

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

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

I, the undersigned _____, with registered office in _____, identified by registration number with [Trade Register/similar authority] _____ having tax 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 granting the right to vote, represented by _____, in the capacity of _____, holder of identity document series _____ no. _____, personal identification number _____,”

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 **September 7, 2015**, at 10.30, at the above-mentioned headquarters of Rolast 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 **September 8, 2015**, at 10.30, 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 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. Approving the renewal of the mandate as a member of the Board of Directors, for a period of 4 years, of the five Directors whose mandates expire on 07.09.2015; Board of Directors consists of the following Directors: Radulescu Dan Ioan, Bogdan Bartolomeu, Beze Lavinia Dumitru, Kevin John Phillips, Stoian Ionel Dragoş.			
3. Approval of remuneration for the members of the Board of Directors as regards their new mandate.			
4. 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.			
5. Approval the registration date of September 23, 2015, as the identification of shareholders upon whom are reflected the consequences of the decisions of this Ordinary 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 OGMS 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 OGMS 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 _____

Company _____

represented by _____
(signature and stamp)

