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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 of the 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**"), as related to the provisions of Law 151/2014 and the Regulation 17/2014 of ASF, convened during the meeting held on January 15, 2015, is hereby summoning the Extraordinary General Meeting of Shareholders ( hereinafter referred to as "**EGMS**"), convened for **February 20, 2015, 10:30 am** and the Extraordinary General Meeting of Shareholders on **October 17, 2014, 11:00 am**, 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 **February 20, 2015**, at the Extraordinary General Meeting of Shareholders, 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 **February 23, 2015**, at the same time, same place and with the same agenda.

At the assembly of the Extraordinary General Meeting of Shareholders, only the shareholders of Rolast SA may attend and vote, whom shareholders will be registered on the **reference date of February 9, 2015** in the Register of Shareholders issued by the Depozitarul Central S.A.

On convening date, the Company's share capital is 30,808,449.30 lei consisting of 308,084,493 nominal dematerialized shares, with a nominal value of 0.10 lei per share giving the right to vote at the Extraordinary General Meeting of Shareholders.

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. Discussing and approval of the report prepared by the Board of Directors on January 15, 2015 based on Art. 2, second paragraph of Law 151/2014 regarding: a). the applicable legal framework for trading of shares on a regulated market, as well as trading in an alternative trading system; b). presentation of regulated markets and alternative trading systems where company shares can be traded.





3. Approval of performing legal steps necessary for admission to trading of shares issued by the company on a regulated market.
4. Approval of performing legal steps necessary for admission to trading of shares issued by the company within an alternative trading system.
5. Empowerment of the Chairman of the Board to represent the company in relations with the competent authorities in legal proceedings to enforce the decisions taken .
6. Approval of registration date on **March 10, 2015** as the date for identification of shareholders on which will be reflected the consequences of judgments of this Extraordinary General Meeting.

Participation in the Extraordinary General Meeting; proxy voting procedure

Access of shareholders entitled to participate, at the reference date, to the 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 EGMS 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 EGMS personally or by representatives authorized by a special power of attorney.

Documents required in order to participate in the 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 representative's identity document (ID).

b. Attendance of legal persons

The corporate shareholders may participate in the 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 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 the EGMS.

#### Special power of attorney forms

In order to participate and exercise the voting right at the 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](http://www.rolast.ro)) as of January 20, 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 registered office of Rolast SA mentioned above 48 hours before the EGMS meeting, i.e. until February 18, 2015, 10:30 am, with the clearly written statement: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015" or "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF OCTOBER 17, 2014", as appropriate.

Special powers of attorney 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 EGMS meeting, i.e. until February 18, 2015, 10:30 am, at the following address: [secretariat@rolast.ro](mailto:secretariat@rolast.ro), mentioning at the topic: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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

#### ***Changing the agenda of the 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 EGMS, provided that each item is accompanied by a justification or a decision draft proposed to be adopted by the EGMS.

Proposals on the introduction of new items on the agenda of the 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".





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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

The right to make proposals on the introduction of new items on the agenda of the EGMS must be exercised no later than 15 days from the date of publication of this convening notice, i.e. no later than February 4, 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 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, also have the right to present in writing decision drafts for the items included or proposed to be included on the agenda of the EGMS.

The decision drafts for items included or to be included on the agenda of 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 February 4, 2015, in a sealed envelope, having the clearly written statement: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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 February 4, 2015 at the following address: secretariat@rolast.ro, mentioning at the topic: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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 February 18, 2015, inclusively, with the clearly written





statement: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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](http://www.rolast.ro). The shareholder may fill-in the form either in Romanian, or in English.

*Informative materials and questions on the agenda*

Documents and information relating to the items included on the agenda of the 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](http://www.rolast.ro), as from January 20, 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 EGMS, at the above-mentioned Company's headquarters, by February 4, 2015, with the clearly written statement: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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 February 4, 2015, at the following address: [secretariat@rolast.ro](mailto:secretariat@rolast.ro), mentioning at the topic: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FEBRUARY 20, 2015".

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 elaborate 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 EGMS, including information on the documents to be submitted to the General Meeting, decision drafts and special power of attorney forms, as well as 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 of January 20, 2015.

**Board of Directors**

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

