

**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 me 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 **18.04.2016**) regarding the points included on the Agenda of the Ordinary General Shareholders Assembly convoked for **28.04.6 12.00 p.m.** in Buzau, Transilvaniei Street, no. 132, or at the second GSA convoked for **29.04.2016, 12.00 p.m.**, if the first will not fulfill the presence quorum, as 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:			

<p>a) Legal reserves amounting to 319.596 lei;</p> <p>b) Other reserves amounting to 4.099.203 lei;</p> <p>c) Dividends amounting to 1.973.114,45 lei.</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			
<p>10. Approval to discharge the members of the Board of Directors for the work in fiscal year 2015.</p>			
<p>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.</p>			
<p>12. Approval of the income and expenses budget for the financial year 2016.</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			

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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2016, 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 **26.04.2016**, 10:00.*