

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 my 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 **29.04.2015, 12.00 p.m.** at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **30.04.2015, 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 **17.04.2015**, as it follows:

Ordinary General Meeting of Shareholders Agenda	For	Against	Abstain
1.Presentation, discussion and approval of the annual report of the Board of Directors for the fiscal year 2014.			
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 2014.			
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 2014.			
4.Presentation and approval of the consolidated 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 2014.			
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 2014.			
6.Approval of the distribution of the net profit recorded in the fiscal year 2014 in the amount of 36.213.237,28 lei on the following destinations: a) Legal reserves amounting to 1.810.662 lei;			

b) Other reserves amounting to 127.129 lei;			
c) Dividends amounting to 2.007.328 lei, the value of gross dividend per share is 0.0076 lei/share, total number of shares:264.122.096;			
d) Retained earnings, amounting to 32.268.118,28 lei;			
7.Presentation and approval of the Annual Report for 2014, 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 2014.			
9.Approval to contract services for the statutory audit of the company for the financial year 2015 and empowering the Board to appoint statutory auditor and negotiate contractual terms with it.			
10.Approval of the income and expenses budget for the financial year 2015.			
11.Approval of 21.10.2015 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.			
12. Approval of 20.10.2015 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.			
13.Approval of 26.10.2015 as the “payment day”, representing the date from which the distribution of income derived from ownership of securities, consisting of cash or securities, becomes certain.			

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) at the latest **28.04.2015**, 10.00 p.m.*