SPECIAL POWER-OF-ATTORNEY
For the Extraordinary General Meeting of Shareholders of S.C. ALUM S.A.
summoned for March 21st /22nd, 2011

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

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, March 3rd, 2011**, of S.C. ALUM S.A., Romanian legal entity, with the registered office in Tulcea, no. 82 Isaccei Street, registered with the Trade registry under no. J36/29/1991, Unique Registration Code RO 2360405 (hereinafter called the "Company"), having a share capital subscribed and paid-in of lei 469,450,257.85 and a total of 78,899,203 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,

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 Shareholders of S.C. ALUM S.A. summoned for the date of March 21sy, 2011, starting with 11,00 AM, or for March 22nd, 2011, starting with 11,00 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, Romania to exercise the voting right as to the shares held by me at the reference date, with respect to all the items on the agenda, as follows:

1. **The increase of the share capital by contribution in cash in maximum amount of RON 22,015.000, from the value of RON 469,450,257.85 to the maximum value of RON 491,465,257.85, by issuing a maximum number of 3,700,000 new nominative dematerialized shares with a nominal value of RON 5.95 each.**

In the decision version recommended by the Board of Directors of the Company.
For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*
For□ Against □ Abstention □

2. **Granting the preference right to the shareholders related to the subscription within the operation to increase the share capital that is to be decided, in accordance with art. 216 and the following from Law 31/1990, pertaining to commercial companies, republished, with its subsequent amendments.**

2.1. The period for exercising the preference right by the existent shareholders shall be one month from the date of publishing in the Official Gazette of Romania, Part IV, of the Decision of the General Extraordinary Meeting of Shareholders regarding the increase of the share capital, according to the provisions of art. 216 paragraph (2) from Law 31/1990 pertaining to commercial companies, republished, with its subsequent amendments or, as the case may be, from the Registration Date established by the General Extraordinary Meeting of Shareholders, according to the provisions of art. 238 from Law no. 297/2004 regarding the Capital Market (date established at point 11 on the agenda of the Meeting), whichever of the two dates – the date of publishing in the Official Gazette, respectively the Registration Date – is the latest.

2.2. The calculation of the maximum number of shares that can be subscribed by each existent shareholder at the date of publishing in the Official Gazette, respectively at the Registration Date, as the case may be, is made by multiplying the subscription rate by the number of the shares held at the Registration Date.

The subscription rate is determined by dividing the maximum number of new shares (3,700,000 newly issued shares) by the number of the existing shares (78,899,203 existing shares), resulting a subscription rate of 0.04689 new shares to 1 (one) existing share.

In case the number of new shares that a shareholder is entitled to subscribe to is not a whole number, the number of the new shares that can be subscribed will be determined by rounding it off up or down to the closest whole number.

2.3. The shares will be offered for subscription at the nominal value of RON 5.95.

2.4. The subscription form is available at the Company's registered office or it can be downloaded from the Company's Internet website page www.alum.ro. The following documents shall be attached to the filled in subscription form, as the case may be:

- copy of the identity document of the subscriber shareholder;

- the original of the special power-of-attorney granted for subscription;

- copy of the registration certificate of the shareholder – legal entity or other equivalent document for the shareholder-legal entity;

- copy of the identity document of the legal and/or conventional representative proving that the person signing the subscription form is the legal representative of the subscriber legal entity .

The copies shall be signed mentioning "according to the original"

2.5. The payment of the subscribed shares shall be made in-full at the subscription date, in RON, in the account RO33 RZBR 0000 0600 0601 4381 opened with Raiffeisen Bank S.A., Tulcea Branch named "Increase of the share capital".

The proof of payment, together with the subscription form and the attached documents pursuant to point 2.4 above, shall be mailed to the Company's address or submitted directly through the Company's registry, or faxed to 0240-535.495 or e-mailed to alum@alum.ro.

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

For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*

For□ Against □ Abstention □

3. **Delegating to the Board of Directors the attributions related to the completion of the share capital increase operation, respectively the ascertainment of the subscriptions and payments made and of the amount of the Company's actual share capital increase; annulment of the issued shares, un-subscribed and un-paid by the shareholders within the subscription term; the amendment of the Company's Articles of Incorporation according to the modifications occurred following the increase of the share capital.**

In the decision version recommended by the Board of Directors of the Company.
For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*
For□ Against □ Abstention □

4. **Amendment of art. 7 of the Company's Articles of Incorporation, as follows:**

(1)The Company's registered share capital, subscribed and fully paid-in, is RON ♦♦♦ ***(will be filled-in after summarization of the subscription results)*****.**

(2)The share capital is represented by ♦♦♦ ***(will be filled-in after summarization of the subscription results)*** **nominative shares, issued in dematerialized form, each of RON 5.95 par value.**

(3)The Company's shareholders are: ♦♦♦ ***(will be filled-in after summarization of the subscription results)***

In the decision version recommended by the Board of Directors of the Company.
For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*
For□ Against □ Abstention □

5. **Approval of the acquisition of a number of shares representing 100% of the share capital of Global Aluminum Ltd BVI for the amount of USD30 million.**

In the decision version recommended by the Board of Directors of the Company.
For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*
For□ Against □ Abstention □

6. **Approval of contracting of a credit facility in the amount of USD 25,000,000 from Raiffeisen Bank S.A. for the partial financing of the acquisition of the shares representing 100% of the share capital of Global Aluminum Ltd BVI, with the registered office in Trinity Chambers, P.O. Box 4301, Road Town, Tortola, British Virgin Islands, registered in British Virgin Islands, under the number 544624.**

In the decision version recommended by the Board of Directors of the Company.
For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*
For□ Against □ Abstention □

7. **Approval of establishing guarantees for guarantying the credit obtained from Raiffeisen Bank S.A., as follows:**

7.1. mortgage on:

(1) the land of 327,222 square meters, cadastral number 9026 registered with the land register under the number 32495 of the town Tulcea;

(2) the land of 794,039 square meters, cadastral number 32987, registered with the land register number 32987 of the town Tulcea;

(3) the land of 66,598 square meters (raw water intake), that is to be registered with the land register of town Tulcea, and the land of 27,422 square meters (zonal water facilities), that is to be registered with the land register of the town Tulcea;

(4) the land out of the built-up area Railroad Thoroughfare of 66,191 square meters, that is to be registered with the land register of the town Tulcea;

(5) on all the constructions situated on the lands mentioned above from (1) to (4), with all fixtures, fittings, machinery and equipment which are immovable assets by destination. As the case may be, in the future will also be mortgaged the immovable properties that shall be built/purchased by Alum, as it is permitted by the credit contract.

7.2. pledge on the: (i) fixed assets, Alum's property; (ii) Alum's accounts opened with Raiffeisen Bank S.A.

7.3. receivables assignment on: (i) Alum's receivables from any alumina delivery contracts concluded with Alro S.A. Slatina; (ii) any shareholder loan granted by Alum to Global Aluminium Ltd.

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

For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*

For□ Against □ Abstention □

8. **Approval to mandate the Board of Directors Company to negotiate and to approve the final form of the credit contract mentioned at item 6 and of the security contracts mentioned at point 7 above.**

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

For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*

For□ Against □ Abstention □

9. **Approval to mandate the General Manager and the Financial Manager to represent the Company for negotiation and signing the credit contract mentioned at point 6 above and the subsequent addendums, the movable and immovable security contracts, the assignment contracts, the subsequent addendums to those and any other documents necessary for the finalization of the transaction.**

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

For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*

For□ Against □ Abstention □

10. **Approval to empower Mrs. Mariana Feodorof to fulfill all formalities for the registration of the decisions of the Extraordinary General Meeting of Shareholders, including signing the Company's Articles of Incorporation, as amended according to the decisions taken by the Extraordinary General Meeting of Shareholders.**

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

For□ Against □ Abstention □

In the decision version recommended by the shareholder _____ *[if the case may be]*

For□ Against □ Abstention □

11. **Approval of the date of April 11th, 2011 as Registration Date in accordance with the provisions of art. 238 from Law no. 297/2004 regarding the Capital Market.**

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

For□ Against □ Abstention □

In the decision version 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