

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 **26.04.2018, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **27.04.2018, 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 **17.04.2018**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval for the banking exposure of Romcarbon SA for the financial years 2018-2019, consisting of: credits in amount of 13.712.255 Euro and 18.266.498 Lei; leasing contracts in amount of 11.545 Euro; factoring contracts with a ceiling of 500.000 Euro; letters of guarantee in amount of 500.000 lei; Guarantee given to LivingJumbo Industry SA for the investment credit contracted UniCredit amount of 2,057,200 Euro, as detailed in the material no. 2863/16.03.2018.</p> <p>1.1. Approval for:</p> <p>-the prolongation by 36 months of the validity of the factoring ceiling of 500.000 Euro;</p> <p>-the prolongation at maturity, or if necessary, before maturity date, of the letters of guarantee ceiling by 36 month period and suplimenting the guarantees as detailed in material no. 2863/16.03.2018;</p> <p>-the prolongation by 12 months of the validity of the credit facilities contracted by Romcarbon SA with BRD-GSG SA ans UNICREDIT Bank SA, and for maintaining the related guarantee;</p> <p>-for the replacement, according to those mentioned in the Board of Directors Decision no.1/19.01.2018, in case of sale, of the mortgage on Romcarbon assets located in Iasi, no.20 Chisinaului Way, with cad.no.148536, consisting of land in total area of 8103 sqm and buildings 148536-C1, 148536-C2, 148536 -C3, 148536-C4 with mortgage on other assets company/other guarantor</p>			

<p>property as detailed in the material no. 2863/16.03.2018.</p> <p>1.2. Empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions (including, as appropriate, the extension of up to 12 months of short-term facilities - credit lines), 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>1.3. 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>2. Approving, confirming, ratifying and assuming in its entirety, the Decision of the Board of Directors of Romcarbon SA no.1 from 19.01.2018, respectively approving, confirmation, ratification and assumption of all legal acts signed by Romcarbon SA and Unicredit Bank SA, as follows:</p> <ul style="list-style-type: none"> -Special Credit Terms (CCS) to Credit Agreement no. BUZA / 003/2018 dated 19.01.2018; -Mortgage agreement signed on 19.01.2018, based on the Credit agreement no. BUZA / 003/2018 dated 19.01.2018; -Annex no. 1 to the Contract for the mortgage on 18.01.2017, related to the Credit Agreement no. BUZA / 044/2016; -Additional Act no. 17 of 19.01.2018 to the Special Credit Terms (CCS) to the Credit Agreement no. Buza / 014/2012 from 29.06.2012; -Mortgage agreement signed with Unicredit Bank S.A. on 19.01.2018, based on the Credit Contract no. BUZA / 014/2012 from 29.06.2012; -Annex no.2 dated 19.01.2018 to the Contract for the mortgage from 10.04.2017, related to the Credit Contract no. BUZA/014/2012 from 29.06.2012; -Annex no. 2 dated 19.01.2018 to the Contract for mortgage from 21.12.2016, related to the Credit Agreement no. BUZA/015/2016 of 21.12.2016; -Annex no. 3 dated 19.01.2018 to the Contract for the mortgage on 07.04.2017, related to the Credit Agreement no. BUZA/004/2017 dated 07.04.2017, 			

<p>as well as approving, confirming, ratifying and assuming the signing of all the aforementioned acts, on 19.01.2018, on behalf of Romcarbon SA and for it, by Mr. Radu Andrei as General Manager and Mrs. Zainescu Viorica as Financial Director, according to the powers received by decision of the board.</p>			
<p>3. Approving, confirming, ratifying and assuming in its entirety, the Decisions of the Board of Directors of Romcarbon SA no.16 from 20.12.2017 and no.2 from 12.03.2018, and the empowerment of Romcarbon SA, General manager, that on behalf of the company and in its name carry out the sale negotiation, to sign all/any necessary documents and to fulfill all formalities for applying the decisions.</p>			
<p>4. Approval of 23.05.2018 as "registration date", according to art. 86 par.1 of Law 24/2017 and art.2 let.e of the C.N.V.M. Regulation no.6/2009.</p>			
<p>5.Approval of 22.05.2018 as "ex-date", according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.</p>			
<p>6. Updating accordingly the Articles of Incorporation of ROMCARBON S.A. following the proposals of new items on the agenda of the Ordinary General Meeting of the Shareholders convoked for 26/27.04.2018, as follows:</p> <p>6.1. Art. 15 par.7 will change and have the following content:</p> <p style="padding-left: 40px;">"Upon the date of up-dating this present incorporation act, the Board of Directors consists of:</p> <p>1. SIMIONESCU N. DAN, Romanian citizen, born on in, residing in, str nr. sc., ap. county, identified with series no. issued byby date of, CNP</p> <p>2. WANG, YI-HAO, Taiwanese citizen, born on in, residing in, no., Alley, Lane, Section, .., , identified with passport series no. , issued by on</p> <p>3. citizen born on in, domiciled in, str nr. sc., ap. county, identified with series no. issued byby date of, CNP</p> <p>Elected for a four-year term, which expires on 04.02.2020. "</p>			
<p>7. Empowering the General Manager of Romcarbon SA, Andrei Radu, to carry out the necessary formalities and to sign the up-dated incorporation act of the company, as</p>			

well as all the necessary documents, in order to carry out the items decided at point 6 of the E.G.M.S. decision.			
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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 26/27.04.2018". at the latest 24.04.2018, 17.00 p.m.