

**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 February 20, 2015, 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 February 23, 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 February 9, 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. Debate 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.			

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 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)

