

**SPECIAL POWER OF ATTORNEY 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 Extraordinary General Meeting of the Shareholders of Rolast on **September 7, 2015**, at 11.30, at the above-mentioned headquarters of Rolast 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 **September 8, 2015**, at 11.30, at the above-mentioned Rolast headquarters;

and

- (ii) to exercise the voting rights related to the shares I hold according to the Registers of Shareholders of S.C. ROLAST S.A. on **August 26, 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 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 8.4.1, 8.4.2, 8.4.3, 8.4.4, 8.4.5, 8.5 and 8.6 regarding the renewal of the mandate for the members of the Board of Directors for a period of 4 years, of the 5 Directors whose mandate expire on 07.09.2015, according to the Decision of the OGMS of 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, 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 September 23, 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 its sole discretion on the appointment of the person / persons who will be nominated in the Secretariat.

My proxy will represent me in the EGMS in order to fulfill the above-mentioned power of attorney and he will be authorized to sign and receive any necessary documents prepared following the EGMS and will consent to any other formalities prescribed by law, his 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)

