

SPECIAL EMPOWERMENT

The subscribed _____, with the headquarters at _____, 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 Meeting of Shareholders** of S.C. ROMCARBON Company which will take place on **21.01.2016, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **22.01.2016, 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 **11.01.2016**, as it follows:

| Ordinary General Meeting of Shareholders Agenda | For | Against | Abstain |
|---|------------|----------------|----------------|
| 1. Election of 3 new members of the Board of Directors for a four years mandate, starting on 04.02.2016, following the expiry of the mandate of company directors. | | | |
| 2. Approval of 09.02.2016 as “ registration date ”, the date for the identification of shareholders who will be impacted by the decisions of the Ordinary General Meeting of Shareholders in accordance with art. 238 of Law 297/2004 regarding the capital market. | | | |
| 3. Approval of 08.02.2016 as “ ex-date ”, the date prior to “registration date” from which the financial instruments subject of the corporate bodies decisions are traded without rights deriving from that decision, according to art. 2 let.f and art. 5 point 11 from 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 to the company's headquarters from Buzau, str Transilvaniei no. 132, or will be sent by e-mail to the address office@romcarbon.com (if electronic means are used, special mandate will be sent using extended electronic signature) labeled "POWER OF ATTORNEY FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS of 21 /22.01.2016". at the latest **19.01.2016**, 10.00 a.m.*