

**Resolution no. [...] / 21 April 2023  
of the Shareholders' Ordinary General Meeting of  
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> district, Bucharest, Romania,  
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code  
18253260

Today, 21 April 2023, 12:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1<sup>st</sup> District, Bucharest, zip code 010292, Romania, the OGM being opened by its Chairman, namely Mr. [...], in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)) on 28 February 2023 and subsequently republished on 8 March 2023 and in the Official Gazette of Romania, Part IV, number 984 of 1 March 2023 and no. 1144 of 9 March 2023 and in “Adevărul” newspaper number 8897 of 1 March 2023 and no. 8902 of 9 March 2023;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);

- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGM, manifesting their vote [...] of shareholders, which represents a number of [...] voting rights (i.e. [...])% of the total voting rights at the reference date 23 March 2023, i.e. [...]; i.e. [...])% of the total number of shares in issue at the reference date 23 March 2023, i.e. [...]),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval to allocate to other reserves from 2022 net audited accounting profit an amount of RON 908,845,063.69 to be used for covering the negative reserves estimated to arise in 2023 from the cancellation of treasury shares acquired during 2022 through the 13th buy-back programme, in accordance with the supporting materials and as annexed to this resolution.

This item is adopted with [...] votes, representing [...] % of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- [...] votes „for”;
- [...] votes „against”;
- [...] abstentions;

- [...] votes „not given”;
- [...] votes annulled from correspondence;
- [...] votes annulled in the OGM meeting.

II. The approval of:

- (a) The date of **11 May 2023** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;

The date of **12 May 2023** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers’ Law; and of

The date of **6 June 2023** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) of Issuers’ Law.

As they are not applicable to this OGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

- (b) The empowerment, with authority to be substituted, of Johan Meyer to sign the shareholders’ resolutions, as well as any other documents in connection therewith, and to carry out all procedures and formalities set out by law for the purpose of implementing the shareholders’ resolution, including formalities for publication and registration thereof with the Trade Registry or with any other public institution.

This item is adopted with [...] votes, representing [...] % of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies’ Law no. 31/1990.

The votes were recorded as follows:

- [...] votes „for”;
- [...] votes „against”;
- [...] abstentions;
- [...] votes „not given”;
- [...] votes annulled from correspondence;
- [...] votes annulled in the OGM meeting.

This OGM Resolution no. [...] is drafted on behalf of the shareholders today, 21 April 2023, in 3 original counterparts by:



Chairman



Meeting secretary



Technical secretary

*Annex – The approval to allocate to other reserves from 2022 net audited accounting profit an amount of RON 908,845,063.69 to be used for covering the negative reserves estimated to arise in 2023 from the cancellation of treasury shares acquired during 2022 through the 13th buy-back programme, in accordance with the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 21 April 2023*

## **Sole Director’s Proposal for 2022 Profit Allocation**

### **Overview**

Fondul Proprietatea S.A. (“**Fondul Proprietatea**” or the “**Fund**”) reported an audited net profit of RON 2,769,448,871 in the financial statements for the year ended 31 December 2022, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“**IFRS**”) and applying the Financial Supervisory Authority’s (“**FSA**”) Norm no. 39/28 December 2015, regarding the approval of the accounting regulations in accordance with IFRS, applicable to the entities authorised, regulated and supervised by the FSA – Financial Investments and Instruments Sector, as subsequently amended (“**Norm 39/2015**”).

According to Article 28 (7) of the Romanian Accounting Law (“**Law 82/1991**”) and to Article 23 (1) of Annex 1 from Norm 39/2015, the annual financial statements must be published together with the proposal to allocate the profit or cover the losses.

### **Allocation to other reserves**

Under point 2 of the agenda of 21 April 2023 Extraordinary General Shareholders’ Meeting, the Fund’s Sole Director proposes the cancellation of the 549,019,085 treasury shares repurchased through the thirteenth buy-back programme. The estimated negative reserve that would arise when the cancellation of these shares would be recorded amounts to RON 908,845,064<sup>1</sup>. For prudential reasons, the Sole Director recommends that RON 908,845,064 from 2022 net audited accounting profit to be allocated to other reserves in order to be available for covering the negative reserves.

The actual coverage of this negative reserve using the said amount of RON 908,845,064 will be subject to shareholders’ approval during the shareholders’ meeting after the completion of all cancellation steps.

The Sole Director’s allocation to other reserves proposal above is subject to shareholders’ approval on point 4.1 on the 21 April 2023 Ordinary General Shareholders’ Meeting.

### **Sole Director’s proposal for profit allocation - summary**

Considering all the above, the Fund Manager’s proposal for the allocation of the 2022 audited profit in amount of RON 2,769,448,871 is the following:

- RON 283,440,306 to dividends.
- RON 908,845,064 to other reserves (to be used to cover the negative reserves estimated to arise from cancellation of shares acquired during the 13th buy-back programme);

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<sup>1</sup> For further details see the memo regarding the share capital decrease published on the Fund’s website as supporting documentation for the annual General Shareholders Meeting held on 21 April 2023: [www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation](http://www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation).

- RON 1,577,163,501 unallocated profit that remains available to the Fund's shareholders.

The Sole Director intends to use any cash inflows related to portfolio events occurring during 2023 to further implement the Discount Control Mechanism techniques set out in the Fund's Investment Policy Statement such as by funding the buyback programme, as approved by the Fund's shareholders and/or by proposing the payment of a potential dividend or potential dividends to the Fund's shareholders (subject to market conditions and any restrictions under Romanian legal or tax regulations and to required shareholders' approval).

The above-mentioned Discount Control Mechanism techniques will be separate from any distributions resulted from the ongoing listing projects.