

SPECIAL POWER OF ATTORNEY
requested by the Board of Directors of SC CARBOCHIM SA
for the Extraordinary General Meeting of the Shareholders of March 14 and March 15,
2013

We / I,, headquartered in /
residing in, VAT no. / PIN
....., Trade Registry no., legally 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
Extraordinary General Meeting of the Shareholders convened for March 14 and March 15, 2013,
10 a.m., at the company's office, located in Cluj-Napoca, P-ta 1 Mai, nr. 3, in order to exert
his/her voting entitlement by virtue of our/my stockholding booked in the Shareholders' Register
on the reference date set up for March 4, 2013 in this respect.

Agenda of the Extraordinary General Meeting of the Shareholders

1. To approve the restructuring of the multi-currency (EUR, RON) line of credit amounting to
RON 3,200,000 extended by BRD-GSG (Romanian Bank for Development – Groupe Société
Générale), according to loan agreement no. J1024/ November 2, 2007, as follows:

- the line of credit extended in EUR will be decreased by EUR 13,000 on a monthly basis, from
FEBRUARY 2013 through FEBRUARY 2014.
- the line of credit extended in RON will be decreased by RON 20,000 on a monthly basis, from
FEBRUARY 2013 through FEBRUARY 2014.

For *Against* *Abstention*

2. To approve the restructuring of the line of credit amounting to RON 1,200,000 extended by
BRD-GSG (Romanian Bank for Development – Groupe Société Générale) according to loan
agreement no. J63/ October 22, 2010, as follows: the line will be decreased by RON 20,000 on a
monthly basis, from FEBRUARY 2013 through FEBRUARY 2014.

For *Against* *Abstention*

3. To authorize the general manager and the economic manager to sign, on behalf of SC
CARBOCHIM SA, the addenda for the extension of the lines of credit under the conditions
approved at items 1 and 2.

For *Against* *Abstention*

4. To approve the allotment of a RON-EUR multi-currency line of credit amounting to RON 3,200,000 and to pledge the same by an encumbrance-free land and constructions located in Cluj-Napoca, P-ta 1 Mai, nr. 3.

For *Against* *Abstention*

5. To mandate the Board of Directors to decide on the specific conditions under which the line of credit will be taken out, the credit institution extending such line of credit – subject to the crediting offers received -, the real estate to be used as collateral security for the loan, as well as on the designation of the people who will sign the necessary documents.

For *Against* *Abstention*

6. To approve the date of April 4, 2013 as the date of identifying the shareholders upon whom/which the effects of the Shareholders' Extraordinary General Meeting are to be entailed, pursuant to Article 238 of Law 297/2004 on the capital market.

For *Against* *Abstention*

7. To authorize a person to draw up and sign all the decisions adopted and take all necessary steps as to mention / record the decisions with the Trade Registry and to publish the same in the Official Journal of Romania.

8. To approve the increase of the share capital of CARBOCHIM SA from RON 9,705,997.5 to RON 16,111,955.5 under the following general terms:

a. by cash contribution with the amount of RON 6,405,958

For *Against* *Abstention*

b. by issue of 2,562,383 new nominal shares of RON 2.5 each,

For *Against* *Abstention*

c. the subscription price of the shares is of RON 2.5/1 (one) share

For *Against* *Abstention*

d. the subscription period is of 31 (thirty one) calendar days after the Resolution of the Shareholders' Extraordinary General Meeting endorsing the issue is published in the Official Journal of Romania, however no later than the day following the Register Date set in the same Meeting.

For Against Abstention

e. members recorded in the shareholders register on register date benefit from preference subscription rights proportionally to the shares owned on register date; subscribed shares are paid no later than the end of the same subscription period, into a bank account specifically opened for the increase of share capital and mentioned in the Resolution of the General Meeting on share capital increase.

For Against Abstention

f. shares that are not subscribed by shareholders via their preference rights within the subscription period (options submitted to shareholders vote):

(i) are annulled, as the increase of share capital is going to be validated within the limit of the amount actually transferred based on valid subscriptions;

For Against Abstention

(ii) can be subscribed only by those shareholders recorded in the shareholders register on registration date who expressed their preference right and paid all the subscribed shares within the initial subscription period as follows:

a) after checking and validating subscriptions carried out within the subscription period, the Board of Directors draws up a Report as per art. 113 of CNVM Regulations no. 1/2006, which specifies the result of the subscriptions validated within the initial period and the number of shares ready for further shareholder subscription;

For Against Abstention

b) the additional subscription period is of 10 calendar days, beginning with the working day following the last of the publications mentioned hereby: the publication of the Report of the Board of Directors on the website www.bvb.ro and in the local and national press, the publication of an official statement of the Board of Directors mentioning the subscriptions result within the initial period and the shares ready for further shareholder subscription.

For Against Abstention

c) where at the end of the additional subscription period an oversubscription of the available shares is noted, the Board of Directors shall adopt a decision of proportional allocation.

For Against Abstention

d) shares that are not subscribed within the additional subscription period or which cannot be proportionally allocated shall be annulled, allocations by rounding or approximation being excluded.

For Against Abstention

9. To approve the authorization of the Company's Board of Directors as to perform all the necessary actions and operations necessary for the subscription procedure.

For Against Abstention

10. To appoint the Board of Directors to validate subscriptions and authorize the Board of Directors to approve the increase of share capital according to validated subscriptions and, in any case, by a maximum of RON 6,405,958 – from RON 9,705,997.5 up to a maximum of RON 16,111,955.5 – and amend the Articles of Incorporation accordingly. The appointment and the authorization ends the day share capital increase procedure is over and, in any case, at the end of a one-year period, not being valid to proceed with another share capital increase procedure.

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 March 12, 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.
