

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 **28.04.2016, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **29.04.2016, 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 **18.04.2016**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1.Approval for the banking exposure of Romcarbon SA for the financial years 2016-2017, consisting of: credits in amount of 16.183.484 Euro and 6.142.500 lei, leasing contracts in amount of 578.207 Euro, letters of guarantee in amount of 500.000 lei and letters of guarantee secured by collateral deposits in the amount of 98.985 lei and for the 12-months extension of credits with maturity in 2016, maintaining the related guarantees.</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 approved 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.Ratification of the Board of directors decision no.3/31.05.2015 regarding the approval of the engagement taken by ROMCARBON SA in the credit contract no.1-ABZ din 21.07.2015, concluded with EximBank SA, not to divide/ merge or decide early dissolution of the company throughout the duration of the investment loan in the amount of 6.142.500 lei, without the prior consent of EximBank SA.</p>			

3. Approval of the investment plan for 2016.			
4. Approval of 14.10.2016 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.			
5.Approval of 13.10.2016 as “ ex-date ”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.			
6.Approval of 26.10.2016 as the “ payment day ”, according to art.2 let.g 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, or e-mail address office@romcarbon.com (if electronic means are used, special mandate be extended forward by electronic signature) at the latest **26.04.2016** 10.00 p.m.*