

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 **Extraordinary General Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **24.04.2019, 12.30 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **25.04.2019, 12.30 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 **15.04.2019**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
<p>1. Approval for the banking exposure of Romcarbon SA for the financial years 2019-2020, consisting of: credits in amount of 11.735.182 Euro and 13.437.443 Lei, factoring contracts with a ceiling of 500.000 Euro, letters of guarantee in amount of 500.000 lei, Guarantee given to LivingJumbo Industry SA for the investment credit contracted UniCredit amount of 1.057.200 Euro, as detailed in the material no. 2655/15.03.2019.</p> <p>1.1. Approval for:</p> <p>-the prolongation by 36 months of the validity of the factoring ceiling of 500.000 Euro;</p> <p>-the prolongation at maturity, or if necessary, before maturity date, of the letters of guarantee ceiling in value of 500.000 lei by 36 months period and supplementing the existing guarantees as detailed in material no. 2655/15.03.2019;</p> <p>-the prolongation by 12 months of the validity of the credit facilities contracted by Romcarbon SA with BRD-GSG SA (in amount of 2.550.000 Euro) and UniCredit Bank SA (in amount of 5.450.000 Euro), and for maintaining the related guarantee;</p> <p>1.2. Empowering the Board of Directors to negotiate and decide, as appropriate, on: changing loan credit conditions in progress and/or extending up to 12 months</p>			

<p>of short-term facilities - credit lines, modification and/or setting up new guarantees for existing loans and approval of guarantees for new loans to be contracted within the approved bank exposure, contracting of new credits within the limits of the bank exposure and under the conditions of the law, as well as, as the case may be, restructuring existing bank loans/exposures, currency change or refinancing of existing credits, as well as the contracting of new credits, within the limits of the approved bank exposition and according to the law.</p> <p>1.3. Empowering for the General Director and Financial Director, to sign credit agreements and all additional documents to them, related warranties and all additional acts, leasing and factoring contracts and all additional documents, as well as any other documents required in to view the fulfillment of the AGEA decision 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.</p>			
<p>2. Approval for Romcarbon SA 2019 Investment Plan.</p>			
<p>3.Approval for:</p> <p>i) the date of 01.06.2019 as the due date of the loan amounting to 1.000.000 Euro contracted by Livingjumbo Industry SA from Romcarbon SA (loan granted by Romcarbon SA as the lender, as the majority shareholder of the borrower Livingjumbo Industry SA - within which Romcarbon SA holds 99% of the share capital) and of the interest on this loan;</p> <p>ii) the conversion into shares of the receivable amounting to 4,838,400 lei, which Romcarbon SA holds against Livingjumbo Industry SA, consisting of the amount of the loan in value of 1.000.000 Euro and of a part of the related interest, accumulated up to 01.06.2019 (total interest on 01.06.2019 = 32.658 Euro), part of interest in amount of 20.759,49 Euro, at a reference rate of 1 Euro = 4.74 Lei, in order for Romcarbon SA to participate at the increase of Livingjumbo Industry SA share capital, with a total amount of 4.838.400 lei, respectively to the increase of the share capital from the value of 806.400 lei to the value of 5.644.800 lei, by issuing 1200 new, nominative, dematerialized shares with a nominal value of 4,032 lei each.</p> <p>3.1. Empowering the General Director and the Financial Director of Romcarbon SA to sign the addendum to the loan agreement concluded between Romcarbon SA as</p>			

<p>lender and Livingjumbo Industry SA as borrower on the rescheduling the loan by changing its maturity date on 01.06 .2019, as well as any/all documents necessary to carry out the decision of the E.G.M.S.</p>			
<p>4. Approval, considering those approved by the Extraordinary General Meeting of Shareholders Decision no. 1 of 11.06.2018 and by Romcarbon Board of Directors Decision no.4 of 22.02.2019, the conclusion by Romcarbon SA (as the Seller) of a sale -purchase contract with Office & Logistic SRL (as Purchaser, company registered with Trade register near Court of Iasi under no. J22/13/2018, CUI 38653333), through which Romcarbon SA is selling on the term of 27.05.2019, with the possibility of extending only once by 30 days, for a total price of 126.322 Euro, in lei equivalent at NBR exchange rate Euro/Leu valid on the day of payment, excluding VAT, the total area of 1.289,00 m.p. land, category for constructions, part of the plot, Romcarbon S.A property, located in Iasi, Calea Chisinaului no. 29, Iasi county, identified by cadastral number 157259 and registered in the land book no.157259 / UAT Iasi, having the detailed description and layout in PFA Florin Alexe's dismantling proposal, as follows:</p> <ul style="list-style-type: none"> - the area of 1146 sqm., land use category for constructions, not enclosed, consisting of Lot 1 from the dismantling proposal; - the area of 143 sqm., land use category for constructions, not enclosed, consisting of Lot 3 from the dismantling proposal; <p>subject to the following main conditions:</p> <p>A. 50% of the selling price, in RON equivalent at the NBR exchange rate Euro/Leu valid on the day of payment, will be paid on the date of authentication of the sale-purchase contract, by bank transfer, to the Seller's account, the other 50% of the price, in RON equivalent at the NBR exchange rate Euro/Leu valid on the day of payment, being already paid, by bank transfer to the Seller's account, on 07.03.2019, the date of authentication of the sale - purchase precontract no. 244/07.03.2019;</p> <p>B. transfer of ownership and risks with respect to the surface of 1289,00 m.p. from the Seller's patrimony to the Buyer's patrimony, will operate on the date of the sale -purchase contract authentication.</p> <p>C. granting, free of charge, by the Buyer, after the purchase of the total area of 1289.00 sq.m., consisting of Lot 1 and Lot 3, with the detailed description and layout in PFA Florin Alexe's dismantling proposal, as of the</p>			

date of entry into its patrimony, on the basis of a Contract for the establishment of easement rights, of:

a) an easement right for pedestrian passage and for means of transport with a maximum tonnage of 40 tons passage and for an easement right for underground, surface and/or aerial existing/future utility networks:

i) in favor of the plot identified by cadastral number 157257 (dominant fund) property of Ito Industries International S.A. for a term valid until 30.03.2021;

ii.) in favor of plots identified by cadastral number: 123936 (former 19407/1), 125698 (former 19407/2), 125719 (former 19407/5), 123982 (former 3860/8), 124379 (former 3860/9), 123944 123924 (former 3860/11), 123929 (former 3860/13/2), 123939 (former 3860/1/3), property of Romcarbon SA, during the existence in its patrimony of the aforementioned dominant funds; With regard to the exercise of these easement rights, the Seller agrees and undertakes that if the Buyer will reasonably decide to modify the agreed route of these easement rights, the Seller, will exercise these rights on the new agreed by the parties route.

b) an easement right for underground, surface and/or aerial existing/future sewerage networks in favor of plots identified by cadastral number: 124493, 124495, 124496, 124511, 124513, 124514, 124515, 124516, 124518, 124519 124520, 124521, 124522, 124523 , 124490, 124524 (dominant funds) owned by Greenfiber International SA.

D. expressing by Buyer of its agreement, through the same contract of establishment, the easement rights referred to in let.C above as the owner of the total area of 1289.00 sq.m., consisting of Lot 1 and Lot 3, with the detailed description and layout in PFA Florin Alexe's dismantling proposal, for the establishment of a right of passage in favor of any interested third party, such as, but not limited to, tenants/collaborators/successors in rights/creditors, etc. of the Seller, for the duration in Romcarbon S.A patrimony of the dominant funds listed in par. (ii) above on the route established in accordance with the parties' agreement under par.(ii) above.

E. signing/concluding the same time with the signing/concluding in authentic sale – purchase contract for the sale of the 1289.00 sqm area, an addendum to the sale -purchase precontract authenticated under no.1878 of 23.04.2018, by Daniela Bădărău Individual Notary Office, for updating/modifying its clauses as a consequence of the sale of this area of 1289,00 m.p.

4.1. Empowering the General Manager of Romcarbon

<p>S.A., Mr. Andrei Radu, who is identified with C.I. XZ series no. 580979, issued 11 January 2013, by S.P.C.L.P. Buzău, CNP 1681127080025, as on behalf of Romcarbon SA, to negotiate and sign the sale contract mentioned in point 4, the contract for the constitution of the easement rights mentioned in point 4 let. C, as well as the additional act to the sale purchase pre-contract authenticated under No. 1878 of April 23, 2018, by Daniela Bădărău Individual Notary Office, mentioned in let.E, to sign any other documents necessary for the accomplishment of those decided, such as, but not limited to: requests to the public authorities, notaries, banks, as well as to appear before the public notary, signing in the name of the company and for the company with full powers, either personally or through an empowered person (on the basis of a special authenticated power of attorney) all the necessary authentic acts and any other documents in order to carry out those decided by the E.G.M.S.</p>			
<p>5.Approval of 24.05.2019 as “registration date”, according to Law 24/2017.</p>			
<p>6.Approval of 23.05.2019 as “ex-date”, according to Law 24/2017.</p>			

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 24/25.04.2019". at the latest 22.04.2019, 11.00 a.m.