

SPECIAL POWER-OF-ATTORNEY

**For the Ordinary General Meeting of the Shareholders of S.C. ALRO S.A.
summoned for April 29/30 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, April 12, 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 Ordinary General Meeting of the Shareholders of S.C. ALRO S.A. summoned for the date of April 29, 2010, starting with 9,00 AM, or for April 30, 2010, starting with 9,00 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 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 the stand-alone Report of the Directors for year 2009.

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 consolidated Report of the Directors for year 2009.

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 of the directors' discharge from liability for year 2009.

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 of the stand-alone Report of the Financial Auditor for year 2009.

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 consolidated Report of the Financial Auditor for year 2009.

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

6. Approval of the stand-alone financial statements for year 2009.

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

7. Approval of the consolidated financial statements for year 2009.

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

8. Approval to distribute the net profit for year 2009 and approval of the dividends.

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

9. Approval of the annual report made in accordance with the provisions of the Regulation no. 1/2006 of the NSC (National Securities Commission), for year 2009.

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

10. Approval of the Income and Expenses Budget for year 2010.

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

11. Approval of the Activity Program for year 2010.

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

12. Approval of the Investment Plan for year 2010.

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

13. Approval of the remuneration of the Board of Directors members in 2010.

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

14. Approval of the general limit of all the remunerations granted in 2010 to the Board of Directors members with special functions and to the managers.

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

15. Approval to mandate Mr. Ion Constantinescu to comply with all the formalities for the registration of the Ordinary 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

16. Approval of the date of May 20, 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