**Vote by Correspondence Form,**

**according to art. 18, 2nd paragraph**

**from CNVM Regulation 6/2009**

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 express, throughout the present form, according to art. 18, 2nd paragraph from CNVM Regulation 6/2009, my **VOTE** (corresponding to my shareholdings registered at the reference date **18.08.2016**) regarding the points included on the Agenda of the Extraordinary General Shareholders Assembly convoked for **29.08.2016, 12.30 p.m**. in Buzau, Transilvaniei Street, no. 132, or at the second GSA convoked for **30.08.2016, 12.30 p.m**., if the first will not fulfill the presence quorum, as 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)75.000 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. |  |  |  |

Date\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_

(the signature of the shareholder- physical person or representative of the judicial person)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

( name, surname of the shareholder, with capital letters)

*By completing and signing this voting form I take the obligation to transmit one original exemplary by post office or to the e-mail address office@romcarbon.com (if electronic means are used, the form will bear extended electronic signature), to S.C. ROMCARBON SA headquarters, from Buzau, str Transilvaniei no. 132, labeled "VOTE BY MAIL FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30.08.2016, accompanied by a copy of the valid identification (ID / ID card in case of natural persons or certificate of registration and copy of the ID's legal representative for legal persons) in a timely manner so that it can be recorded in the registry of the company at the latest on* ***26.08.2016****, 10:00.*