

**SPECIAL POWER OF ATTORNEY**  
**Requested by the Board of Directors of CARBOCHIM SA**  
**for the Ordinary General Meeting of Shareholders of November 29<sup>th</sup> / 30<sup>th</sup>,**  
**2016**

We / I ....., with the registered office in / with the permanent address in ....., having the tax code / personal code ....., registration number with the Trade Register Office ....., duly represented by ....., as ....., holder of a number of ..... shares, issued by CARBOCHIM SA, representing ..... % of the share capital, which confers me the right to ..... votes in the General Meeting of Shareholders, hereby appoint ..... holder of ID / passport series ..... no. ...., personal code....., as my representative in the Ordinary General Meeting of Shareholders that will take place on November 29<sup>th</sup> / 30<sup>th</sup>, 2016 at 10 a.m., at the registered office of the company, in Cluj-Napoca, no. 3, 1 Mai Square to exercise the right to vote for my holdings registered in the Register of Shareholders on the reference date set for November 15<sup>th</sup>, 2016, as follows:

**AGENDA**

**For the Ordinary General Assembly of the Shareholders**

1. To elect a new Board of Directors of the company CARBOCHIM S.A. (Joint – Stock Company) through the method of cumulative voting.

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

2. To approve **December 20<sup>th</sup>, 2016**, as the identification date of the shareholders that would bear the consequences of the resolution of the Ordinary General Meeting of Shareholders, in compliance with article 238 of Law 297 / 2004 regarding the capital market and to approve **December 19<sup>th</sup>, 2016 as the ex – date.**

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

3. To empower a person to draft and sign all adopted resolutions and to undergo required formalities in order to mention / register the respective resolutions with the Trade Register Office and to publish them in the Romanian Official Gazette.

Date .....

**Surname and given name /name of the shareholder legal entity**

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

**Signature of the natural person shareholder /signature of legal representative of the shareholder legal entity**

.....  
**Stamp  
(shareholder legal entity)**

*The special or general power of attorney, in copy, comprising the mention "true copy of the original", featuring the signature of the representative, it shall be filled – in with capital letters and in 3 original counterparts, one for the principal (shareholder), one for the authorized person and one for CARBOCHIM SA. The copy for CARBOCHIM SA will be sent to or filed with the company, at the registered office of the company in Cluj-Napoca, no. 3, 1 Mai Square, Cluj-Napoca, in order to be registered upon its reception at the registered office, the on November 28<sup>th</sup>, 2016, 10 a.m., at the latest. .*

*The viewed 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 no voting options are marked by X at one item of the Agenda, the vote shall be deemed a blank vote for that item.*

*Documents that accompany the herein special power of attorney:*

- **natural persons:** special or general power of attorney, copy of the identity document of the shareholder who gives the power of attorney; on entering the room, the authorized person shall present his / her original identity document.
- **legal entities:** special or general power of attorney, copy of the Certificate of Registration issued by the Trade Register Office (Tax Code) 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; on entering the room, the authorized person shall present his / her original identity document.