

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 **Extraordinary Shareholders Meeting** of S.C. ROMCARBON Company which will take place on **27.04.2012**, 12.30 p.m. at ROMCARBON headquarters, Transilvaniei Street, no. 132, or for the date established for the second meeting – **28.04.2012**, 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 **16.04.2012**, as it follows:

Extraordinary Shareholders Meeting Agenda	For	Against	Abstain
1. Approving the company's bank exposure for 2012-2013. Empowering the Board to decide regarding any credit condition change/ refinance or guarantees, within the law's limits. Empowering the General Manager and the Financial Manager to sign the credit contracts/ additional acts to them and any other documents needed in order to fulfill the present decision			
2. Approving the investment plan for 2012. Empowering the Board to decide about the priority of each investment, based on the company's financial resources approving also such financing resources/ Empowering the General Manager and the Financial Manager to sign any other documents needed in order to fulfill the present decision.			
3. Approving a loan engaging from RECYPLAT LIMITED (company where ROMCARBON is unique shareholder), for sustaining the investment plan, in the following conditions: amount: 8.000.000 euro, granting period - 1 year with prolongation possibility, interest rate – max. 6%/year. Empowering the Board to decide, based on company's needs, regarding: loan period, level and way of paying the interest, amount and number of installments of this loan. Empowering the General Manager and the Financial Manager to sign the loan contract and any other documents needed in order to fulfill the present decision.			
4. Approving the date – 18.05.2012 as identification date of shareholders who will have the rights and who will support the consequences of the resolutions taken by the extraordinary general shareholders assembly, according to the article 238 from the Law 297/2004 regarding the capital market.			

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 **25.04.2012**, 17.00 p.m.*