

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 **Extraordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **29.04.2020, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2020, 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 **15.04.2020**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval for the banking exposure of Romcarbon SA for the financial years 2020-2021, consisting of: credits in amount of 10.904.451 Euro and 5.679.372 Lei, factoring contracts with a ceiling of 500.000 Euro, letters of guarantee in amount of 500.000 lei, Guarantee given to LivingJumbo Industry SA for the credit facility contracted with UniCredit SA in amount of 5.780.405 Euro and to R.C. ENERGO INSTALL S.R.L. for the credit facility contracted with EximBank SA in amount of 2.500.000 Lei, as detailed in the material no. 2522/13.03.2020.</p>			
<p>1.1. Approval for:</p> <ul style="list-style-type: none"> - the prolongation of validity of the factoring ceiling contracted with UniCredit Bank SA in the amount of 500.000 euros over a period of 36 months; - the prolongation at maturity or, if necessary, before the maturity of the ceiling of letters of bank guarantee contracted with UniCredit Bank SA in the amount of 500.000 lei for a period of 36 months; - the prolongation with a 12-month period of the validity of the credit lines contracted with BRD GSG (in the amount of 2,550,000 Euro) and with UniCredit Bank SA (in the amount of 5,450,000 Euro) with the maintenance of the related guarantees 			

<p>1.2. Empowering the Board of Directors to negotiate and decide, as appropriate, on:</p> <ul style="list-style-type: none"> - modification of the credit conditions of the credits in progress and/or the extension with up to maximum 12 months of the short-term facilities - credit lines; - modification and / or setting up new guarantees for existing loans and approving guarantees for new loans that will be contracted within the limits of the approved banking exposure; - contracting new loans within the limits of bank exposure and under the conditions of the law, as well as, as the case may be, restructuring existing credits / guarantees / bank exposure, changing the currency or refinancing the existing credits. 			
<p>1.3. Empowering for the General Director and Financial Director, to sign credit agreements and all additional documents to them, related warranties and all additional acts, leasing and factoring contracts and all additional documents, as well as any other documents required in to view the fulfillment of the AGEA decision 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 for Romcarbon SA 2020 Investment Plan.</p>			
<p>3.Approval of 26.05.2020 as "registration date", according to Law 24/2017.</p>			
<p>4.Approval of 25.05.2020 as "ex-date", according to Law 24/2017.</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)with the mention "POWER OF ATTORNEY FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 29/30.04.2020". at the latest 27.04.2020, 11.00 a.m.