



Account: RO33RZBR0000060002828125 RAIFFEISEN
BANK PITESTI

Tel: +40 (248) 283 299

R.C.: J03-87/14.02.1991

Fax: +40 (248) 283 353

C.U.I.: 129154

e-Mail: secretariat@rolast.ro

<http://www.rolast.ro>

Subscribed and paid up capital: 30.808.449,30 lei

1 Constantin Dobrogeanu-Gherea street, Pitesti, Romania

Convening notice the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders of Rolast S.A.

Board of Directors of Rolast SA, a Romanian legal person, with registered office in 1 Dobrogeanu Gherea street, Pitesti, county of Arges, Romania, registered with the Trade registry under no. J03 / 87/1991 , with tax identification code RO129154 (hereinafter referred to as the "**Company**" or "**Rolast**") decided at the meeting held on September 12, 2014, the publication of the convening notice of the Ordinary General Meeting of Shareholders (hereinafter referred to as "**OGMS**"), convened for **October 17, 2014, 10:30 am** and the Extraordinary General Meeting of Shareholders on **October 17, 2014, 11:00 am**, both to be held at the above-mentioned headquarters of Rolast SA in order to discuss and make decisions on the AGENDA, as outlined below.

Provided that, on **October 17, 2014**, at the Ordinary General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders (hereinafter referred to as "**EGMS**"), the conditions for holding the meeting are not complied with due to the failure to meet legal or statutory requirements, a second summons for this meeting is fixed on **October 20, 2014**, at the same time, same place and with the same agenda.

At the assembly of the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders, only the shareholders of Rolast SA may attend and vote, whom shareholders are registered on the **reference date of October 7, 2014** in the Register of Shareholders issued by the Depozitarul Central S.A.

The Agenda of the **Ordinary General Meeting of Shareholders** shall be the following:

1. Election of the Secretariat in order to fulfill the formalities on holding the OGMS (including verification of attendance and of the quorum).
2. Approval of renewal of the mandate of a Board member until 07.09.2015, for Mr. Bogdan Bartolomeu, US citizen, born on 04.06.1951 in Romania, holder of passport No. 13910015, issued by the authorities of Bucharest on 18.03.2008 and establishing the remuneration.
3. Approval of the Empowerment for the Chairman of the Board of Directors, Mr. Rădulescu Dan Ioan for the implementation of the decisions taken, representing the Company before the Trade Registry, as well as before any entity, or legal or individual person to carry out all necessary formalities for the implementation of the decisions mentioned above and their registration with the competent authorities. Approving the right of the Chairman of the Board of Directors to delegate to another person the empowerment for entering the formalities of registration and/or enforceability mentioned above.
4. Approval the registration date of **November 4, 2014** as the identification of shareholders upon whom are reflected the consequences of the decisions of this Ordinary General Meeting.

The Agenda of the **Extraordinary General Meeting of Shareholders** shall be the following:

1. Election of the Secretariat in order to fulfill the formalities on holding the EGMS (including verification of attendance and of the quorum).
2. Approval of the amendment of the Articles of Incorporation of the Company, according to the proposal below. Thus, the approval of the amendment of Art. 8, paragraph 8.4.2 of the Articles of Incorporation of the Company on the renewal of the mandate of the Board member for Mr. Bogdan Bartolomeu, the text having the following content:
 - Bogdan Bartolomeu, US citizen, born on 04.06.1951 in Romania, holder of passport no. 13910015, issued by the authorities from Bucharest on 18.03.2008 (validity of the mandate: 23.10.2014 –07.09.2015).

3. Approval of the Empowerment for the Chairman of the Board of Directors, Mr. Rădulescu Dan Ioan for the implementation of the decisions taken, representing the Company before the Trade Registry, as well as before any entity, or legal or individual person to carry out all necessary formalities for the implementation of the decisions mentioned above, their registration with the competent authorities, as well as signing the Articles of Incorporation of the Company in the updated form, including all amendments approved by EGMS.

Approving the right of the Chairman of the Board of Directors to delegate to another person the empowerment for entering the formalities of registration and/or enforceability mentioned above.

4. Approval the registration date of **November 4, 2014** as the identification of shareholders upon whom are reflected the consequences of the decisions of this Extraordinary General Meeting.

Participation in the Ordinary/Extraordinary General Meeting; proxy voting procedure

Access of shareholders entitled to participate, at the reference date, to OGMS/EGMS is allowed by the simple proof of their identity made, by the identity card for individual shareholders or, in case of legal persons, based on official documents attesting the capacity of a legal representative (confirmation of company details issued by the trade registry in the original or certified copy thereof, or other document, in the original or certified copy issued by a competent authority of the State in which the shareholder is duly registered, issued no later than 3 months prior to the publication of this convening notice and based on the identity card of the legal representative. In case of represented individual shareholders and legal entities, they will appear with the empowerment granted to the individual representing them.

Shareholders registered on the reference date may attend and vote at OGMS/AGE directly or they may be represented by other persons than shareholders, except the managers and directors, based on special power of attorney prepared according to the special power of attorney form.

a. Attendance of individuals

The individual shareholders may participate in the OGMS / EGMS personally or by representatives authorized by a special power of attorney.

Documents required in order to participate in the OGMS / EGMS for individual shareholders are:

- If the shareholder is present in person: the identity document;
- If the shareholder is represented by another person: a special power of attorney in the original and the identity document of the representative.

b. Attendance of legal persons

The corporate shareholders may participate in the OGMS / EGMS by their legal representatives or by representatives duly appointed through a special power of attorney. The representatives of corporate shareholders shall prove their capacity as follows:

- Legal Representative - based on an official document certifying this quality (confirmation of company details issued by the trade registry in the original or certified copy thereof, or other document, in the original or certified copy issued by a competent authority of the State in which the shareholder is duly registered, issued no later than 3 months prior to the publication of this convening notice and based on the identity document of the legal representative;
- The person who has been delegated the representation competence - in addition to the previously mentioned document (which certifies the capacity of a legal representative of the person signing the power of attorney) will submit in the original, the special power of attorney signed by the legal representative of such legal person.

The individual who presents himself at the OGMS/EGMS as the representative of a legal person shareholder shall be legitimated on the basis of the identity document and the power of attorney.

Documents submitted in a foreign language (except the foreign identity documents available in Romania) shall be accompanied by a certified translation into Romanian.

A shareholder may appoint one person to represent him at OGMS/EGMS.

Special power of attorney forms

In order to participate and exercise the voting right at the OGMS/EGMS meeting by a power of attorney, the shareholders should use the special power of attorney forms.

The power of attorney form is made available to shareholders, both in Romanian and in English, at the headquarters Rolast SA above mentioned above, as well as on the Company's website

(www.rolast.ro) as from September 16, 2014. The special power of attorney shall be prepared in three originals (one for the shareholder, one for the representative and one for the Company).

The special powers of attorney, filled-in and signed in the original shall be submitted at the registered office of Rolast SA mentioned above 48 hours before the OGMS/EGMS meeting, i.e. until October 15, 2014, 10:30 am, with the clearly written statement : "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 " or " FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 "as appropriate.

Special power of attorneys may be also sent by e- mail, with extended electronic signature incorporated in compliance with Law no. 455/2001 on Electronic Signature, 48 hours before the OGMS/EGMS meeting, i.e. until October 15, 2014, 10:30 am at the following address: secretariat@rolast.ro , mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 "or" FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 ", as appropriate.

The shareholder can fill-in he Special Power of Attorney either in Romanian, or in English.

Changing the agenda of the Extraordinary General Meeting / Ordinary General Meeting and proposals on decision drafts.

Right to introduce new items on the agenda

One or more shareholders representing, individually or jointly, at least 5% of the share capital of the Company (hereinafter referred to as "initiators") has / have the right to introduce new items on the agenda of AGOIA/EGMS, provided that each item is accompanied by a justification or a decision draft proposed to be adopted by OGMS/EGMS.

Proposals on the introduction of new items on the agenda of the OGMS/EGMS may be submitted only in writing as follows:

a). submitted to or sent by post to the above-mentioned headquarters of the company, in a sealed envelope, having the clearly written statement: "FOR THE ORDINARY GENERAL MEETING

OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 ", as appropriate.

b). sent by e-mail with extended electronic signature incorporated in compliance with Law no. 455/2001 on electronic signature at the following address: secretariat@rolast.ro, mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014", as appropriate.

The right to make proposals on the introduction of new items on the agenda of the OGMS/EGMS must be exercised no later than 15 days from the date of publication of this convening notice, i.e. no later than October 1, 2014 and the proposals must be accompanied by copies of the identity documents of the Initiators (e.g. ID document/ ID card in case of individuals, as well as confirmation of company details issued by the trade registry in the original or a certified copy thereof, or any other document, in the original or in a copy thereof, issued by a competent authority of the State in which the shareholder is duly registered, issued no later than 3 months prior to the publication of this convening notice and based on the identity document of the legal representative for legal persons).

The right to submit decision drafts for the items included or proposed to be included on the agenda of the meeting

Initiators, as defined above, have also the right to present in writing decision drafts for the items included or proposed to be included on the agenda of the OGMS/EGMS.

The decision drafts for items included or to be included on the agenda of OGMS/EGMS, along with copies of the identity documents of the Initiators (i.e. ID document / ID card for individuals or confirmation of company details issued by the Trade Registry in the original or certified copy thereof, or any other document, in the original or in a certified copy issued by a competent authority of the State in which the shareholder is duly registered, issued at least three months prior to the publication of this convening notice and based on the identity document of the legal representative for legal persons) may be submitted as follows:

a). submitted to or sent by post to the above-mentioned headquarters of the company, within no later than 15 days from the publication of this convening notice, i.e. no later than October 1, 2014, in a sealed envelope, having the clearly written statement: "FOR THE ORDINARY GENERAL

MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 ", as appropriate.

b). sent by e-mail with extended electronic signature incorporated in compliance with Law no. 455/2001 on electronic signature, within no later than 15 days from the publication of this convening notice, i.e. no later than October 1, 2014 at the following address: secretariat@rolast.ro, mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014", as appropriate.

Vote by mail

Shareholders have the opportunity to vote by mail, through the filling-in and signing the form for mail voting, sending a copy of the valid identity document of the individual shareholder/ legal representative of the legal person (e.g. ID document/ID card) and the official documents attesting the capacity of a legal representative of the corporate shareholder (confirmation of company details issued by the trade registry in the original or certified copy thereof, or other document, in the original or certified copy issued by a competent authority of the State in which the shareholder is duly registered, issued no later than 3 months prior to the publication of this convening notice and based on the identity card of the legal representative), that may be submitted at the registered office of the company or sent by mail at the above-mentioned registered office of the company by October 15, 2014, inclusively, with the clearly written statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014 ", as appropriate.

The form for mail voting in Romanian and English is made available to shareholders at the registered office of Rolast SA also mentioned on the company website: www.rolast.ro. The shareholder may fill-in the form either in Romanian, or in English.

Informational materials and questions on the agenda

Documents and information relating to the items included on the agenda of the Ordinary General Meeting or Extraordinary General Meeting shall be made available to shareholders at the registered office of Rolast S.A. and also on the website of the company: www.rolast.ro , as from September 16, 2014.

Shareholders of the Company, regardless of their contribution to the share capital may send by mail or submit in written form, questions regarding the items on the agenda of OGMS/EGMS, to the above-mentioned Company's headquarters, by October 3, 2014, with the clearly written statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014", as appropriate.

Shareholders may also submit such questions by e-mail, based on extended electronic signature incorporated in compliance with Law 455/2001 on electronic signature, no later than October 15, 2014, at the following address: secretariat@rolast.ro, mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014", as appropriate.

The company will answer to these questions of the shareholder within 3 working days of the receipt of such request, provided that such questions should not refer to confidential information or information whose disclosure could prejudice the interests of the Company. For questions with the same content, the Company will draw up a general answer that will be made available on the website of the Company, in question and answer format. The convening notice, information and documents related to OGMS/EGMS, including information on the documents to be submitted to the General Meeting, decision drafts and special power of attorney forms, as well as or forms for mail voting may be obtained from the Company's headquarters and by accessing the Company's website, www.rolast.ro, at the section "News", as from September 16, 2014.

Board of Directors

Mr. Dan Ioan Rădulescu

Chairman – Managing Director

The undersigned, MOTORAN NADIA LAVINIA, sworn translator under no. 20566, hereby certify the accuracy of the translation into the English language of the authentic document written in the Romanian language which has been seen by me.

Subsemnata MOTORAN NADIA-LAVINIA traducător autorizat (Autorizație nr. 20566), certific exactitatea traducerii în limba engleză cu textul înscris în documentul original în limba română, care a fost vizat de mine.

