

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 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 Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **11.06.2018, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **12.06.2018, 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 **29.05.2018**, as it follows:

Ordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval for ROMCARBON to conclude (as seller), subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018, a sales contract (Contract 2 for Package A) with OFFICE & LOGISTIC S.R.L. (as buyer - Romanian legal person identified with J22 / 13/2018, CIF RO 38653333) no later than 30.07.2018, with the possibility to prolong this term by 18 calendar days, regarding the sale of the company assets, located in Iasi no.29 Chisinaului Way, identified as follows: an area of about 30,000.00 m.p. land (part of real estate located in Iași, no.29 Chișinăului Way, Iași County, registered in CF no.157261/Iași, from which will be dismantled, the entire real estate consisting of free land and built on a total area of 47,357.00 sqm category of use "constructions land", with the cadastral number 157261), together with the following buildings on this land: C2 - built area 1.421 sqm, no. cadastral 157261-C2, C3 - built area 6.227 m.p., no. cadastral 157261-C3, C4 - built area 472 m.p., no. cadastral 157261-C4, C7 - built area 419 m.p., no. cadastral 157261-C7, C8 - built area 507 m.p., no. cadastral 157261- C8, C10 - built area 774, no. cadastral 157261-C10, C11 - built area 48 m.p., no. cadastral 157261-C11, C12 - built area 208 m.p., no. cadastral 157261-C12, C13 - built area 472 m.p., no. cadastral 157261-C13 and C14 - built area 164 m.p., no. cadastral 157261-C14, according to technical documentation no.63022 of 05.05.2017;</p> <p>The sale will take place in compliance with the following main conditions, respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018:</p> <ul style="list-style-type: none"> - Price: 2.400.000 Euro, VAT excluded; - Payment term: on the date of signing the sales contract; - The transfer of the property will take place on the date of signing the sale contract; <p>1.1. Approval for ROMCARBON S.A. (as a constituent) to grant OFFICE & LOGISTIC S.R.L. (as beneficiary - Romanian legal person identified with J22 / 13/2018, CIF RO 38653333) subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018, at the same time as the</p>			

authentication of the sale contract referred to in point 1 (Contract 2 for Package A) the following rights:

i) an use right (Use) for a determined duration of 20 months, on the following assets ROMCARBON S.A. property located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows:

a) real estate in area of approximately 17.310 sqm. land (part of the real estate with a total surface of 47,357 sqm. with cadastral number 157261), together with the buildings 157261-C1; 157261-C5; 157261-C6; 157261-C9; b) real estate with cadastral number 157255, with an area of 5.159 sqm. and construction 157255-C1; c) real estate with cadastral number 157256, with an area of 393 sqm.; d) real estate with cadastral number 157258, with an area of 967 m.p. and construction 157258-C1; e) real estate in surface of about 363 m.p., part of the real estate with a total surface of 832 m.p. with cadastral number 124442; f) real estate in surface of about 298 m.p., part of the real estate with a total surface of 308 m.p. with cadastral number 124401; g) real estate in surface of about 28 m.p., part of the real estate with a total surface of 57 m.p. with cadastral number 124375; h) real estate with cadastral number 148537, with an area of 3.371 m.p. and buildings 148537-C1 and 148537-C2 ; i) real estate with cadastral number 125685 with an area of 482 m.p. land; j) real estate with cadastral number 128921 with an area of 1.312,48 sqm. land and construction 128921-C1; k) real estate with cadastral number 128832 with an area of 242 sqm. land and construction 3860/223 / 2-3860 / 226/1-C49 / p / 2; l) real estate with cadastral number 140850 in the area of 192 m.p. land; m) real estate with cadastral number 157259, with an area of 2,578 sqm. land; n) real estate with cadastral number 158154 in the surface of 2.337 m.p. and construction 158154-C1; o) real estate with cadastral number 158156, with an area of 160 m.p. land, subject to respecting the conditions agreed by the parties in accordance with the selling – buying pre-contract of 23.04.2018.

ii) an easement right for walking and circulating with means of transport and an easement right for passage with underground, on the ground and aerial existing/future utility networks on the following assets ROMCARBON S.A. property located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows: real estate identified by cadastral numbers 123939, 157259, 125723, 125722, 125695, 125682, 125681, the 1.00 sqm area, part of real estate with cadastral number 123936, the 10.00 sqm, part of real estate with cadastral number 124401, the 469.00 sqm, part of real estate with cadastral number 124442, the 29.00 sqm, part of real estate with cadastral number 124375 and the 47.00 sqm , part of real estate with cadastral number 157261, subject to respecting the conditions agreed by the parties in accordance

iii) a preemption right (the exercise thereof shall be in compliance with the provisions of art.1730 -1736 Civ.C), for a determined duration of 5 years, under the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the following real estate, located in Iasi, no.29, Chişinăului Way, Iasi County, identified as follows: cadastral number 125719, 125708, 125718, 125680, 125697, 123936, 125698, 123925 (indivisible quota of 1/2) , 123982, 124379, 123944, 123924, 123929, 123939, 125724, 125716, 125688, 125709, 125721, 125715, 125691, 125723, 125722, 125691, 125682, 125681, 125710, 125720, 125678, 125686, 125689, 125683, 125687

<p>, 125714, 125711, as well as all mobile goods/stocks/networks/etc. existing/located in/on these real estate at the date of the sale offer submitted by ROMCARBON S.A. to OFFICE & LOGISTIC S.R.L., the offer that will include conditions and terms of sale, which will be the same as those offered to any potential buyer / any other potential buyer of these goods.</p>			
<p>2. Approval for ROMCARBON S.A. (as seller) to sell to OFFICE & LOGISTIC S.R.L. (as buyer - Romanian legal person identified with J22/13/2018, CIF RO 38653333) subject to respecting the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, the assets of ROMCARBON S.A. property, located in Iasi, no.29 Chisinaului Way, Iasi County, identified as follows:</p> <p>a) real estate in area of approximately 17.310,00 sqm. land , part of the total area of 47.357,00 m.p. with cadastral no. 157261, together with the following constructions: C1 - built area 247 m.p., no. cadastral 157261-C1, C5 - built area 607 m.p., no. Cadastral 157261-C5, C6 - built area of 608 m.p., no. cadastral 157261-C6 and C9 - built area of 444 m.p., no. cadastral 157261-C9; b) real estate with cadastral no.157255, in area of 5.159,00 sqm. and building 157255-C1;c) real estate with cadastral no.157256, in area of 393,00 sqm; d) real estate with cadastral no.157258, in area of 967,00 sqm. and building 157258-C1;e) real estate in area of approximately 363,00 sqm., part of the total area of 832,00 sqm. with cadastral no. 124442 (fost 3860/1/4); the area of 363,00 sqm. land will be dismantled from cadastral no. 124442;f) real estate in area of approximately 298,00 sqm., part of the total area of 308,00 sqm. with cadastral no. 124401; the area of 298,00 sqm. land will be dismantled from cadastral no. 124401.g) real estate in area of approximately 28,00 sqm., part of the total area of 57,00 sqm. with cadastral no. 124375; the area of 28,00 sqm. land will be dismantled from cadastral no. 124375;h) real estate with cadastral no.148537, in area of 3.371,00 sqm. and buildings 148537-C1 and 148537-C2;i) real estate with cadastral no.125685 in area of 482,00 sqm. land;j) real estate with cadastral no.128921 in area of 1.312,48 sqm. land and building 128921-C1;k) real estate with cadastral no.128832 in area of 242 sqm. and building 3860/223/2-3860/226/1-C49/p/2;l) real estate with cadastral no.140850 in area of 192,00 sqm. land;m) real estate with cadastral no. 157259, in area of 2.578,00 sqm. land;n) real estate with cadastral no.158154 in area of 2.337,00 sqm. and building 158154-C1;o) real estate with cadastral no.158156, in area of 160,00 sqm.land, under the following main conditions and according to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018:</p> <p>1. Contract of sale no.1 (contract 1 for package B), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:</p> <p>- Sale - buying the surface of approximately 17,310 sqm land (part of the real estate with a total area of 47,357 m.p. having cadastral number 157261) together with buildings 157261-C1; 157261-C5; 157261-C6; 157261-C9;</p> <p>- Price: 1.150.000 Euro, VAT excluded, which will be paid/cashed based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;</p>			

<p>- The transfer of the property will take place on the date of signing the sale contract at the latest on 30.07.2019, with the possibility of extending it once with 15 days;</p> <p>2. Contract of sale no.2 (contract 2 for package C), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:</p> <p>- Sale - buying the real estate with cadastral no.157255, in area of 5.159,00 sqm. and building 157255-C1; real estate with cadastral no.157256, in area of 393,00 sqm; real estate with cadastral no.157258, in area of 967,00 sqm. and building 157258-C1; real estate in area of aproximatly 363,00 sqm., part of the total area of 832,00 sqm. with cadastral no. 124442 (fost 3860/1/4); the area of 363,00 sqm. land will be dismanteled from cadastral no. 124442; real estate in area of aproximatly 298,00 sqm., part of the total area of 308,00 sqm. with cadastral no. 124401; the area of 298,00 sqm. land will be dismanteled from cadastral no. 124401; real estate in area of aproximatly 28,00 sqm., part of the total area of 57,00 sqm. with cadastral no. 124375; the area of 28,00 sqm. land will be dismanteled from cadastral no. 124375; real estate with cadastral no.148537, in area of 3.371,00 sqm. and buildings 148537-C1 and 148537-C2; real estate with cadastral no.125685 in area of 482,00 sqm. land;</p> <p>- Price: 1.150.000 Euro, VAT excluded, which will be paid/cashed based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;</p> <p>-The transfer of the property will take place on the date of signing the sale contract at the latest on 30.11.2019, with the possibility of extending it once with 15 days;</p> <p>3. Contract of sale no.3 (contract 3 for package D), which will be concluded, subject to the conditions agreed by the parties according to the selling – buying pre-contract of 23.04.2018, for the sale of the following goods:</p> <p>- Sale - buying the real estate with cadastral no. 128921 in area of 1.312,48 sqm. land and building 128921-C1; real estate with cadastral no.128832 in area of 242 sqm. and building 3860/223/2-3860/226/1-C49/p/2; real estate with cadastral no.140850 in area of 192,00 sqm. land; real estate with cadastral no. 157259, in area of 2.578,00 sqm. land; real estate with cadastral no.158154 in area of 2.337,00 sqm. and building 158154-C1; real estate with cadastral no.158156, in area of 160,00 sqm.land;</p> <p>- Price: 1.130.689 Euro, VAT excluded, to be paid/cashed, the amount of 150.000 Euro, VAT excluded from the escrow account paid as an advance on the price on the date of authentication of the sale purchase agreement of 23.04.2018 and the amount of 980.689 Euro, VAT excluded, based of the payment order issued by the buyer with the bank visa at the date of signing the sale contract;</p> <p>-The transfer of the property will take place on the date of signing the sale contract at the latest on 30.03.2020, with the possibility of extending it once with 15 days;</p>			
<p>3. Empowering the General Manager of ROMCARBON S.A., Mr. Andrei Radu, who is identified with C.I. XZ series, no.580979, issued</p>			

<p>11 January 2013, by S.P.C.L.P. Buzau, CNP 1681127080025, that in the name and on behalf of ROMCARBON SA, to negotiate and sign all the sales contracts mentioned in the previous paragraphs and any additional acts thereto, the contracts for the easement, use, preemption right and any additional acts thereto, the contract regarding the assignment to Buyer of the lease agreements / utilities as detailed in the selling – buying pre-contract of 23.04.2018, as well as any other contracts/documents necessary for the fulfillment of the provisions of the decision of the general meeting of the shareholders, such as, but not limited to: requests to public authorities, public notaries, banks, including documents for opening and operation bank accounts, as well as to appear before the public notary, signing on behalf of the company and for this with full powers, either in person or by empowered (on the basis of a special authenticated power of attorney) all authentic acts as well as any other documents in order to fulfill those that will be decided in the general meeting of the shareholders.</p>			
<p>4. Approval of 03.07.2018 as “registration date”, according to art. 238 of Law 297/2004 regarding the capital market and art.2 let.e of the C.N.V.M. Regulation no.6/2009.</p>			
<p>5. Approval of 02.07.2018 as “ex-date”, according to art.2 let.f of 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) with the mention "POWER OF ATTORNEY FOR EXTRAORDINAY GENERAL MEETING OF SHAREHOLDERS of 11/12.06.2018" at the latest 08.06.2018, 17.00 p.m.