**Special power of attorney**

**For shareholders legal entities**

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

**ROCA INDUSTRY HOLDINGROCK1 S.A.**

**from 15/16.09.2025**

**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),**

We hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* 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 **OGMS** of the Company that will take place on **15 September 2025, at 12:00 (Romanian time) – the first convocation** and, respectively **16 September 2025, 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: Election** of the new members of the Board of Directors, starting from September 17, 2025, with the mandate expiring on September 17, 2029.

**\*** *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 power of attorney granted to the General Manager, Camelia Ene, to sign the mandate agreements to be concluded with the new members of the Board of Directors, in accordance with the form of mandate agreement already approved by the Ordinary General Meeting of Shareholders on October 14, 2024.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**For agenda item no. 3, respectively: Approval** of the power of attorney granted to the General Manager, Camelia Ene, to sign on behalf of the shareholders the OGMS resolution, as well as all documents to be adopted by the OGMS, and to fulfill 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 for the implementation of the OGMS resolution, including the Company’s Articles of Association, and to undertake any actions 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 OGSM 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 OGSM 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.

**We attach to this special power of attorney:**

* the certificate of verification, in original or 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 subscriber is legally registered, 30 days before the reference date and allowing the identification of the subscriber in the register of shareholders of ROCA INDUSTRY HOLDINGROCK1 SA, on the reference date (**04.09.2025**), issued by Depozitarul Central SA. 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, and
* 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 the authorized legal person, we also attach its certificate of verification, in original or 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, among others, the identity of its legal representative, with a maximum of 30 days before the reference date.

**Date of granting the special power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* In the event that the shareholder successively transmits 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 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, capital letters*

**Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* It will 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: Election** of the new members of the Board of Directors, starting from September 17, 2025, with the mandate expiring on September 17, 2029.

**Election of Mr. Ioan-Adrian Bindea** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**Election of ROCA Management SRL through permanent representative Rudolf-Paul Vizental** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**Election of Ms. Victorița-Șter Chelba** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**Election of Ms. Adela Smaranda Smeu** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**Election of Mr. Iuliu Ciprian Pătrașcu** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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**Election of Mr. Dan-Liviu Moruțan** as a member of the Board of Directors, effective as of September 17, 2025, with the term of office expiring on September 17, 2029.

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| **FOR** | **AGAINST** | **ABSTENTION** |
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***[NOTE 1]: Considering that there are five (5) positions available for the members of the Company’s Board of Directors, under this item the box “FOR” may be checked for a maximum of five (5) candidates. Should more than five (5) “FOR” boxes be checked, the vote shall be annulled.***

***[NOTE 2]: this Addendum 1 shall not take effect unless it accompanies the above Special Pover of Attorney. (i) If the Special Pover of Attorney 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 Special Pover of Attorney in the envelope in which it is deposited / transmitted; (ii) If the Special Pover of Attorney 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: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]