

SPECIAL POWER OF ATTORNEY

**Requested by the Board of Directors of CARBOCHIM SA
for the Ordinary General Assembly of the Shareholders of 26/27 April 2018**

I / We, the undersigned,
with registered office in / with address in
....., with Tax Registration
Number / Personal Identification Number
....., registration number with the Trade
Register Office, duly represented by
..... acting in the capacity as,
holder of a number of shares issued CARBOCHIM SA.,
representing% of the share capital, which gives me the right to
.....v votes within the general meeting of shareholders, hereby appoint
....., holder of Identity
Card / Identity Document / Passport series no. Personal
Identification Number, as my representative in
the Ordinary General Meeting of Shareholders that will take place on 26/27 April
2018 at 10:00 a.m. at the Company's registered office, in Cluj-Napoca, P-ta. 1
Mai nr. 3 to exercise the right to vote for my holdings recorded in the Stock
Ledger on the reference date set for 12 April 2018, as follows:

AGENDA

For the Ordinary General Meeting of Shareholders:

1. Presentation and approval of the annual Financial Statements as at 31 December 2017 drawn up in accordance with the International Financial Reporting Standards adopted by the European Union and with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards on the basis of the reports submitted by the Board of Directors and the Financial Auditor.

For Against Abstention

2. Release from administration of the Directors for the 2017 financial year.

For Against Abstention

3. Approval of the distribution of the net profit of the 2017 financial year, amounting to RON 978,969.72, as follows:

- legal reserves: RON 59,307.74
- dividends : RON 887,431.50 (gross dividend RON 0,18 / share)
- other reserves (own funding sources): RON 32,230.48

For Against Abstention

4. Approval of dividend distribution of the amount of RON 345,112.25 (gross dividend RON 0.07 / share) of the net profit of 2015 remained unpaid, amounting to RON 682,821.94.

For Against Abstention

5. Approving **02 July 2018** as the date for dividend payment.

For Against Abstention

6. Presentation and approval of the Income and Expenses Budget for 2018.

For Against Abstention

7. Presentation and approval of the investment program for 2018.

For Against Abstention

8. Approval of the monthly gross remuneration of the directors and setting the maximum monthly limit for the remuneration of the managers and for the additional remuneration of the members of the Board of Directors.

For Against Abstention

9. Approval of daily allowance for directors.

For Against Abstention

10. To approve **12 June 2018** as the identification date of the shareholders who might be affected by the effects of the resolution of the Ordinary General Meeting of Shareholders according to Art. 86 paragraph 1 of Law 24/2017 on issuers of financial instruments and market operations and to approve **11 June 2018** as ex-date.

For Against Abstention

11. To empower 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 first name / Name of the shareholder legal entity

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

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

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

The special or general power of attorney, in copy, including the annotation certified true copy under the representative's signature shall be filled in with capital letters in 3 original counterparts, one for the principal (shareholder), one for the authorized agent and one for CARBOCHIM SA. The copy for CARBOCHIM SA shall be sent of submitted with the Company's registered office in Cluj-Napoca, P-ta 1 Mai nr. 3, Cluj-Napoca, so that it is recorded upon receipt at the headquarters until 24 April 2018 at 04:00 p.m. at the latest.

The elected 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; upon entering the room, the authorized agent will show his / her identity document in original.
- **legal entities:** special or general power of attorney, copy of the Certificate of Incorporation issued by the Trade Register Office (CUI) 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; upon entering the room, the authorized agent will show his / her identity document in original.