

**SPECIAL POWER OF ATTORNEY**  
**requested by the Board of Directors of CARBOCHIM SA**  
**for the Ordinary General Meeting of the Shareholders no. 29 of April 30, 2014**

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 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 no. 29 convened for  
 April 30, 2014 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 my stockholding booked in the  
 Shareholders' Register on the reference date set up for April 17, 2014, in this respect:

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

1. To present and approve the financial statements completed on December 31, 2013 (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 2013.

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

3. To approve the coverage of the loss carried forward, resulted from the passing to IFRS without IAS 29 and amounting to RON 1,340,678.44, out of the following sources:

- other reserves – own financing sources made up of net profit amounting to RON 1,163,540.09
- not allocated net profit for 2012, registered as retained earnings, amounting to RON 177,138.35

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

4. To approve the allocation of the net profit for 2012 (registered as retained earnings), amounting to RON 92,858.41, as follows:

- dividends: RON 77,647.98 (gross dividend RON 0.02 / share)

- own financing sources (reserves): RON 15,210.43

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

5. To approve the allocation of the net profit for 2013 fiscal year, amounting to RON 359,180.80 as follows:

-legal reserves: RON 23,570.09

-dividends: RON 310,591.92 (gross dividend RON 0.08 / share)

- own financing sources (reserves): RON 25,018.79

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

6. To present and approve the Revenue and Cost Budget for 2014.

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

7. To present and approve the Investment Schedule for 2014.

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

8. To approve the date of May 19, 2014, 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 .....*

9. 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 capital letters and shall be drawn up in 3 original counterparts: one for the principal (the shareholder), one for the proxy and one for CARBOCHIM SA. The counterpart for 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 25, 2014 6 p.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.