Special Power of Attorney Form
for the Extraordinary General Meeting of the Shareholders of ALUM S.A.
summoned for December 23/24, 2014

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. _____, Sole 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 of **December 11, 2014** of Alum S.A., Romanian legal entity, with the registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, registered with the Trade registry under no. J36/29/1991, Sole Registration Code RO 2360405 (hereinafter called the "Company"), having a share capital subscribed and paid-in of lei 488,412,907.85 and a total of 82,086,203 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 the undersigned in the Extraordinary General Meeting of the Shareholders of Alum S.A. summoned for the date of **December 23, 2014 starting with 12,00 AM** or for **December 24, 2014, starting with 12,00 AM** *(should the attendance quorum be not met at the first general meeting),* at the Company's registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, 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 dissolution of the Company according the provisions of art. 153[24] of Law no. 31/1990 pertaining to companies, republished, with subsequent changes, taking into account that, as result of the losses acknowledged in the financial statements for the year 2013, the Company's net assets, determined as difference between the total assets and the total liabilities, have decreased to less than half of the subscribed share capital**

   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. **Debating the situation created by the lack of a legal framework for the functioning of RASDAQ market and approval for the Company to perform all the legal necessary endeavors in order that the Company's shares to be admitted to trading on a regulated market or to be traded on the Alternative Trading System (ATS), according to the provisions of the Law no. 151/2014 regarding the clarification of the legal status of the shares traded on the RASDAQ market or on the unlisted securities 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

3. Approval to empower Mrs. Feodorof Mariana 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 □

4. Approval of the date of January 20, 2015 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 □□

5. Approval of the date of January 19, 2015 as ex date in accordance with the provisions of art. 129[2] of Regulation no 1/2006 on issuers and operations with securities issued by NSC (presently Financial Supervisory Authority)

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 identity document of the appointed representative.

Date _____

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

_____*[for the shareholders – legal entities, the position of the legal representative will be mentioned]*

Note:
* the identification data of the shareholders, natural persons or legal entities will be filled
** it will be filled the name of the appointed representative