

Translation from Romanian

**BALLOT PAPER – VOTE BY CORRESPONDENCE**  
**for the Ordinary General Meeting of the Shareholders of**  
**S.C. (Trading Company) CARBOCHIM S.A. (Joint-Stock Company) of April 26 and April**  
**27, 2013**

**NAME** .....

**RESIDENCE / HEAD OFFICE** .....

**PIN / Passport No. (Romanian / foreign natural entity)** .....

**VAT No. and Registration No. with the Trade Register (legal entity)** .....

**LEGAL REPRESENTATIVE (legal entity)** .....

**NUMBER OF SHARES OWNED** ..... **representing** ..... **% of the share capital**

**NUMBER OF VOTES ACCORDING TO THE OWNED SHARES** .....

Fully aware of the Agenda of the Ordinary General Meeting of the Shareholders of SC CARBOCHIM SA convened for April 26 and April 27, 2013, 10 a.m., at the company's head office, located in Cluj-Napoca, P-ta 1 Mai, nr. 3, I hereby give my vote by correspondence, according to my shares, as follows:

**Agenda of the Ordinary General Meeting of the Shareholders**

1. To present and approve the financial statements completed on December 31, 2012 (drafted in accordance with the International Financial Reporting Standards and OMFP no. 1286/2012 for endorsement of Accounting Regulations complying with the International Financial Reporting Standards applicable to the trading companies' financial assets that are traded on controlled markets, as amended), based on reports submitted by the Board of Directors and the report submitted by the financial auditor.

For ..... Against ..... Abstention .....

2. Discharge of administration for the fiscal year 2012.

For ..... Against ..... Abstention .....

3. To approve the coverage of the loss carried forward, amounting to RON 78,103,581, caused by share capital adjustment to inflation pursuant to IAS 29 upon IFRS implementation, out of shareholder's equity representing "share capital adjustment" under applicable legal regulations.

For ..... Against ..... Abstention .....

4. To present and approve the Revenue and Cost Budget for 2013.  
For ..... Against ..... Abstention .....
5. To present and approve the Investment Schedule for 2013.  
For ..... Against ..... Abstention .....
6. To elect the members of the Board of Directors for a commissioning period of 4 years and approve administrators' wages and premiums.  
For ..... Against ..... Abstention .....
7. To approve the Directors' wages maximum limit.  
For ..... Against ..... Abstention .....
8. To elect the financial auditor and extend the term of the audit agreement following its expiry and authorize the General Manager to negotiate and sign the said contract.  
For ..... Against ..... Abstention .....
9. To approve the date of May 15, 2013 as the date when the shareholders affected by the resolution of the Shareholders' Extraordinary General Meeting are identified, pursuant to Article 238 of Law 297/2004 on the capital market.  
For ..... Against ..... Abstention .....
10. To authorize a person to draft and sign all the resolutions adopted and take all necessary steps as to mention / record the resolutions with the Trade Registry and to publish the same in the Official Journal of Romania.  
For ..... Against ..... Abstention .....

**Date** \_\_\_\_\_

**Surname & forename(s) / Name of the shareholder - legal entity**

.....

*(shareholder's surname & forename(s) / name in capital letters)*

**Signature of the shareholder – natural entity / Signature of the legal representative of the shareholder – legal entity**

.....

*Place for the seal*

*(shareholder – legal entity)*

*The ballot paper will be filled in and signed by the shareholder (natural or legal entity), and will be sent or submitted to the head office of SC CARBOCHIM SA, to be recorded before April 24, 2013, 10 a.m.; it will be accompanied by the following documents:*

***For natural entities:***

- *The original ballot paper – vote by correspondence, accompanied by a copy of the shareholders' identity document;*

***For legal entities:***

- *The original ballot paper – vote by correspondence, accompanied by a copy of the Registration Certificate with the Trade Register Office (VAT No.) of the shareholder – legal entity, the original Certificate of Good Standing issued by the Trade Register, attesting the position as legal representative of the person signing the ballot paper, and a copy of the identity document of the legal representative of the shareholder – legal entity.*

*A power of attorney granted by one of the shareholders, as to authorize a credit institution offering trustee services to participate and vote within the Extraordinary General Meeting of the Shareholders, shall be signed by such shareholder and accompanied by an affidavit signed by the authorized credit institution, mentioning the following:*

- a) *the credit institution performs trustee services for the shareholder;*
- b) *instructions in the power of attorney are exactly the same instructions as in the SWIFT message received by the credit institution to vote on behalf of the shareholder;*
- c) *the power of attorney is signed by the shareholder.*

*In the spaces provided for the votes, the chosen option will be marked with an X. If for an item on the agenda two or all three of the voting options are marked by X, the respective vote will be considered null. If for an item on the agenda no voting option is marked by an X, the vote on that particular item will be considered as not expressed.*

*If you send the ballot paper by post, please write the following address on the envelope:*

***SC CARBOCHIM SA – COMISIA DE CENTRALIZARE A VOTULUI PRIN CORESPONDENTA  
PENTRU AGOA din 26/27.04.2013 Cluj-Napoca, P-ta. 1 Mai nr. 3, jud. Cluj.***

*(THE COMMISSION COUNTING THE VOTES BY CORRESPONDENCE FOR THE ORDINARY  
GENERAL MEETING OF THE SHAREHOLDERS of April 26 and April 27, 2013).*