

SPECIAL POWER OF ATTORNEY
requested by the Board of Directors of SC CARBOCHIM SA
for the Ordinary General Meeting of the Shareholders of March 4 and March 5, 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 Ordinary
General Meeting of the Shareholders convened for March 4 and March 5, 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 our/my stockholding booked in the Shareholders' Register on the
reference date set up for February 21, 2013 in this respect.

Agenda of the Extraordinary General Meeting of the Shareholders

1. To approve the appointment of a new administrator, member of the Board of Directors, replacing Mr. Ion Raducanu, who has resigned (pursuant to Article 128 of the CNVM Regulation no. 1/2006 and Article 137, paragraph 2, of Law no. 31/1990).

For Against Abstention

2. To approve the appointed administrator's wage.

For Against Abstention

3. To approve a Trade Register deregistering request of the records and mentions, that are no longer of any interest, as a result of the former administrators' resignations, and that were effective in 2012 and 2013. To authorize a person to formulate and submit the request to Cluj Trade Register.

For Against Abstention

4. To approve the date of March 21, 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

5. To authorise 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.

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 1, 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: a 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.
