

**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 \_\_\_\_\_, 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 \_\_\_\_\_ votes<sup>1</sup> 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 17.10.2014, 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 20.10.2014, 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 17.10.2014, at 11.00, 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 20.10.2014, at 11.00, 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 October 7, 2014 (reference date), according to my instructions, as follows:

<b>Item of the agenda of Rolast Ordinary General Meeting</b>	<b>Vote</b> <i>(Note: to be filled-in, where applicable, with for, against or abstentia)</i>
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<sup>1</sup> According to the Articles of Incorporation, one share entitles to one vote at the General Meeting of Shareholders.

	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. Approval of renewal of membership of the Board of Directors until 07.09.2015 of Mr. Bogdan Bartolomeu, US citizen, born on 04.06.1951 in Romania, holder of passport no. 13910015, issued by Bucharest authorities on 18.03.2008 and establishing his remuneration.			
3. Approval of Empowerment for the Board Chairman Mr. Rădulescu Dan loan for the implementation of decisions taken, representing the Company before the Trade Register, as well as before any entity or individuals or legal persons, in order to carry out all necessary formalities for the implementation of the decisions mentioned above and their registration to competent authorities. Approving the right of the Board Chairman to delegate to another person the empowerment for carrying out the above-mentioned formalities of registration and / or enforceability.			
4. Approve the registration date of <b>November 4, 2014</b> as the date of identifying shareholders who are affected by 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 Association as proposed below. Thus, approval of the amendment of Art. 8, paragraph 8.4.2 of Articles of Association of the Company on the renewal of the mandate of member of the Board of Directors for Mr. Bogdan Bartolomeu, the text being read as follows: <ul style="list-style-type: none"> <li>Bogdan Bartolomeu, US citizen, born on 04.06.1951 in Romania, holder of passport no.13910015, issued by Bucharest authorities on 18.03.2008 (mandate validity : 23.10.2014 -07.09.2015).</li> </ul>			
3. Approval of Empowerment for the Board Chairman Mr. Rădulescu Dan loan for the implementation of decisions taken, representing the Company before the Trade Register, as well as before any entity or individuals or legal persons, in order to carry out all necessary formalities for the implementation of the decisions mentioned above, their registration to competent authorities, as well as signing and registration of the Articles of Association in the updated form, with all amendments approved by EGMS.  Approving the right of the Board Chairman to delegate to another person the empowerment for carrying out the above-mentioned formalities of registration and / or enforceability.			



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
4. Approval the registration date of <b>November 4, 2014</b> as the date of identifying shareholders who are affected by the decisions of this Ordinary 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 \_\_\_\_\_

Company \_\_\_\_\_

represented by \_\_\_\_\_

(signature & stamp)

The undersigned, MOTORAN NADIA LAVINIA, sworn translator under no. 20566, hereby certify the accuracy of the translation into the English language of the authentic document written in the Romanian language which has been seen by me.

Subsemnata MOTORAN NADIA-LAVINIA traducător autorizat (Autorizație nr. 20566), certific exactitatea traducerii în limba engleză cu textul înscris în documentul original în limba română, care a fost vizat de mine.

