

**SPECIAL POWER-OF-ATTORNEY**

**For the Extraordinary General Meeting of the Shareholders of S.C. ALRO S.A.  
summoned for July 20/21 2010**

I, the Undersigned, \_\_\_\_\_ [*surname and name of the shareholder – natural person, according to the identity document*], identified with \_\_\_\_\_ [*identity document*], series \_\_\_\_, no. \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, domiciled in \_\_\_\_\_ [*the entire address, according to the identity document*], personal identification number \_\_\_\_\_,

or

I, the Undersigned, \_\_\_\_\_ [*name of the shareholder – legal entity*], with the registered office located in \_\_\_\_\_, registered with the Trade Registry Office under no. \_\_\_\_\_, Unique Registration Code \_\_\_\_\_, dully represented by \_\_\_\_\_ [*Surname and name, according to the identity document*], in the capacity of \_\_\_\_\_ [*the exactly position registered with the Trade Registry*] \*

Shareholder at the **Reference date, July 6<sup>th</sup>, 2010**, of S.C. ALRO S.A., Romanian legal entity, with the registered office in Slatina, no. 116 Pitesti Street, registered with the Trade registry under no. J 28/8/1991, Unique Registration Code RO 1515374 (hereinafter called the “Company”), having a share capital subscribed and paid-in of lei 356,889,567.50 and a total of 713,779,135 issued shares,

Holder of \_\_\_\_\_ shares, representing \_\_\_\_\_% of the total shares issued by the Company, that gives me \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the total number of the voting rights,

I hereby give power of attorney to \*\* \_\_\_\_\_, domiciled in \_\_\_\_\_ [*the entire address, according to the identity document*], identified with \_\_\_\_\_ [*identity document*], series \_\_\_\_, no. \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, personal identification number \_\_\_\_\_,

to represent me in the **Extraordinary General Meeting of the Shareholders of S.C. ALRO S.A. that will take place on July 20, 2010, starting with 11,30 AM or on July 21, 2010, starting with 11,30 AM** [*should the attendance quorum be not met at the first general meeting*], at the Company’s registered office in Slatina, no. 116 Pitesti Street, Olt County, Romania and to exercise the voting right as to the shares held by me at the reference date, with respect to all the issues on the agenda, as follows:

**1. Approval of a Credit Contract with the European Bank for Reconstruction and Development for a loan of approximately USD 180,000,000 with the scope of refinancing a major part of the company existing debt.**

In the decision option recommended by the Board of Directors of the Company.

For  Against  Abstention

In the decision option recommended by the shareholder \_\_\_\_\_ [*if the case may be*]

For  Against  Abstention

**2. Approval of the conclusion by the Company of the following security contracts to guarantee the obligations resulting from the Credit Contract:**

- i. Mortgage on the immovable assets of the Company, comprising lands, buildings, structures and constructions representing ameliorations of the lands, as well as all the annexes, utilities, devices and equipments related to the lands and that are immovable by destination;**
- ii. Pledge on the following movable assets of the Company: (i) all the present and future bank accounts opened by the Company, as well as all the amounts from the credit or with whom are credited, at one moment, these accounts, excepting the bank accounts used in relation with the factoring contracts concluded by the Company (ii) all the present and future fixed assets with a value exceeding USD 10,000 USD; (iii) inventories of the present and future raw materials and products; and (iv) all the present and future receivables of the Company, resulting from contracts concluded with its clients and suppliers.**

In the decision option recommended by the Board of Directors of the Company.

For                       Against                       Abstention

In the decision option recommended by the shareholder \_\_\_\_\_ *[if the case may be]*

For                       Against                       Abstention

**3. Approval to authorise the Board of Directors of the Company to negotiate and to approve the final form of the security contracts mentioned at the item 2 from above as well as to authorise the General Director and the Financial Director to sign the credit contract, the subsequent security contracts and any other documents necessary for the finalisation of the transaction.**

In the decision option recommended by the Board of Directors of the Company.

For                       Against                       Abstention

In the decision option recommended by the shareholder \_\_\_\_\_ *[if the case may be]*

For                       Against                       Abstention

**4. Approval to mandate Mr. Ion Constantinescu to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders decisions.**

In the decision option recommended by the Board of Directors of the Company.

For                       Against                       Abstention

In the decision option recommended by the shareholder \_\_\_\_\_ *[if the case may be]*

For                       Against                       Abstention

**5. Approval of the date of August 9, 2010 as registration date in accordance with the provisions of art. 238 in Law no. 297/2004 on Capital Market.**

In the decision option recommended by the Board of Directors of the Company.

For                       Against                       Abstention

In the decision option recommended by the shareholder \_\_\_\_\_ *[if the case may be]*

For                       Against                       Abstention

I hereby attach a copy of the valid identification document\*\*\*

Date \_\_\_\_\_

\_\_\_\_\_ *[surname and name of the natural person shareholder  
or of the representative – legal entity shareholder, clearly, in capital letters]*  
\_\_\_\_\_ *[signature]*

\*\*\*\*

\_\_\_\_\_

**Note:**

- \* it will be filled only for the shareholders - legal entities
- \*\* it will be filled the name of the appointed representative
- \*\*\* applicable only for the shareholders – natural persons
- \*\*\*\* for the legal entities, the position of the representative will be mentioned