

**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,
reeregistered 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 18.09.2014, at 10.30, 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 19.09.2014, 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 September 9, 2014 (reference date), according to my instructions, as follows:

Item of the agenda of Rolast Extraordinary General Meeting	Vote <i>(Note: to be filled-in, where applicable, with for, against or abstention)</i>		
	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. Ratification of updating the cadastral documentation for the			

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 Extraordinary General Meeting	Vote (Note: to be filled-in, where applicable, with for, against or abstention)		
	FOR	AGAINST	ABSTENTION
real estate located on the administrative territory of Pitesti Mun., 1 C. Dobrogeanu Gherea street, Arges county , with cadastral no. 81152 , registered in the Land Registry no. 81152, based on the documentation prepared by SC Geocad 2000 S.R.L. Bucharest, which reflects a new area of 176,506.56 sqm as compared to the initial area of 178,303 sqm.			
3. Approving the conclusion of an Agreement between Rolast, on the one hand and OBI GmbH (former OBI AG) and OBI Romania S.R.L., on the other hand, subject to: (i) the termination of the Lease Agreement concluded between Rolast, as lessor and OBI Romania S.R.L., as lessee , on October 23, 2008 on rental of OBI store and other related facilities located on the trading platform of Pitesti , 1 C. Dobrogeanu Gherea street, Argeş county and (ii) termination of the rental agreement between Rolast input on one side and OBI GmbH (former OBI AG) and OBI Romania SRL , on the other hand , on November 6, 2008, in exchange for a payment of a penalty by OBI GmbH and			
4. Establishing the minimum amount of penalty that Rolast would receive from OBI GmbH, in return for the conclusion of the Agreement referred to in item 2 on the Agenda .			
5. Approval of using the amount received by the Company under the Termination Agreement mentioned in item 3 of Agenda for partial early repayment of the amount owed by the Company to Piraeus Bank Romania S.A. according to the Credit Agreement no. 285 of May 11, 2007 and concluding in this regard, by Rolast and Piraeus Bank Romania S.A. an addendum to the Credit Agreement, as well as any other documents necessary to implement this decision.			
6. Discussion and approval of the sale by the Company of the real estates including the building where the OBI store operates and the related land, with appropriate parking lot and corresponding entrances located in the commercial park located at Pitesti, 1 Constantin Dobrogeanu Gherea street, Argeş county, after dismantling operations approved by Resolution no. 2 of EGMS of May 16, 2014 to Jumbo EC.R S.R.L., given the Offer received by the Company on July 28, 2014, from Jumbo EC.R SRL and made available to shareholders as from the date of publication of the convening notice, by posting it on the Company's website (www.rolast.ro) for a price that is in line with the real market value set by the report prepared by DTZ Echinox Evaluari S.R.L. on August 6, 2014 .			

Item of the agenda of Rolast Extraordinary General Meeting	Vote <i>(Note: to be filled-in, where applicable, with for, against or abstention)</i>		
	FOR	AGAINST	ABSTENTION
7. Approval of the Assessment Report prepared by DTZ Echinox Evaluari S.R.L. on August 6, 2014 in order to establish the market value of the assets intended to be sold by the Company as described, in item 6 of the Agenda .			
8. Approval of Power of Attorney for the Chairman of the Board of Directors, Mr. Rădulescu Dan Ioan for the implementation of resolutions adopted by the EGMS, representation of the Company in relationships with OBI GmbH, OBI Romania S.R.L. and Jumbo EC.R S.R.L. in front of the bank, notary public, O.C.P.I, Trade Register , as well as before any entity or legal or natural person. Thus, for the implementation of resolutions adopted by the EGMS, the Chairman of the Board of Directors, Mr. Rădulescu Dan Ioan is authorized to sign on behalf of and onaccount of the Company : (i) the termination agreement set forth in itemn 3 on the Agenda, (ii) documentation for making the partial payment to Piracus Bank Romania S.A., referred to at item 5 on the Agenda, (iii) the ale/purchase contract concluded with Jumbo EC.R S.R.L. referred to in item 6 on the Agenda, as well as (iv) any other documents necessary to implement the resolutions taken in the EGMS. The Chairman of the Board is entitled to delegate to another person the power of attorney for carrying out the formalities necessary for the implementation, registration and/or ensuring the enforceability of resolutions adopted by the EGMS.			
9. Approval of the registration date of October 10, 2014 , as the date for identification of shareholders upon whom the consequences of the resolutions of this Extraordinary General Meeting reflect.			

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

My proxy will represent me in EGMS in oder 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)