

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 Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **29.04.2014, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2014, 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 **18.04.2014**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval of bank exposure of Romcarbon S. A.for loans amounting to 14.499.450 Euro, for leasing amountig to 2.233.298 Euro, for leasing ceiling/credit for financing the investments proposed in the 2014 investment plan amounting to 5.503.600 Euro, for letters of guarantee amounting to 500.000 lei, to guarantee per downstream value 440,000 lei in favor of Taipei Cimeo, for the financial years 2014 to 2015, and approval of credit extended for 12 months in 2014 due to maintenance related guarantees (including those with which the company guarantees as guarantor per stream)</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 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>2. Approval of the investment plan for 2014. Empowerment of the General Manager and Financial Manager to decide on the opportunity of investment, within the approved investment plan and depending of availability of funding sources needed, to negotiate and sign any documents necessary for the carrying out and fulfillment of this plan</p>			
<p>3.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.</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 **28.04.2014**, 17.00 p.m.*