

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 **27.04.2017, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **28.04.2017, 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 **17.04.2017**, 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 2016.			
2.Presentation and approval of the individual financial statements for the financial year 2016 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2016.			
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 2016.			
4.Presentation and approval of the consolidated financial statements, for the financial year 2016 in accordance with International Financial Reporting Standards (IFRS) based on: Directors' Report and External Financial Auditor's Report for the financial year 2016.			
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 2016.			
6.Approval of the distribution of the net profit recorded in the fiscal year 2016 in the amount of 4.903.474,48 lei on the following destinations: a) Legal reserves amounting to 245.174 lei;			

b) Other reserves amounting to 3.258.617 lei, representing fiscal facility regarding the profit tax exemption for the profit reinvested in 2016;			
c) Retained earnings amounting to 1.399.683,48 lei.			
7.Presentation and approval of the Annual Report for 2016, 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.			
8.Approval to discharge the members of the Board of Directors for the work in fiscal year 2016.			
9.Approval to contract services for the statutory audit of the company for the financial year 2017.			
10.Approval of the income and expenses budget for the financial year 2017.			
11.Approval of 23.05.2017 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.			
12.Approval of 22.05.2017 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, 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 27/28.04.2017" at the latest 25.04.2017, 10.00 p.m.