

**SPECIAL POWER OF ATTORNEY
FOR THE REPRESENTATION OF THE SHAREHOLDERS
IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
S.C. MECHEL TARGOVISTE S.A.**

**(societate în insolvență, in insolvency, en procedure collective)
which is to be held on 29.04.2013, starting with 16.00 o'clock
(or 30.04.2013, starting with 16.00 o'clock, second convened session)
at the RVA INSOLVENCY SPECIALISTS S.P.R.L. headquarters located in
Romania, Bucuresti, 11A Turturelelor street, no. 11A, building C, 4st floor, 3st District**

I/The undersigned: _____

domiciled / headquartered in: city _____ street _____ ,

no ___ building ___ floor ___ county _____, country _____

registered at _____ with number _____, sole registration code _____,

represented by _____, in quality of _____, identified

with Identity Card/Passport/Residence Permit series _____no _____ issued by

_____ at _____ personal identification number _____

(Fill in case of shareholder - legal person)

identified with Identity Card/Passport/Residence Permit series _____no _____ issued by

_____ at _____ personal identification number _____

(Fill in case of shareholder - natural person)

Shares held at the reference date (18.04.2013) : _____

Percentage owned relative to the total number of shares, at the reference date (18.04.2013):

Number of voting rights: _____

We hereby empowered Mr. _____

domiciled city _____ street _____, no ___ building ___

floor ___ county _____, country _____ identified with Identity Card/

Passport/Residence Permit series _____no _____ issued by _____ at _____

personal identification number _____

to participate, to represent me/us and to vote in the **Extraordinary General Meeting of Shareholders of MECHEL TARGOVISTE S.A. (societate în insolvență, in insolvency, en procedure collective), which is to be held on 29.04.2013, starting with 16.00 o'clock (or 30.04.2013, starting with 16.00 o'clock, second convened session) at the RVA INSOLVENCY SPECIALISTS S.P.R.L. headquarters located in Romania, Bucuresti, 11A Turturelelor street, no. 11A, building C, 4st floor, 3st District**, with our voting right, as follows:

Item 1 of the Agenda : Approval for change of company name from "Mechel Targoviste S.A." into "COS TARGOVIȘTE S.A.".

FOR	AGAINST	ABSTENTION

Item 2 of the Agenda : Approval for the new company logo and cancellation of the old logo of the company from Trade Registry Office.

FOR	AGAINST	ABSTENTION

Item 3 of the Agenda : Considering approval for items 1 and 2 of the Agenda, also considering transfer of the property rights over 59,626,520.00 shares of the company (meaning 86.6034% out of company share capital) from the account of Mechel International Holdings GmbH Switzerland into the account of company Mazur Investments Limited Cipru, transfer registered with Depozitarul Central S.A. on 15.02.2013, approval for modification of Articles of Association, as follows:

The title of the Articles of Association is to be modified and it will have the following wording: "UPDATED ARTICLES OF ASSOCIATION OF THE COMPANY COS TARGOVIȘTE S.A."

In Chapter 1. Company name, legal status, registered office, duration

In Article 1. The name of the commercial company,

art 1.1 is to be modified and it turns:

"1.1 The name of the commercial company is COS TÂRGOVIȘTE S.A. (hereafter alternatively named „COS TÂRGOVIȘTE” or „Company ”)."

In Chapter 3. Share capital, share input of shareholders, shares

In Article 7. Share capital

art 7.3 to be modified and it turns: :

"7.3. Input of shareholders with the share capital, number of denominative shares owed by them, and participation of the shareholders with the share capital, is the one registered with Registry of the Shareholders kept by Depozitarul Central SA.

On 15.02.2013, the synthetic, consolidated structure of the shareholders is as follows:

- **MAZUR INVESTMENTS LIMITED**, legal entity registered in Cyprus, Registration Certificate No. 309414 dated 18.07.2012, with its registered office in Themistokli Dervi, 3, JULIA HOUSE, 1066 Nicosia, Cyprus, which contributes with 149,066,300.00 lei at the building up of the share capital, and which owes a number of 59,626,520.00 nominative, dematerialized shares, on a nominal value of 2.50 lei/each share and a total nominal value of 149,066,300.00 lei, meaning a participation quatum of 86.6034% out of the share capital.

- other shareholders, natural and juridical persons, each of them owing participation quota lower than 10% out of the share capital, contribute with 23, 059,007.50 lei at the building up of the share capital and owe a number of 9.223.603 nominative, dematerialized shares, on a nominal value of 2.50 lei/each share and a total nominal value of 23, 059,007.50 lei, meaning a participation quatum of 13.39664 % out of the share capital."

Throughout Articles 2.1, 3.3, 17.1, 17.3, 20.1, 30, 31, 32 and 34 out of the Articles of Association, the former name of the company "MECHEL TARGOVISTE" it to be modified with the new name "COS TÂRGOVIȘTE"

FOR	AGAINST	ABSTENTION

Item 4 of the Agenda : Proposition that the registration date, according to Article 238, paragraph 1, Law No. 297/2004 for identification of shareholders upon which decisions taken by extraordinary assembly reflected, to be the date of 28.05.2013.

FOR	AGAINST	ABSTENTION

This Power of Attorney is issued this day of _____, in 3 (three) originals, of which one original of the special power of attorney shall be filed until April 27, 2013, 16:00 o'clock, at the Company's headquarters (Targoviste, 9-11 Gaesti street, Dambovita, Romania), under the pain of losing the right to exercise the voting right in the general meeting by representative, pursuant to the provisions of law.

Do hereby enclose:

- i) a copy of the valid identification document (identity card/Passport/Residence Permit)
- ii) Ascertaining certificate issued by the Trade Registry, not older than 3 months, or any other proof issued by a competent authority regarding the identity of the legal representative of the shareholder legal person

Signature of shareholder natural person or of the legal representant of the shareholder legal person

(Fill the name of shareholder natural person or shareholder's name and the name of the legal representative of a legal person clearly and completely)

(Signature)

(Stamp - for legal person)

Date : _____