SPECIAL POWER-OF-ATTORNEY
For the Extraordinary General Meeting of the Shareholders of S.C. ALUM S.A.
summoned for March 21/22, 2013

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 of March 7, 2013 of S.C. ALUM S.A., Romanian legal entity, with the registered office in Tulcea, no. 82 Isaccei Street, Tulcea County, Romania, 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 S.C. ALUM S.A. summoned for the date of March 21, 2013 starting with 11,30 AM or for March 22, 2013, starting with 11,30 AM *(should the attendance quorum be not met at the first summoning)*, 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 issues on the agenda, as follows:

1. Approval of the amendment of art. 15 paragraph (5) from the Articles of Incorporation of the Company as following:
"(5) Membership of the BOD is as follows:

- **Gheorghe DOBRA**, born on February 25, 1959 in Branistea Village, Oinacu Commune, Giurgiu County - ROMANIA currently residing in Slatina, no. 40 Panselelor Street, Olt County, Romanian citizen, identified with Identity Card series OT no. 409303, Personal Identification Code 1590225284389, appointed as Chairman
- **Pavel MACHITSKI**, born on January 4th, 1983 in Russian Federation, currently residing in Bucharest, 64 Splaiul Unirii, sector 4, holder of passport type P, no. 099095350, British citizen, Personal Identification Code 7830104400028 – Vice-chairman
- **Marin CILIANU**, born on October 24, 1965 in Caracal, Olt County, currently residing in Slatina, no. 1B Grigore Alexandrescu Street, Olt County, Romanian Citizen, identified with Identity Card series OT no. 336447, Personal Identification Code 1651024280791 - Member
- **Ioan POPA**, born on January 6, 1950, Romanian Citizen, currently residing in Bucharest, no. 14 Stefan eel Mare Bd., bldg. 19, unit B, apt. 41, district 2, holder of ID no. RX-348460, Personal Identification Code 1500106400168 – member;
- _____, born on _____, in _____, domiciled in_____, _____, building ___, entrance ____, ____ floor, appartment _____, district/county, _____ citizen, Personal Identification Number _____- member."

The Company's articles of incorporation shall be completed with the personal data of one member of the Board of Directors, appointed by the Ordinary General Meeting of Shareholders.

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 to mandate Mrs. Mariana Feodorof to comply with all the formalities for the registration of the Extraordinary General Meeting of Shareholders decisions, including signing the Articles of Incorporation of the company, modified according to the decisions made by the Extraordinary General Meeting of Shareholders.

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 date of April 8th, 2013 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