**Special power of attorney**

**For individual shareholders**

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

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

**from 15/16.09.2025**

**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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* 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 **15 September 2025, at 11:00 (Romanian time) – the first convocation** and, respectively **16 September 2025, at 11:00 (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** of the contracting by the Company of a credit facility or a loan in a total amount of up to EUR 8,000,000 (or the RON equivalent), from a credit institution or another creditor in Romania, for a maximum period of 10 years.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

**For agenda item no. 2, respectively:** of the establishment by the Company of movable security interests in favour of the financing party, to secure the obligations arising from the Credit Agreement referred to in item 1 above, including but not limited to:

1. a movable mortgage over the present and future credit balances, in RON and foreign currency, of the current accounts and/or subaccounts opened by the Company with the bank and
2. a movable mortgage over the shares held by the Company in VELTADOORS S.A.:

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

**For agenda item no. 3, respectively: Approval** of the conclusion by the Company, in favour of the financing party, of a subordination agreement whereby loans granted by the Company to Veltadoors shall be subordinated to the loans granted by the financing party to Veltadoors, applicable in the event that the financing party also finances Veltadoors.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

**For agenda item no. 4, respectively:** of granting full powers and authority to the Company’s General Manager, Camelia Ene, to act in the name, on behalf and in the interest of the Company, for the following purposes:

1. to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the Credit Agreement to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company’s interest;
2. to negotiate, execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, the mortgage agreements to be entered into by the Company, in any form the General Manager, at her sole discretion, considers to be in the Company’s interest;
3. to execute by hand-signature, complete, implement and perform, in the name and on behalf of the Company, any other agreements, documents and/or contracts and to take any actions necessary to implement the resolutions adopted herein, including, without limitation, any contracts, applications/requests, documents, certificates, notices, letters, addenda, powers of attorney, confirmations, waivers or formalities, which may be required under or in connection with the resolutions adopted herein, and to carry out any and all of the actions described above, which the General Manager, at her sole discretion, considers to be in the Company’s interest;
4. to register the Mortgage over the Veltadoors Shares in all relevant registers (including, without limitation, the National Collateral Registry) and in any registers of the Company or of Veltadoors (including the shareholders’ register, as applicable), in accordance with applicable legal provisions, and to perform any formalities, sign any documents and take any measures necessary or advisable for the mortgages created to produce legal effects;
5. to perform any formalities and take any measures necessary or advisable for the documents referred to above, intended to be signed by the Company, to produce legal effects; and
6. to authorise any third party, at her sole discretion, to negotiate, amend and sign any other documents that may be necessary in connection with the implementation of the resolutions adopted herein.

Pursuant to Article 2,016(3) of the Romanian Civil Code, the mandate thus granted to the General Manager shall extend to all acts necessary for its fulfilment, even if not expressly mentioned above. This mandate shall remain in force until the execution of all actions provided above or until its revocation, notified in writing to the General Manager.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

**For agenda item no. 5, respectively: Approval** of the power of attorney of the General Manager, Camelia Ene, to sign on behalf of the shareholders the EGMS resolution, 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 adopted resolutions and decisions, with the possibility of sub-delegation to third parties. Within the mandate granted, Camelia Ene and any of his sub-delegates will be able, without limitation, to fulfill all necessary formalities for signing on behalf of the shareholders all documents required to implement the EGMS resolution, including the Company’s Articles of Association, as well as to undertake any actions and formalities necessary for the implementation and registration of the resolutions adopted by the shareholders.

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

*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 11 September 2025, 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 (**04.09.2025**), 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*