

SPECIAL POWER OF ATTORNEY
requested by the Board of Directors of CARBOCHIM SA
for the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting of the Shareholders

1. To approve the business strategy for 2014.

For Against Abstention

2. To approve the extension of the lines of credit amounting to RON 3,400,000
 and EUR 370,000 and to pledge the same by mortgages on the company assets.

For Against Abstention

3. To approve the increase of the share capital of CARBOCHIM S.A. from RON
 9,705,997.5 to RON 16,111,955.5 under the following general conditions:

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

For Against Abstention

b. By issuance 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 right can be exercised within a period of 31 (thirty one) calendar days starting from the date mentioned in the bid announcement and proportionate prospect, which date should be after the Resolution of the Extraordinary General Meeting of the Shareholders is published in the Official Journal of Romania.

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

4. 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

5. 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

6. 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

7. 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.