

## 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 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 General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **26.04.2018, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **27.04.2018, 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 **17.04.2018**, as it follows:

<b>Ordinary Shareholders Meeting Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2017.			
2.Presentation and approval of the individual financial statements for the financial year 2017 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2017.			
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 2017.			
4.Presentation and approval of the consolidated financial statements, for the financial year 2017 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2017.			
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 2017.			

<p><b>6.</b>Approval of the distribution of the net profit recorded in the fiscal year 2017 in the amount of 4.798.065,69 lei on the following destinations:</p> <p>a) Legal reserves amounting to 239.903 lei;</p> <p>b) Other reserves amounting to 1.487.753 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2017;</p> <p>c) Retained earnings amounting to 3.070.409,69 lei.</p>			
<p><b>7.</b>Presentation and approval of the Annual Report for 2017, 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.</p>			
<p><b>8.</b>Approval to discharge the members of the Board of Directors for the work in fiscal year 2017.</p>			
<p><b>9.</b>Approval to contract services for the statutory audit of the company for the financial year 2018.</p>			
<p><b>10.</b>Approval of the income and expenses budget for the financial year 2018.</p>			
<p><b>11.</b> Approval, in consideration of the provisions of Government's Emergency Ordinance no.79/2017, for the modification of Law no.227/2015, the Fiscal Code, that starting with January 1-st, 2018, ROMCARBON SA Members of the Board of Directors, be granted the same net fee in payment at 31.12.2017, to which it will be added all legal tax and fees. The fee difference since January 2018 up to the day will be paid retroactively. The total of the net fee remain the same as before and the taxes paid by the company will be according to the law.</p>			
<p><b>12.</b>Approval of <b>23.05.2018</b> as "<b>registration date</b>", according to art. 86 of Law 24/2017 regarding issuers and art.2 let.e of the C.N.V.M. Regulation no.6/2009.</p>			
<p><b>13.</b>Approval of <b>22.05.2018</b> as "<b>ex-date</b>", according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.</p>			
<p><b>14.</b>To note the termination of Mr. Hung, Ching-Ling, Member and Chairman of the Board of Directors of ROMCARBON SA, due to the impossibility of being exercised.</p>			
<p><b>15.</b> Election of a new member of the Board of Directors of ROMCARBON SA, considering the termination of the term of office of Mr. Hung, Ching-Ling, for a term equal to the</p>			

remaining period until the expiry of his predecessor's term, ie until 04.02.2020 and granting a monthly net fee equal in value to the monthly net fee received by his/her predecessor.			
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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 ORDINARY GENERAL MEETING OF SHAREHOLDERS of 26/27.04.2018" at the latest 24.04.2018, 17.00 p.m.*