

**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 _____ 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 Extraordinary General Meeting of the Shareholders of Rolast on **April 24, 2015**, at 12.00, 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 **April 27, 2015**, at 12.00, 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 **April 10, 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 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. Approval of the amendment of the Articles of Incorporation of the Company, as well as of the Art. 8, paragraphs 8.4.4 and 8.6 of the Articles of Incorporation of the Company with the new member elected within the OGMS of 24.04.2015, following the resignation of Mrs. Carmen Seghete as administrator. | | | |
| 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 May 13, 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 his/her own discretion on the appointment of the person / persons who will be nominated in the Secretariat.

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