

## 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 **Extraordinary Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **29.04.2013**, 12.30 p.m. at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2013**, 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 **19.04.2013**, as it follows:

<b>Extraordinary Shareholders Meeting Agenda</b>	For	gainst	Abstain
<p>1. Approval of the bank exposure of SC Romcarbon S.A. , for credit in amount of 16.013.082, for leasing in amount of 4.280.426 and for Letters of guarantee in amount of 87.540 euro and 517.859 lei, for 2013-2014 financial years and 12 months extension of loans due in 2013 and for maintaining the related guarantees (including those of the company as guarantor guarantees per stream).</p> <p>Empowerment for the Board of Directors to negotiate and decide, as appropriate, regarding: changing credit conditions, modification and / or creation of new securities, refinancing existing loans and new credit contraction within the approved bank exposure limits and accordin to legal provisions.</p> <p>Empowerment for the General Director - Mrs. Ileana Banucu Mrs. And Financial Director - Mrs.Viorica Zainescu, 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. Approval of 30.08.2013 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.</p>			
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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 \_\_\_\_\_

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(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 **26.04.2013**, 17.00 p.m.*