**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 **29.08.2016**, **12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting **– 30.08.2016**, **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 **18.08.2016**, as it follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| |  | | --- | | **Extraordinary Shareholders Meeting Agenda** | |  | | **For** | **Against** | **Abstain** |
| **1.** Ratification of the points 3, 4, 5, 6 and 7 of ROMCARBON SA Board of Directors decision no.6/20.06.2016 regarding the approval for the company to contract the following loans, in the conditions and with the guarantee structure presented in the material no.6042/14.06.2016, thus increasing the company’s banking exposure for the financial exercise 2016-2017:  -long-term loan in maximum amount of 4.500.000 lei for financing the acquisition of a real estate (land and building) in Iasi, Calea Chisinaului no.27-29, jud. Iasi;  -long-term loan in the amount of 990,000 Euro, for financing in proportion of 75% some of the items approved in the 2016 investment plan, with two sub limits, 442.500 EUR and 2.500.000 RON (the equivalent of   547.500 Euro);  -financing credit limit in system of factoring without recourse for receivables, in amount of a)60.000 Euro and b)75000 Euro, resulting from commercial contracts concluded by Romcarbon with MANDRA DOO Croatia and ZANONI LUIGI E FIGLIO srl Italia;  - non - engaging credit - Treasury line, in amount of 1.000.000 Euro, to cover the interest rate value risk by capping to 0 the Euribor(1M) rate from the Contract no.  BUZA/010/2015(with a value of 3.042.240 Euro), concluded by Romcarbon with UniCredit Bank.  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, according to the law and the article of association.  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. |  |  |  |
| **2.** Approval of **13.09.2016** 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. |  |  |  |
| **3.**Approval of **12.09.2016** as **“ex-date”**, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009. |  |  |  |

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, "SPECIAL EMPOWERMWNT FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30.08.2016, or e-mail address office@romcarbon.com (if electronic means are used, special mandate be extended forward by electronic signature ) at the latest* ***26.08.2016*** *10.00 p.m.*