

## SPECIAL EMPOWERMENT

The subscribed \_\_\_\_\_, with the headquarters at \_\_\_\_\_ str. \_\_\_\_\_ no \_\_\_\_\_, legally represented by \_\_\_\_\_, as \_\_\_\_\_, owning a number of \_\_\_\_\_ shares issued by S.C. ROMCARBON S.A, representing \_\_\_\_\_% from the social capital, which offers my the right to \_\_\_\_\_ votes from the total number of votes in the General Shareholders Meeting, I empower throughout the present \_\_\_\_\_ as my representative in the **Extraordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **27.04.2017, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **28.04.2017, 12.30 p.m.**, if the first will not fulfill the legal conditions regarding the quorum, to use the voting right for all my shares identified in the Shareholders Registry at **17.04.2017**, as it follows:

<b>Extraordinary Shareholders Meeting Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p>1.Approval for: the banking exposure of Romcarbon SA for the financial years 2017-2018, consisting of: credits in amount of 16.577.342 Euro and 18.607.945 Lei, leasing contracts in amount of 200,805 Euro, factoring contracts with a ceiling of 500.000 Euro, letters of guarantee in amount of 500.000 lei and guarantees given to LivingJumbo Industry SA for the investment credit contracted UniCredit amount of 607.200 Euro and for the unengagement credit in amount of 450,000 Euro contracted with UniCredit Bank; the 12-months extension of credits with maturity in 2017, maintaining the related guarantees.</p> <p>Empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions, modification and/or the establishment of new securities, restructuring existing credits/banking exposure, change currency or refinance existing loans and contracting of new loans, within the limits of the approved banking exposure and of the law.</p> <p>Empowerment for the General Director And Financial Director , to sign credit agreements, addendums thereto related, mortgage deeds and other guarantees, and any other documents necessary for the carrying out of the EGMS' s decision.</p>			

<p><b>2.</b>Approval of the investment plan for 2017 and the empowerment of the Board of Directors to decide the best manner of implementing it and to employ all necessary efforts in this regard, including, but not limited to updating it/changing its elements.</p>			
<p><b>3.</b> Approval of <b>23.05.2017</b> as “<b>registration date</b>”, according to art. 238 of Law 297/2004 regarding the capital market and art.2 let.e of the C.N.V.M. Regulation no.6/2009.</p>			
<p><b>4.</b>Approval of <b>22.05.2017</b> as “<b>ex-date</b>”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.</p>			

Throughout the present, \_\_\_\_\_ fully empowers the above mentioned representative, regarding all the problems identified and included on the Agenda until the date of the present empowerment’s sign.

Date\_\_\_\_\_

\_\_\_\_\_

(the signature of the shareholder- physical person or representative of the judicial person)

\_\_\_\_\_  
 ( name, surname of the shareholder, with capital letters)

*The present was concluded in 3 exemplary, one for shareholder, one for the empowered person and one for S.C. ROMCARBON S.A. The exemplary for ROMCARBON S.A. will be sent by post office or will be sent to the company’s headquarters from Buzau, str Transilvaniei no. 132, or e-mail address office@romcarbon.com (if electronic means are used, special mandate be extended forward by electronic signature)with the mention "POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 27/28.04.2017". at the latest 25.04.2017, 10.00 p.m.*