

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 **28.04.2016, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **29.04.2016, 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 **18.04.2016**, 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 2015.			
2.Presentation and approval of the individual financial statements for the financial year 2014 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2015.			
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 2015.			
4.Presentation and approval of the consolidated financial statements, for the financial year 2015 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2015.			
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 2015.			
6.Approval of the distribution of the net profit recorded in the fiscal year 2015 in the amount of 6.391.913,45 lei lei on the following destinations: a) Legal reserves amounting to 319.596 lei; b) Other reserves amounting to 4.099.203 lei;			

c) Dividends amounting to 1.973.114,45 lei.			
7. Approval of the distribution as dividends of a part of the net profit recorded in the financial year 2014, remained undistributed (according to the General Meeting of Shareholders Decision of 29.04.2015, pt.6 let.d) in amount of 271.923,55 lei.			
8. Approval, as a result of approving points 6 and 7, of the distribution as dividends of the total amount of 2.245.038 lei, the gross dividend / share being of 0.0085 lei / share for total number of 264 122 096 shares, distribution of the dividends following to be made according to the provisions of the law and under the condition of obtaining consent from the company's creditor banks.			
9. Presentation and approval of the Annual Report for 2015, prepared in accordance with CNVM Regulation No.1/2006 on issuers and operations with securities and the Corporate Governance Code of the Bucharest Stock Exchange.			
10. Approval to discharge the members of the Board of Directors for the work in fiscal year 2015.			
11. Approval to contract services for the statutory audit of the company for the financial year 2016 and empowering the Board to appoint statutory auditor and negotiate contractual terms with it.			
12. Approval of the income and expenses budget for the financial year 2016.			
13. 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.			
14. Approval of 13.10.2016 as “ ex-date ”, according to art.2 let.f of the C.N.V.M. Regulation no.6/2009.			
15. 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.*