

SPECIAL POWER OF ATTORNEY
Requested by the Board of Directors of CARBOCHIM SA
for the Ordinary General Assembly of the Shareholders of 28/29.04.2015

We/I, the undersigned, with the
registered office / permanent address in
....., with the unique identification code /
personal identification number, registration number with
the Office of the Trade Register, legally represented by
....., as,

Holder/holder of a number of shares issued by CARBOCHIM SA,
representing.% of the share capital, which gives me the right to
..... votes in the General Assembly of the Shareholders, hereby appoint
....., holder of ID/pasaport
series..... no..... personal identification number....., as my
representative in the Ordinary General Assembly of the Shareholders that will take place
on 28/29.04.2015, 10 a.m., at the registered office of the company, in Cluj-Napoca, no. 3,
P-ta 1 Mai, to exercise the right to vote for my holdings registered in the Register of
Shareholders on the reference date set for 15.04.2015, as follows:

Agenda for the Ordinary General Assembly of the Shareholders

1. Presentation and approval of the annual financial statements completed on
31.12.2014 (prepared in accordance with the International Financial Reporting Standards
as adopted by the European Union and with Order No. 1286/2012 of the Minister of Public
Finances for the approval of accounting regulations in accordance with the International
Financial Reporting Standards, applicable to companies whose securities are admitted to
be traded on a regulated market, with subsequent amendments and completions), based
on the reports presented by the Board of Directors and the financial auditor.

For Against. Abstention

2. Discharge of administration of the directors of the financial year 2014.

For Against. Abstention

3. Approval of the distribution of the net profit of the financial year 2014 financial, in
the amount of 1.042.168,33 RON, as follows:

- legal reserves: 60.957,27 RON
- dividends: 936.733,25 RON (gross dividend 0,19 RON/share)
- own financing sources (reserves): 44.477,36 RON

For Against. Abstention

Approval of the date for the payment of the dividend on 23.10.2015.

For Against. Abstention

4. Presentation and approval of the income and expenditure budget for year 2015.

For Against. Abstention

5. Presentation and approval of the the investment program for year 2015.

For Against. Abstention

6. Appointment of the financial auditor and set the duration of the financial audit contract, as a result of the expiry of the audit contract and authorization of the General Manager to negotiate and sign the contract.

For Against. Abstention

7. Approval of **19.10.2015** as the date of identification of the shareholders, who will be affected by the Decision of the Ordinary General Assembly of the shareholders, under article 238 of Law 297/2004 on the capital market and the approval of the date of 16.10.2015 as ex-date.

For Against. Abstention

8. Authorization of an individual to draw up and sign all the decisions taken and to carry out the necessary formalities to mention/record the decisions with the Trade Register and to publish them in the Official Gazette of Romania.

For Against. Abstention

Date

Surname and given name /name of the shareholder legal entity

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

Signature of the individual shareholder /signature of legal representative of the shareholder legal entity

**Place for the stamp
(shareholder legal entity)**

.....

The special or general power of attorney, in copy, including the mention "true copy of the original", signed by the representative, shall be completed in 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 will be sent or filed with the company, at the registered office of the company in Cluj-Napoca, no. 3, P-ta 1 Mai, Cluj-Napoca, in order to be registered upon its reception at the registered office, the latest on 27.04.2015 until 10 a.m.

The desired 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 one item on the Agenda is not marked by X for any voting options, the vote shall be deemed blank vote for that item.

Documents that accompany the special power of attorney:

- **individuals:** 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 will present his / her original identity document.
- **legal entities:** special or general power of attorney, copy of the Certificate of Registration issued by the Office of the Trade Register (unique registration code) of the shareholder legal entity, confirmation of the company's details issued by the Office of the Trade Register certifying the quality of the 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 will present his / her original identity document.