCA INDUSTRY HOLDINGROCK1 S.A., on the reference date (**07.09.2023**), 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*