SPECIAL POWER-OF-ATTORNEY
For the Extraordinary General Meeting of Shareholders of S.C. ALUM S.A.
summoned for August 16/17, 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

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, August 8th, 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 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,

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 August 16, 2011, starting with 11,00 AM, or for August 17, 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. **Approval of the extension of the numbers of the members of the Board of Directors of the Company to 5 (five) from 3 (three) as are in present and the modification, as a consequence, of the art. 15 paragraph 1, 5 and 16 from the Articles of Incorporation of the Company as following:**
   (1) The Company's activity shall be conducted by a Board of Directors formed of 5 (five) members, natural or legal persons, elected by the Ordinary General Meeting of Shareholders, from which a President and a Vice-President.
   (5) The structure of the Board of Directors is the following:
   - **♦♦♦ (to be completed after appointment of the new director);**
   - **♦♦♦ (to be completed after appointment of the new director);**
   - **♦♦♦ (to be completed after appointment of the new director);**
   - **♦♦♦ (to be completed after appointment of the new director);**
   - **♦♦♦ (to be completed after appointment of the new director).**

(16) The meetings are held in the presence of at least 3 members of the Board of Directors, the decisions being validly taken with the vote of the majority members attending the meeting. The meetings are presided by the President, or in the absence thereof, by the Vice-president. In case both are absent, the oldest member present shall preside the meeting.

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. **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

3. **Approval of the date of September 1st, 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