

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 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 **Ordinary Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **29.04.2014, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2014, 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 **18.04.2014**, as it follows:

Ordinary Shareholders Meeting Agenda	For	Against	Abstain
1. Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2013.			
2. Presentation and approval of the individual unconsolidated financial statements for the financial year 2013 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2013.			
3. Presentation of the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - on the consolidated financial statements for the financial year 2013.			
4. Presentation and approval of the consolidated financial statements, for the financial year 2013 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2013.			
5. Presentation of the report of the external financial auditor - Deloitte Audit SRL, member of Deloitte Touche Tohmatsu - changing situations on the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the fiscal year 2013.			
6. Approval for the distribution of the net profit recorded in the fiscal year 2013 in the amount of 52.163,49 lei on the following destinations, according to the attached material no. 2692 din 18.03.2014: a) Legal reserves amounting to 2.607 lei; b) Retained earnings, amounting to 49.527,49 lei.			

7. Approval for changing the destination of net profit registered in fiscal year 2006, in the amount of 1.003.664 lei, from " Other reserves "(as was previously distributed by Ordinary General Meeting of Shareholders of 30.04.2007) to" Dividends "and approval for it's distribution as dividends, in accordance with the provision of the law and after obtaining the banks approval for the distribution. The gross dividend per share is of 0.0038 lei.			
8. Presentation and approval of the Annual Report for 2013, prepared in accordance with CNVM Regulation No.1/2006 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.			
9. Approval to discharge the members of the Board of Directors for the work in fiscal year 2013.			
10. Approval for contracting of the statutory audit of the company for the year 2014 and empowering the Board to appoint statutory auditor and negotiate contractual terms with it.			
11. Approval of the income and expenses budget for the financial year 2014.			
12. Approval of 20.05.2014 as the date for identifying shareholders who will be impacted decision of the ordinary general meeting of shareholders in accordance with art. 238 of 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 **28.04.2014**, 17.00 p.m.*