

***Memo regarding the renewal of the mandate of  
Franklin Templeton International Services S.à r.l.***

Article 19 para. (3) of the Constitutive Act of Fondul Proprietatea S.A. (the “**Fund**”) regulates the conditions for the renewal of the current mandate of the Fund’s alternative investment fund manager (“**AIFM**”) or the appointment of a new one: “*The mandate of the AIFM is of 2 years. The AIFM will call an Ordinary General Meeting of Shareholders to be held at least 6 months before the expiry of the mandate of the AIFM and will ensure that the agenda for such meeting will include points granting the options to (i) approve the renewal of the AIFM’s mandate and (ii) appoint a new AIFM in accordance with the legal provisions in force, with the shareholders being granted the opportunity to propose candidates for such position; the agenda will also include provisions for the authorization of the negotiation and execution of the relevant investment management agreement and fulfilment of all relevant formalities for the authorization and legal completion of such appointment*”.

The current AIFM of the Fund is Franklin Templeton International Services S.À R.L. (“**FTIS**”), a société à responsabilité limitée qualifying as an alternative investment fund manager under Article 5 of the Luxembourg Act of 12 July 2013 concerning 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 and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, registered with the Romanian Financial Supervisory Authority (FSA) under number PJM07.1AFIASMDLUX0037/10 March 2016. The current FTIS’ mandate is effective until 31 March 2024, inclusive, and will expire starting with 1 April 2024.

In line with the provisions of Article 19 para. (3) above-mentioned, FTIS proposes to shareholders to vote during the ordinary general shareholders’ meeting scheduled for 25 September 2023 (“**25 September 2023 OGM agenda**”) either the renewal of its mandate for a period of four (4) years or the appointment of a new AIFM. The proposed four years term for the mandate is meant to align the duration of the mandate with the maximum limit of the mandate provided in art. 153<sup>12</sup> para. (1) of Companies Law in order to ensure greater stability at the level of the Fund management.

The list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders’ information.

***Item 1 on the 25 September 2023 OGM agenda (as set out below) should not be voted in the same manner as item 2 on the 25 September 2023 OGM agenda since they are mutually exclusive.***

***The approval of item 2 on the 25 September 2023 OGM agenda is subject to item 1 on the 25 September 2023 OGM agenda not being approved.***

*The votes for both items on the agenda are secret votes.*

**Thus, the item 1 on the 25 September 2023 OGM agenda subject to shareholders approval is as follows:**

*“The approval of the renewal of the mandate of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L-1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2024 and until 31 March 2028, inclusive (the “**New Mandate**”).*

*The Board of Nominees is hereby empowered to negotiate and reach an agreement on the terms and conditions of the management agreement applicable to the New Mandate, which shall be subject to the approval by the ordinary general meeting of shareholders.”*

The proposed calendar for negotiating the new Management Agreement which must be placed in due course for approval of the Fund’s Ordinary General Shareholders Meeting envisages that Board of Nominees shall use their best endeavours to finalise negotiations as soon as practically possible.

**Franklin Templeton International Services S.À R.L., acting as Sole Director on behalf of FONDUL PROPRIETATEA S.A.**

**Johan Meyer**  
**Permanent representative**