

**SPECIAL POWER OF ATTORNEY FOR THE ORDINARY GENERAL MEETING
AND FOR THE EXTRAORDINARY GENERAL MEETING OF SC ROLAST SA**

(Pursuant to the CNVM Regulation no. 6/2009 approved by CNVM Order no. 44/2009)

I, the undersigned _____,
domiciled in _____,
legitimated by identity card _____ series _____ no. _____, issued by
_____, on _____, having personal identification number
_____, holder of _____ shares of the total
number of 308.084.493 issued by SC ROLAST SA, a Romanian legal entity, with registered
office in 1 Dobrogeanu Gherea street, Pitești, Argeș county, Romania, zip code 110104,
registered with the Trade Register under no. J03/87/1991, having tax identification number
RO 129154 („**Rolast**”), granting me the right to _____ votes¹ in the
General Meeting of the Shareholders, representing _____% of the total number of
shares entitling the voting rights,

hereby empower

(representative's name and
surname), domiciled in _____,
legitimated by identity card _____ series _____ no. _____, issued
by _____, on _____, having personal identification
number _____,

- (i) to represent me at the first summons of the Ordinary General Meeting of the Shareholders of Rolast on **April 24, 2015**, at 10.30, at the above-mentioned Rolast headquarters or, if at the first summons of the Ordinary General Meeting of the Shareholders (hereinafter referred to as "OGMS"), the conditions are not met for holding this meeting due to non-fulfillment of legal or statutory requirements, at the second summons for this meeting which is set for **April 27, 2015**, at 10.30, at the above-mentioned Rolast headquarters;
- (ii) to represent me at the first summons of the Extraordinary General Meeting of the Shareholders of Rolast on **April 24, 2015**, at 12.00, at the above-mentioned Rolast headquarters or, if at the first summons of the Extraordinary General Meeting of the Shareholders (hereinafter referred to as "EGMS"), the conditions are not met for holding this meeting due to non-fulfillment of legal or statutory requirements, at the second summons for this meeting which is set for **April 27, 2015**, at 12.00, at the above-mentioned Rolast headquarters;

and

- (iii) to exercise the voting rights related to the shares I hold according to the Registers of Shareholders of S.C. ROLAST S.A. on **April 10, 2015** (reference date), according to my instructions, as follows:

¹ According to the Articles of Incorporation, one share entitles to one vote at the General Meeting of the Shareholders.

Item of the agenda of Rolast Ordinary General Meeting	Vote (Note: to be filled-in, where applicable, with for, against or abstention)		
	FOR	AGAINST	ABSTENTION
1. Choosing the Secretariat in order to fulfill the formalities on holding the OGMS (including verification of the 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 establishing the corresponding 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.			

Item of the agenda of Rolast Extraordinary General Meeting	Vote (Note: to be filled-in, where applicable, with for, against or abstention)		
	FOR	AGAINST	ABSTENTION
1. Choosing the Secretariat in order to fulfill the formalities on holding the EGMS (including verification of the 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.			

My proxy will vote at his/her own discretion on the appointment of the person / persons who will be nominated in the Secretariat.

My proxy will represent me in the OGMS/EGMS in order to fulfill the above-mentioned power of attorney and he/she will be authorized to sign and receive any necessary documents prepared following the OGMS/EGMS and will consent to any other formalities prescribed by law, his/her signature affixed to the extent of this power of attorney being opposable to me.

This power of attorney was prepared in three (3) originals.

Date _____

Shareholder's name and surname (in capital letters)

(shareholder's signature)

