

## 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 **Extraordinary General Meeting of Shareholders** of S.C. ROMCARBON Company which will take place on **29.04.2015, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2015, 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 **17.04.2015**, as it follows:

<b>Extraordinary General Meeting of Shareholders Agenda</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<p><b>1. Approval for the banking exposure of Romcarbon SA for the financial years 2015-2016, consisting of: credits in amount of 14.191.963 Euro, leasing contracts in amount of 953.122 Euro, letters of guarantee in amount of 500.000 lei and guarantee in amount of 440,000 lei granted by Romcarbon in favor of Taipei Cimeo, for the 12-months extension of credits with maturity in 2015 maintaining the related guarantees and for 12 months extension of guarantee granted by Romcarbon SA to Taipei Cimeo SRL.</b></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, 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. Approval for implementation with funding from European funds of the project "Development of the Company Romcarbon" project with a total value of <u>30.532.394 Lei VAT excluded</u>, representing 6.861.212 Euro at the exchange rate of 4,45 lei/Euro ( total value of project VAT included 37.860.168 lei/ 8.507.903 Euro) and the empowerment of the General Director to sign all or any necessary documents for the implementation of the project. The project will be financed as follows:</b></p>			

<ul style="list-style-type: none"> <li>➤ 14.605.371,86 lei (3.282.106 Euro) from European Nonrefundable Funds, representing 50 % of total eligible expenses of the project;</li> <li>➤ 20.865.734 lei from credit from which 3.042.240 Euro ( equivalent of 13.537.969 lei) and 7.327.774 lei (equivalent of 1.646.691 Euro) credit for VAT on project financing, representing 50 % of total eligible expenses and part of no eligible expenses;</li> <li>➤ 2.389.053 lei (536.866 Euro) from the company's own funds.</li> </ul>			
<p><b>3.</b> Approval of the investments related to the project “Development of the Company Romcarbon” in total value of 1.530.659 Euro, that will be financed in proportion of 70%, representing 1.070.000 Euro ( 4.815.000 Lei) from credit and in proportion of 30%, representing 460.659 Euro ( 2.049.932 Lei) from the company's own funds. Empowerment of the General Manager and Financial Manager to decide on the opportunity of investments and to negotiate and sign any documents necessary for the carrying out and fulfillment of this investments.</p>			
<p><b>4.</b> Approval to increase Romcarbon's existing banking exposure (presented for approval at point 1) with the amount of 5.175.609 Euro and 17.254.654 lei in order to ensure the financing of the costs not covered by European funds for the project “Development of the Company Romcarbon” and of the costs for the investments related to the project, with the following structure:</p> <ul style="list-style-type: none"> <li>➤ 3.042.240 Euro long term credit for financing 50 % of eligible expenses in the project and the contribution to non-eligible expenses;</li> <li>➤ 2.133.369 Euro bridge loan ( to be used until receiving the nonrefundable financing from EU funds)</li> <li>➤ 7.327.774 Lei credit to finance VAT from the project;</li> <li>➤ 5.111.880 Lei L/G for pre-financing 35% of nonrefundable financing;</li> <li>➤ 4.815.000 Lei for financing the investments related to the project.</li> </ul> <p>Empowerment of the Board of Directors to negotiate and decide, as appropriate, regarding: credit conditions, changing credit conditions, modification and / or the establishment of new securities, restructuring, 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>5. Approval of <b>21.10.2015</b> as “<b>registration date</b>”, the date for the identification of shareholders who will be impacted by the decisions of the Extraordinary General Meeting of Shareholders in accordance with art. 238 of Law 297/2004 regarding the capital market.</p>			
<p>6. Approval of <b>20.10.2015</b> as “<b>ex-date</b>”, the date prior to “<b>registration date</b>” from which the financial instruments subject of the corporate bodies decisions are traded without rights deriving from that decision, according to art. 2 let.f and art. 5 point 11 from 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 ) at the latest **28.04.2015**, 10.00 p.m.*