

I, _____, undersigned
_____, with registered office in
_____, with address in _____, with Tax
Registration Number _____ / Personal Identification Number _____
_____, registration number with the Trade
Register Office _____, duly represented by
_____ acting in the capacity as _____,
holder of a number of _____ shares issued CARBOCHIM SA.,
representing _____% of the share capital, which gives me the right to
_____ votes within the general meeting of shareholders, hereby appoint
_____, holder of Identity
Card / Identity Document / Passport series _____ no. _____ Personal
Identification Number _____, as my representative in
the Extraordinary General Meeting of Shareholders that will take place on 24/25
April 2019 at 11:00 a.m. at the Company's registered office, in Cluj-Napoca, P-ta
1 Mai nr. 3 to exercise the right to vote for my holdings recorded in the Stock
Ledger on the reference date set for 08 April 2018, as follows:

1. To approve the 2019 commercial strategy.

2. To approve the extension of the credit lines amounting to a total of RON 7,150,000 or undertaking new ones within the same ceiling and securing them with mortgages on the Company assets

For *Against* *Abstention*

To mandate the Board of Directors in order to set the concrete conditions for the extensions of credit lines or the undertaking of new ones within the approved ceiling.

3. To approve an investment loan amounting to a maximum of 14,000,000 lei or the equivalent value in Euro, in order to make the investments provisioned in the 2019 investment plan.

For Against Abstention

To mandate the Board of Directors in order to determine the concrete conditions in which the investment loan within the approved ceiling shall be undertaken.

For Against Abstention

4. To approve **May 21st, 2019** as the identification date of the shareholders who might be affected by the effects of the resolution of the Extraordinary General Meeting of Shareholders according to Art. 86 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations and to approve **May 20th, 2019** as ex-date.

For Against Abstention

5. To empower a certain person to draw up and sign all the adopted resolutions and to carry out the required formalities to mention/record the resolutions with the Trade Register and to publish them in the Official Gazette of Romania.

For Against Abstention

Date _____

Surname and first name / Name of the shareholder legal entity

.....
(Surname and first name / Name of the shareholder written in capital letters)

Signature of the individual shareholder /signature of legal representative of the shareholder legal entity

..... **Place for stamp**
(shareholder legal entity)

The special or general power of attorney, in copy, including the annotation certified true copy under the representative's signature shall be filled in with capital letters in 3 original counterparts, one for the principal (shareholder), one for the authorized agent and one for CARBOCHIM SA. The copy for CARBOCHIM SA shall be sent or submitted with the Company's registered office in Cluj-Napoca, P-ta 1 Mai nr. 3, Cluj-Napoca, so that it is recorded upon receipt at the headquarters until 24 April 2019 at 04:00 p.m. at the latest.

The elected option shall be marked by X in the places reserved for votes. If one item on the Agenda is marked by two or three X or all three voting options are marked, that vote shall be deemed null and void. If one item on the Agenda is not marked by X for any voting options, the vote shall be deemed blank vote for that item.

Documents that accompany the special power of attorney:

- **individuals:** special or general power of attorney, copy of the identity document of the shareholder who gives the power of attorney; upon entering the room, the authorized agent will show his / her identity document in original.
- **legal entities:** special or general power of attorney, copy of the Certificate of Incorporation issued by the Trade Register Office (CUI) of the shareholder legal entity, Confirmation of the Company Details issued by the Trade Register Office certifying the capacity as legal representative of the person signing the power of attorney, copy of the Identity Document of the legal representative of the shareholder legal entity; upon entering the room, the authorized agent will show his / her identity document in original.