

SPECIAL EMPOWERMENT

The subscribed _____, with the headquarters at _____, legally represented by _____, as _____, owning a number of _____ shares issued by S.C. ROMCARBON S.A, representing _____% from the social capital, which offers me 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 **Ordinary Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **27.04.2012**, 12.00 p.m. at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **28.04.2012**, 12.00 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 **16.04.2012**, as it follows:

Ordinary Shareholders Meeting Agenda	For	Against	Abstain
1. Presenting, debating and approving the administration report of the Board of Administrators, for financial year 2011			
2. Presenting, debating and approving the <u>individual financial statements for 2011</u> : the balance sheet, the income statement, the situation of owner's equity, the situation of the cash-flow, the informing notes regarding the financial statements			
3. Presenting the report of external financial auditor regarding the <u>individual financial statements for 2011</u>			
4. Presenting, debating and approving the <u>consolidated financial statements for 2011</u> : the balance sheet, the income statement, the situation of owner's equity, the situation of the cash-flow, the informing notes regarding the financial statements.			
5. Presenting the report of external financial auditor regarding the <u>consolidated financial statements for 2011</u> .			
6. Approving the 2011 profit distribution (2.613.759,94 lei) in the following legal ways: - a part on dividends - a part on "other reserves"			
7. Presenting and approving the Annual Report prepared according to the CNVM Regulation no. 1/2006 and the BVB Corporate Governance Code			
8. Approving the discharge of responsibility for the administrators for financial year 2011.			
9. Approving the administrators (appointed on 05.01.2012) brut Board fee and mandate contracts : President of the Board - 5849 , Board Members - 4970 . The Board fee will be updated each trimester, according to the inflation rate applicable.			
10. Approving the external financial audit for the financial exercise 2012 and empowering the Board of Administrators to choose the audit company and negotiate the contractual conditions with it.			
11. Approving the 2012 budget			
12. Approving the date – 18.05.2012 as identification date of shareholders who will have the rights and who will support the consequences of the resolutions taken by the ordinary general shareholders assembly, according to the article 238 from the Law 297/2004 regarding the capital market.			

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) at the latest **25.04.2012**, 17.00 p.m.*