

**SPECIAL POWER OF ATTORNEY
requested by the Board of Directors of SC CARBOCHIM SA
for the Ordinary General Meeting of the Shareholders of April 26 and April 27, 2013**

We / I,, headquartered in /
residing in, VAT no. / PIN
....., Trade Registry no., duly represented by
....., acting in his/her capacity of, the holder of as
many as shares issued by SC CARBOCHIM SA, representing % of the share
capital, which entitle us/me to votes within the shareholders' general meeting, herewith
appoint, the owner of identity card / passport series,
no., PIN, as our/my representative in the Ordinary General
Meeting of the Shareholders 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, in order to exert his/her voting entitlement by
virtue of my stockholding booked in the Shareholders' Register on the reference date set up for
April 15, 2013 in this respect:

Agenda of the Extraordinary 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 power of attorney shall be filled in in capital letters and shall be drawn up in 3 original counterparts: one for the principal (the shareholder), one for the proxy and one for SC CARBOCHIM SA. The counterpart for SC CARBOCHIM SA shall be sent or submitted to the company's head office of Cluj-Napoca, P-ta 1 Mai, nr. 3, to be recorded before April 24, 2013, 10 a.m.

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.

The documents accompanying the special power of attorney:

- *for natural entities: the copy of the authorizing shareholder's identity document ; upon his/her entering the room, the proxy shall show his/her own identity paper in its original form.*
- *for legal entities: a copy of the Registration Certificate with the Trade Register (VAT no.) of the legal shareholder - 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; upon his/her entering the room, the proxy shall show his/her own identity paper in its original form.*

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.