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Subscribed and paid up capital: 30.808.449,30 lei  
1 Constantin Dobrogeanu-Gherea street, Pitesti, Romania

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**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 RO 129154 ( hereinafter referred to as the "**Company**" or "**Rolast**"), on the meeting held on March 18, 2015, summoned the Ordinary General Meeting of Shareholders on **April 24, 2015, 10:30 am** and the Extraordinary General Meeting of Shareholders on **April 24, 2015, 12:00 am**, both to be held at the above-mentioned headquarters of Rolast SA.

Provided that, on **April 24, 2015**, at the Ordinary General Meeting of Shareholders (hereinafter referred to as "**OGMS**") or at 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 **April 27, 2015**, 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 April 10, 2015** 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 and appointment of the Secretariat, checking attendance and quorum.

2. Presentation, discussion and approval of the Board of Directors' report for the fiscal year 2014 and approval of the remuneration of Board members for the current year.
3. Presentation of the audit report prepared by the independent financial auditor for the fiscal year 2014.
4. Presentation, discussion and approval of the balance sheet, profit and loss account and the other annual financial statements issued for the fiscal year 2014 based on the reports submitted by the Board of Directors and the financial auditor.
5. Approval of discharge of the Board members for fiscal year 2014 .
6. Presentation, discussion and approval of the income and expenditure budget project for 2015.
7. Approval of extension of the financial audit contract for Mrs. Neacsu Ionela Florentina for the fiscal year 2015 and setting the remuneration .
8. Choosing a new member of the Board of Directors for the mandate term remained to be conducted by the current Board in providing legal structure according to the Articles of Incorporation of the Company, as a result of the job vacancy due to resignation of Mrs. Carmen Seghete as administrator .
9. 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, legal or individual person, being authorized to sign on behalf of the Company, the documents necessary to implement the decisions taken, to perform their registration formalities, according to law. 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 of the decision taken.

10. Approval the registration date of May 13, 2015, 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 and appointment of the Secretariat, checking attendance and quorum.
2. Approval of the amendment of the Articles of Incorporation of the Company, as well as of the Art. 8, paragraphs 8.4.4 and 8.6 of the Articles of Incorporation of the Company with the new member elected within the OGMS of 24.04.2015, following the resignation of Mrs. Carmen Seghete as administrator.
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, legal or individual person, being authorized to sign on behalf of the Company, the documents necessary to implement the decisions taken, to perform their registration formalities, according to law. 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 of the decision taken.
4. Approval the registration date of May 13, 2015 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, by the identity card for individual shareholders or, in case of legal persons and the represented natural persons, based on power of attorney granted to the person representing them.

Shareholders registered on the reference date may attend and vote at OGMS/AGE directly or they may be represented by persons other than shareholders, except managers and directors, based on a 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 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 (excerpt/conformation of company details issued by the Trade Registry or other proof issued by a competent authority) in the original or a true certified copy thereof;
- The person who has been delegated the representation skill - 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 the special power of attorney signed by the legal representative of such legal person.

The individual who presents himself/herself 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 attesting the capacity of a legal representative of the legal person shareholder will be issued no later than three months before the date of publication of the convening notice of the general meeting of shareholders.

Individual presenting himself/herself at OGM / EGM as a legal representative of a legal person shareholder will be identified on the basis of the identity document and power of attorney.

Documents attesting the legal representative capacity, drafted in a foreign language, other than English, will be accompanied by a translation made by a certified translator into Romanian or English. Legalization or apostille The company does not require authentication or applying apostille of those documents certifying the capacity as a legal representative of the shareholder.

A shareholder may appoint one person to represent him/her at the 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 at the headquarters of Rolast S.A. mentioned above, as well as on the Company's website (www.rolast.ro) as of March 23, 2015. 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 headquarters of Rolast S.A. mentioned above 48 hours before the OGMS/EGMS meeting, i.e. until April 22, 2015, 10:30 am, with the clearly written statement : "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or " FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 meeting, i.e. until April 22, 2015, 10:30 am at the following address: secretariat@rolast.ro , mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", as appropriate.

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

***Changing the agenda of the Ordinary General Meeting or Extraordinary 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 the 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" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ", 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" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 April 7, 2015 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 the power of attorney granted to the individual representing them, in case of legal persons), being also necessary that, for every item on the agenda, there is a justification or a decision draft proposed to be adopted by the OGMS / EGMS.

*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 the power of attorney granted to individuals representing them in case of 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 April 7, 2015, in

a sealed envelope, having the clearly written statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 April 7, 2015 at the following address: secretariat@rolast.ro, mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 document attesting the capacity of a legal representative of the corporate shareholder, 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 April 22, 2015, inclusively, with the clearly written statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", as appropriate.

#### Right to submit candidatures for vacancies in the Board of Directors

The shareholders, in accordance with the law, can consult and complete the list of candidates proposed for the position of Member in the Board of Directors. Shareholders can propose any person who meets the legal conditions to be a member in the Board of directors until April 7, 2015 filling-in an application accompanied by particulars concerning the name, place of residence and professional qualification of persons proposed for membership of the Board of Directors.

They may be submitted as follows:

a). submitted or sent by mail to the headquarters of the company mentioned above, no later than 15 days from the date of publication of this convening notice, i.e. no later than April 7, 2015, in a closed envelope with the following clearly written words: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS".

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 April 7, 2015 at the following address: [secretariat@rolast.ro](mailto:secretariat@rolast.ro), mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS".

*Informational materials and questions on the agenda*

Documents and information relating to the items included on the agenda of the Ordinary General Meeting or shall be made available to shareholders at the registered office of Rolast S.A. as from March 23, 2015.

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, at the above-mentioned Company's headquarters, by April 7, 2015, with the clearly written statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 April 7, 2015, at the following address: [secretariat@rolast.ro](mailto:secretariat@rolast.ro), mentioning at the topic: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS", 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 drawn 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](http://www.rolast.ro), at the section " News ", as from March 23, 2015.

**Board of Directors**

**Mr. Dan Ioan Rădulescu**  
**Chairman – Managing Director**

