

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 **24.04.2019, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **25.04.2019, 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 **15.04.2019**, as it follows:

Ordinary Shareholders Meeting Agenda	For	Against	Abstain
1.Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2018.			
2.Presentation and approval of the individual financial statements for the financial year 2018 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2018.			
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 2018.			
4.Presentation and approval of the consolidated financial statements, for the financial year 2018 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2018.			
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 2018.			
6.Approval of the distribution of the net profit recorded in the fiscal year 2018 in the amount of 4.800.355,89 lei on the following destinations: a) Legal reserves amounting to 240.018 lei; b) Other reserves amounting to 4.560.337,89 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2018;			

7.Presentation and approval of the Annual Report for 2018, prepared in accordance with ASF Regulation No.5/2018 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock.			
8.Approval to discharge the members of the Board of Directors for the work in fiscal year 2018.			
9.Approval to contract services for the statutory audit of the company for the financial year 2019.			
10.Approval of the income and expenses budget for the financial year 2019.			
11. Approval, in consideration of the provisions of the Corporate Governance Code of the Bucharest Stock Exchange, that, until the end of 2019 financial year, ROMCARBON SA's Board of Directors will elaborate and adopt Romcarbon SA Dividend policy, policy which will take into account, the possibility, provided by art. 67 of Law no. 31/1990, regarding the quarterly distribution of dividends.			
12.Approval of 24.05.2019 as " registration date ", according to Law 24/2017.			
13.Approval of 23.05.2019 as " ex-date ", according to Law 24/2017.			

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 24/25.04.2019" at the latest 22.04.2019, 11.00 a.m.