**Voting form**

**individual shareholders**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 29/30.01.2024**

 **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 EGMS of the Company from **29 January 2024, at 11:30 (Romanian time) – the first convocation** and, respectively **30 January 2024, at 11:30 (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 EGMS, as follows:

**For agenda item no. 1, respectively: Approval** of the amendment to the Articles of Incorporation of the Company, in the form made available to the shareholders, according to the annex to this convening notice. The amendments to the Articles of Incorporation regarding the regulated market administered by the Bucharest Stock Exchange are effective subject to the approval of the transfer of shares on this market.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 2, respectively: Approval** of the direct acquisition by the Company of 70% of the Shares issued by Workshop, representing a number of 70 shares, each with an individual nominal value of 10 Lei and a total nominal value of 700 Lei, for a purchase price ('Price of the Shares) in the maximum amount of 50,000,000 RON (fifty million lei) ('Transaction'), as well as the subsequent acquisition of an additional package of 30% of the shares issued by Workshop, under the conditions and terms stipulated in the SPA, and the signing of all necessary documents to give effect to the Transaction.

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**For agenda item no. 3, respectively:** **Approval** of authorizing the Chief Executive Officer of the Company, Mr. Ioan-Adrian Bindea, with full powers of authority, to act on behalf of, in the name of, and in the interest of the Company, as follows:

1. To negotiate the specific terms and conditions of the Transaction and to sign, on behalf and in the name of the Company, either in writing or in any other manner accepted by law, all necessary documents for the completion, finalization, and implementation of the Transaction, and
2. To fulfill any and all formalities and operations necessary for the signing of the documents mentioned in (i) as well as for the completion, finalization, and implementation of the Transaction, being authorized to sign, submit, and receive any documents, even before a notary public, the Trade Register Office, tax authorities, banks, any natural or legal persons, public or private, in Romania or abroad.

The mandate granted to Mr. Ioan-Adrian Bindea comes into effect on the date of the EGMS and shall remain valid until the fulfillment of the above, with the possibility of sub-delegation.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 4, respectively: Approval** of the conclusion by the Company with a financing bank in Romania of a credit facility for the financing of the Transaction, up to the limit of 50,000,000 Lei (fifty million Lei), as well as the establishment of guarantees, including but not limited to movable mortgages on accounts, receivables, social parts, or real estate mortgages, in favor of the financing bank, up to a maximum value of 50,000,000 Lei (fifty million Lei).

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 5, respectively:** **Approval** of authorizing the Board of Directors, on behalf and in the name of the Company, to:

1. Determine and approve the specific terms and conditions of the credit facility mentioned in point 4 above or the guarantees granted by the Company in favor of the financing bank of the Transaction, within the limits approved by the EGMS;
2. Negotiate, conclude, execute, and deliver by the Company, as the debtor, the credit facility agreement it may enter into regarding the financing of the Transaction, within the limits approved by the EGMS;
3. Negotiate, conclude, execute, and deliver by the Company, as the debtor and/or guarantor, the mortgage contracts it may enter into with the financing bank regarding the financing of the Transaction, as well as any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;
4. Authorize the Chief Executive Officer of the Company to sign all documents related to the financing of the Transaction, including the credit facility agreement, mortgage contracts, and any other agreements, documents, notifications, certificates, powers of attorney, or statements related to the financing of the Transaction;
5. Any necessary, advisable, or desired formalities to ensure the validity, enforceability, and legally effective nature of the financing of the Transaction.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 6, respectively: Approval** of authorizing 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 fulfill all legal formalities for the execution and registration of the resolutions and decisions adopted, with the possibility of sub-delegation to third parties. Within the granted mandate, Ioan-Adrian Bindea, as well as any of his sub-delegates, may, without limitation, perform all necessary formalities for signing on behalf of and on behalf of the shareholders all documents necessary for the implementation of the EGMS resolution, including the Articles of Incorporation of the Company, and undertake 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 (**18.01.2024**) 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*