

**SUPPLEMENTED CONVENING NOTICE OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS OF FONDUL PROPRIETATEA S.A. DATED 25 SEPTEMBER 2023**

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 (the “**Fund Manager**” / “**Sole Director**”), in its capacity as the alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A., a joint-stock company incorporated under the laws of Romania, qualifying as an alternative investment fund closed-end type, addressed to retail investors, with its headquarters in Bucharest, 76-80 Buzzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, Romania, registered with the Trade Registry under no. J40/21901/2005, Sole Registration Code 18253260, with a subscribed and paid-up share capital of RON 3,233,269,110.76 (the “**Company**”/„**Fondul Proprietatea**”/„**FP**”),

Considering

- The convening notice for the 25 September 2023 Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea published in the Official Gazette of Romania, Part IV no. 3705 of 21 August 2023 and in Adevărul newspaper 8993 of 21 August 2023;
- The request of the shareholder Ministry of Finance, which holds more than 5% of the share capital of Fondul Proprietatea, to supplement the agenda of the Extraordinary and Ordinary General Shareholders Meetings of Fondul Proprietatea on 25 September 2023 by introducing new items;
- The provisions of Article 117<sup>^</sup>1, paragraph (1) of Companies’ Law no. 31/1990, Article 105 paragraph (3) of Issuers’ Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (5) of the Company’s Constitutive Act;

The agenda of the **Ordinary General Meeting of Shareholders** of Fondul Proprietatea convened for **25 September 2023, 11:00 AM** (Romanian time), at “**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania (**OGM**) is supplemented with new items no. 4, 5 respectively 6 and renumbered; and the **Extraordinary General Meeting of Shareholders** of Fondul Proprietatea convened for **25 September 2023, 12:00 PM** (Romanian time), at “**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania (**EGM**) is supplemented with a new items no. 2 and renumbered.

Only the persons registered as shareholders of the Company on **11 September 2023 (the Reference Date)** in the register of shareholders kept by Depozitarul Central S.A. have the right to participate and vote at the OGM and EGM.

Thus,

I. **the agenda (supplemented) of the OGM** will have the following content:

1. 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.

*(secret vote)*

2. The approval of the appointment of a new sole director of Fondul Proprietatea that will act as alternative investment fund manager for a mandate of four (4) years starting with 1 April 2024 and until 31 March 2028, inclusive, according to legal provisions in force, **subject to point 1 of the OGM agenda not being approved by the OGM.**

The Board of Nominees is hereby empowered (i) to negotiate the draft of the management agreement which shall be subject to the approval by the ordinary general meeting of shareholders; and (ii) to implement all relevant formalities for authorizing and finalizing the appointment as per this item.

*(secret vote)*

3. The appointment for a period of three (3) years of two members in the Board of Nominees of Fondul Proprietatea following the expiration of two mandates on 15 November 2023 and 25 November 2023, respectively, as follows:

- 3.1. The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Ciprian Lăduncă on 15 November 2023; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with 16 November 2023 or the acceptance date for the new mandate, whichever occurs later. *(secret vote)*

- 3.2. The appointment of a member of the Board of Nominees following the expiration of the mandate of Mrs. Ilinca von Derenthall on 25 November 2023; the mandate of the new member is valid for a period of three (3) years starting with 26 November 2023 or the acceptance date for the new mandate, whichever occurs later. *(secret vote)*

4. "Alternative to item 1 of the OGMS Convening Notice –

Approval of the renewal of the mandate of Franklin Templeton International Services S.a.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 period of 1 (one) year, starting on 1 April 2024 and ending on 31 March 2025, **subject to point 1 of the OGM agenda not being approved by the OGM.**"

*(secret vote)*

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*

5. " Alternative to item 2 of the OGM Convening Notice –  
" Approval to launch a transparent and competitive selection procedure for the appointment of a new sole director based on investment expertise and experience for a mandate not exceeding four (4) years from 1 April 2024, in accordance with the legal provisions in force, **subject to point 2 of the OGM agenda not being approved by the OGM.** "

The Board of Nominees is empowered to initiate, organize the transparent selection procedure for a new Fund Manager and to establish new objectives, performance criteria and remuneration conditions realigned with these objectives and present them for approval by the GSM."

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*

6. " The amendment of the conditions of evaluation and remuneration of the Fund Manager in line with the new objectives and in accordance with international best practices.

The Board of Nominees is empowered to establish new terms and conditions for the evaluation and remuneration of the manager of the Fund corresponding to the new objectives, in line with international best practices and present them for approval by the GSM"

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*

7. The approval of:

- (a) The date of **12 October 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; and of

The date of **13 October 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.

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 and the payment date.

- (b) The empowerment, with authority to sub-delegate, 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.

II. **the agenda (supplemented) of the EGM** will have the following content:

1. The approval of the amendment of Article 19 paragraph (3) of the Constitutive Act of Fondul Proprietatea, **subject to the approval by the OGM of any of point 1 or point 2 as set out in the OGM agenda**, which shall be read as follows:

*"(3) The mandate of the AIFM is of 4 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 of the ordinary general shareholders 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."*

2. " Alternatively to item 1 of the EGMS Convening Notice -

Approval of the amendment of Article 19 paragraph (3) of the Constitutive Act of Fondul Proprietatea, which shall be read as follows:

*(3) The mandate of the AIFM shall not exceed 2 years, with the possibility of re-election. The AIFM will call an Ordinary General Meeting of Shareholders to be held at least 6 months before the expiry of the mandate of AIFM and will ensure that the agenda of the ordinary general shareholders meeting will include points granting the options to (i) approve the renewal of the AIFM's mandate, (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"*

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*

**3.** The approval of:

- (a) The date of **12 October 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; and of

The date of **13 October 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.

As they are not applicable to this EGM, 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 and the payment date.

- (b) The empowerment, with authority to sub-delegate, of Johan Meyer to sign the shareholders' resolutions and the amended, renumbered and restated form of the Constitutive Act, if the case may be, 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' resolutions, including formalities for publication and registration thereof with the Trade Registry or with any other public institution.

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**GENERAL INFORMATION WITH RESPECT TO THE OGM & EGM**

**Information with respect to the OGM agenda**

**With respect to item 1 on the OGM agenda**, 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.

**With respect to item 2 on the OGM agenda**, shareholders can propose candidates until **6 September 2023**, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzeşti Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, zip code 011017, Romania, or by e-mail having incorporated an extended electronic signature in accordance with Law no. 455/2001 regarding electronic signature, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro). The proposals, together with professional qualification and the evidence related to the licenses that allow the candidate to manage Fondul Proprietatea, will be published on the webpage of the Company and will be updated on daily basis.

**With respect to item 3 on the OGM agenda**, the proposals of the shareholders for the two mandates may be submitted by **6 September 2023**, 5:00 PM (Romanian time), to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st district, postal code 011017 or by e-mail at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

Each candidate for the Board of Nominees must submit the copy of the ID, the resume which details the current professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen, the questionnaire regarding the independence of the candidate, filled in and signed by the candidate, a letter of intent setting out the reasons supporting the candidacy and the consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed by the candidate, whose templates are available in the GSM informative materials on the Company's webpage.

**Given the availability of two seats in the Board of Nominees, each candidate will have to opt for one of such seats. If a candidate opts for both seats, the candidature shall be deemed to have been cast for the last seat chosen in respect of which the intention to be elected as a member of the Board of Nominees was expressed within the legal term.**

**The seat available following the expiration of Mr. Ciprian Lăduncă's mandate requires the candidate for such seat to meet the relevant criteria set out in the ASPAAS Order No. 123/28.04.2022 on the composition of the audit committee, as subsequently amended and supplemented.**

The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record, the independence questionnaire, the CV and the letter of intent will be published on the webpage of the Company and shall be daily updated on the basis of received proposals.

***Information with respect to the EGM agenda:***

The approval of item 1 on the EGM agenda is **subject to the approval by the OGM of any of point 1 or point 2 as set out in the OGM agenda.**

***The right to include new items on the agenda. The right to present drafts of resolutions for the items included on the agenda or for the items proposed for inclusion on the agenda***

In accordance with the provisions of Article 117<sup>1</sup>, paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (3) of Issuers' Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (5) of the Company's Constitutive Act, one or several shareholders representing individually or jointly at least 5% of the Company's share capital may request the Sole Director of the Company the introduction of additional items on the agenda of the OGM/EGM and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the OGM/EGM.

These requests must comply, cumulatively, with the following requirements:

- a) **in the case of natural person shareholders**, they must be accompanied by copies of the shareholders' identity documents (the identity documents presented by the shareholders must allow their identification in the Company's registry of shareholders kept by Depozitarul Central SA), and **in the case of legal entity shareholders**, they must be accompanied by:
  - the original or a true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date of the OGM/EGM convening notice publication in the Official Gazette of Romania, allowing for the identification thereof in the Company's registry of shareholders kept by Depozitarul Central SA;

- the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative of the shareholder;
  - the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The same identification requirements mentioned above shall also be applicable to the legal representative of the shareholders addressing questions regarding the items on the agenda of OGM/EGM.
- b) they must be accompanied by a justification and/or a draft resolution proposed for passing, and
- c) they must be sent to and registered at the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> district, postal code 011017, Romania by any type of courier service with proof of delivery (bearing the signature of the shareholders or, as the case may be, their legal representatives) or by e-mail at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) by **6 September 2023, 5:00 PM** (Romanian time).

In order to identify and prove the shareholder capacity of a person making proposals to supplement the agenda (or addressing questions according to Article 117<sup>^</sup>2 paragraph (3) of Companies' Law and with Article 198 of Regulation no. 5/2018), the Company may request such person to provide a statement indicating the shareholder capacity and the number of shares held.

#### ***Information materials and questions related to the agenda***

Each shareholder, irrespective of how many shares he/she/it owns from the Company's share capital, has the right to ask questions regarding the issues on the agenda of the general meeting. The questions shall be sent to the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017 or to [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that they are received by the Company by **21 September 2023, 11:00 AM** (Romanian time), for the purpose of good process and preparation of the general meeting. Shareholders who did not submit the questions until **21 September 2023, 11:00 AM** (Romanian time), can address the questions during the general meeting. The Company shall answer the questions asked by the shareholders during the meetings; the questions may be answered as well on the Q&A section of the website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

The identification requirements mentioned above in the section on supplementing the agenda are also applicable to a natural person shareholder and/or the legal representative of a legal entity addressing questions regarding the items on the agenda of the OGM/EGM.

Commencing with the date of publication of this convening notice in Official Gazette of Romania, the general procedure for organizing general meetings (including the procedure for voting through a representative with a special/general power of attorney, the procedure which allows voting by correspondence, the procedure regarding secret vote), the templates of special and general power of attorney to be used for voting by representative by special/general power of attorney, and the templates to be used for voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

Commencing with **7 September 2023**, the templates of special power of attorney/ballot papers filed in with the names of the proposed Board of Nominees candidates to be used for voting by representative by special power of attorney/voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017,

Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

Commencing with one (1) month before the day of the meetings, all the other information materials regarding the items included on the agenda of the OGM/EGM, including the draft resolutions proposed to be passed within the meeting, shall be available at the same coordinates above-mentioned. The shareholders of the Company may receive, upon request, copies of the documents related to the issues on the agenda of the OGM/EGM.

### ***The attendance and voting to the General Meetings***

#### ***Global Depositary Receipts Holders***

In accordance with Regulation no. 4/2013, the persons holding Global Depositary Receipts (**GDRs**) (issued based on the shares issued by FP) at the Reference Date can vote within OGM/EGM through the means of the Issuer of the GDRs (i.e. The Bank of New York Mellon – **Issuer of the GDRs**) which will have the quality of shareholder within the meaning and for the application of the provisions of Regulation no. 5/2018 and Issuers' Law.

The Issuer of the GDRs is fully responsible for the correct, complete and on time information of the GDR holders, with the observance of the provisions comprised in the GDR issuance documents, with respect to the documents and supporting materials correspondent to the OGM/EGM made available by FP.

The Issuer of the GDRs will vote in the OGM/EGM in accordance and within the limits of the instructions of the GDR holders (having this quality at the Reference Date), as well as with the observance of the provisions comprised in the GDR issuance documents.

For computing the quorum of OGM/EGM, it will be taken into account only those supporting shares for which the Issuer of the GDRs cast a vote (including "abstention" votes) in accordance with the instructions of the GDR holders above-mentioned. The Issuer of the GDRs will inform FP about the percentage of the voting rights corresponding to the supporting shares for which it will cast votes until **21 September 2023, 11:00 AM** (Romanian time) **for documents regarding the OGM** and **21 September 2023, 12:00 PM** (Romanian time) **for documents regarding the EGM**.

The GDR holders will send to the entity where he/she/it has opened with the GDR account his/her/its voting instructions with respect to the agenda points of OGM/EGM, so that this information may be sent to the Issuer of the GDRs. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

The Issuer of the GDRs is fully responsible for taking all necessary measures so that the entity keeping record of the GDR holders, intermediaries involved in custodian services for the GDR holders and/or any entities involved in the evidence of the GDR holders, to report the voting instructions of the GDR holders with respect to the points of the OGM/EGM.

#### ***Shareholders***

The shareholders registered in the register of shareholders on the Reference Date may attend the OGM/EGM and vote as follows.

- a) in person, within OGM/EGM – direct vote;
- b) through a representative with a special or general power of attorney; or
- c) by correspondence.

#### ***Direct vote***

Shareholders may exercise the direct (personal) vote after proving their identity:

- a) in the case of **natural persons who are sole shareholders** - by presenting the identity card; identity cards submitted by shareholders must allow for their identification on the Company's shareholders registry as at the Reference Date issued by Depozitarul Central SA;
- b) in the case of **natural persons who are collective shareholders** – by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) in the case of **legal entity shareholders**, by presenting:
- an original or a true copy of the findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by the competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania;
  - the identity card or passport of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens).

For all above-mentioned cases, documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for documents attesting the legal representative's capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

The Fund Manager kindly asks shareholders to follow the Company's website and the Bucharest Stock Exchange website as it will announce any updates on this matter by means of current reports.

### **Power of attorney**

Shareholders may delegate other persons, except for the Fund Manager or its employees, Board of Nominees members, to represent them and vote in OGM/EGM based on a special or a general power of attorney described below as follows. For more details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website.

In case a shareholder is represented by a credit institution rendering custodian services, the latter may vote in the general shareholders' meeting based on and within the limits of the voting instructions received by electronic means, without being necessary that a special or general power of attorney to be drafted, provided that the said custodian credit institution submits to the Company a self-liability statement, signed by the bank's legal representative(s), stating (i) the name of the shareholder, written clearly, for which the credit institution votes in the OGM/EGM, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The said statement will have to be submitted in original with the Company, signed, and, if the case, stamped, or by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) until **21 September 2023, 11:00 AM** (Romanian time) **for documents**



regarding the OGM and 21 September 2023, 12:00 PM (Romanian time) for documents regarding the EGM.

***Vote by representative holding a special power of attorney***

A special power of attorney may be given for a single shareholders' meeting, as this OGM/EGM and shall contain specific voting instructions for this particular meeting with a clear indication of the voting option for each item on the agenda of the general meeting. The representation of shareholders in the OGM/EGM may be conducted by representatives by duly filling in and signing the template for the special power of attorney. The representation may be conducted both by other shareholders and by third parties. Shareholders lacking exercise capacity or with limited exercise capacity may provide other persons with a special power of attorney.

The special power of attorney shall be sent either (i) in original, to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania, or (ii) by e-mail with extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature, republished, at: [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that it is received by the Company by **21 September 2023, 11:00 AM (Romanian time) for documents regarding the OGM and 21 September 2023, 12:00 PM (Romanian time) for documents regarding the EGM.**

*Documents accompanying the special power of attorney:*

- a) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- b) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) for **legal entity shareholders**:
  - original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
  - copy of the identity card of the representative (the person especially delegated) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

A special power of attorney template:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials;
- b) shall be updated by the Company if new items are added to the OGM/EGM agenda and shall be published on the Company's website in its updated form;
- c) filed in with the names of the proposed Board of Nominees candidates, shall be made available to the shareholders by the Company starting with **7 September 2023** at the same coordinates and under the same conditions as the information materials;
- d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

If during the general meeting of shareholders certain items which were not included on the published convening notice are being discussed, in accordance with the legal provisions, the representative may vote on these items according to the interest of the represented shareholder.

Generally, a shareholder may mandate only one proxy to represent him/her/it at the OGM/EGM. However, the special power of attorney may nominate other person(s) as substitutes empowered to represent the shareholder at the OGM/EGM in case the said main proxy would be in impossibility to exercise his/her mandate. The special power of attorney must provide the order under which the said substitutes vote in case the proxy does not attend the OGM/EGM.

***Vote by representative holding a general power of attorney***

In opposition with the special one, the general power of attorney allows the proxy to vote on behalf of the shareholder in any aspect on the agenda of one or more companies identified in the power of attorney, individually or by general reference to a certain category of issuers, including disposal acts. The shareholder may grant a valid proxy for a period which shall not exceed three (3) years, unless the parties have expressly provided for a longer period.

For the mandate's validity, the proxy must be either an intermediary (in accordance with Article 2 para. (1) point (19) of Issuer's Law) or an attorney at law for whom the shareholder is a client.

Also, the proxy should not be in a conflict of interest situation, such as:

- a) It is a majority shareholder of FP, or of another entity, controlled by that respective shareholder;
- b) It is a member of an administration, management or supervisory body of FP, of a majority shareholder or of another entity, controlled by that respective shareholder;
- c) Is an employee or auditor of FP or of a majority shareholder or of another entity, controlled by that respective shareholder;
- d) Is a spouse or relative (up to, and including, fourth degree filiation) of one of the individuals mentioned above.

The proxy cannot be replaced by another person unless this right was expressly conferred to him/her by the shareholder in a power of attorney. If the proxy is a legal entity, then the latter may carry out the general mandate through any of member of its administration/management body or of one of its employees. These provisions do not affect the right of the shareholder to designated by a power of attorney one or more alternate proxies, according to the regulations described above regarding special proxies.

In view of the OGM/EGM, and before their first use, the general power of attorneys are to be sent to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017 so that it is received by the Company by **21 September 2023, 11:00 AM** (Romanian time) **for documents regarding the OGM** and **21 September 2023, 12:00 PM** (Romanian time) **for documents regarding the EGM**, in copy, certified as being the same with the original by the proxy or by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature,

republished, to [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro). The said copies are retained by FP, and a mention of this is inserted in the minutes of the general shareholders' meeting.

*Documents accompanying the general power of attorney:*

- a) proof that the proxy is an intermediary in accordance with Article 2 para. (1) point (19) of Issuer's Law or an attorney at law, and that the shareholder is the proxy's client;
- b) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- c) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- d) for **legal entity shareholders**:
  - original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform timely Depozitarul Central SA of its legal representative (so that the shareholders' registry at the reference date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
  - copy of the identity card of the representative (the proxy) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

The Company accepts a general a general power of attorney given by a shareholder, as a client, to an intermediary or to a lawyer, without requiring additional documents relating to that shareholder, if the general power of attorney is signed by that shareholder and is accompanied by an own responsibility statement given by the legal representative of the intermediary or by the lawyer who has received the general power of attorney, indicating that:

- a) the shareholder is a client of the proxy;
- b) the general power of attorney is signed by that respective shareholder (ink signed or through an extended electronic signature, as the case may be).

The said statement must be submitted in original at FP's headquarters or by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) (in the same time with the general power of attorney and at the same coordinates as indicated in this convening notice) signed by the intermediary/attorney at law (without other criteria being necessary as pertaining with its form).

A template of the general power of attorney for OGM/EGM shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials. The Company does not impose the use of the said forms.

### ***Vote by correspondence using the forms for voting by correspondence***

The vote of the shareholders at the OGM /EGM can also be expressed by correspondence, by duly filling in and signing the forms for the vote by correspondence.

The ballots by correspondence will be sent either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to the Company's headquarters in Bucharest, 76-80 Buzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that they are received by the Company by **21 September 2023, 11:00 AM** (Romanian time) **for documents regarding the OGM** and **21 September 2023, 12:00 PM** (Romanian time) **for documents regarding the EGM**.

Documents accompanying ballot papers:

- a) for **natural person shareholders** – copy of identity card, allowing for identification thereof in the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for Romanian citizens or passport for foreign citizens) along with the proof of legal representative capacity;
- b) in case of **collective natural person shareholders** by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) for **legal entity shareholders**:
  - original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date of the general meeting convening notice was published in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania.

Documents in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative drafted in a language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature, republished, at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

A ballot template for voting by correspondence:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials and the forms for the special powers of attorney;
- b) filed in with the names of the proposed Board of Nominees candidates, shall be made available to the shareholders by the Company starting with **7 September 2023** at the same coordinates and under the same conditions as the information materials;
- c) shall be updated by the Company if new items are added to the OGM/EGM agenda and shall be published on the Company's website in its updated form.

If a shareholder voted by sending a ballot paper by correspondence, but then attends the OGM/EGM either personally or through a proxy (provided a special/general power of attorney has been submitted under the conditions above-mentioned), the correspondence vote shall be annulled and only the direct or the vote expressed through the proxy shall be taken into consideration.

If the person representing the shareholder at the general shareholders' meeting is other than the person who expressed the correspondence vote, then for its validity, the proxy must present at the general meeting a written revocation of the correspondence vote, signed by the shareholder or by the representative who expressed the correspondence vote. This will not be applicable if the shareholder or its legal representative is present at the general meeting.

Voting by correspondence may be expressed by a representative only if he/she:

- a) has received from the shareholder that he/she represents a special/general power of attorney; or
- b) the representative is a credit institution providing custody services.

The general procedure for the organisation of general meetings (which shall be available at the same coordinates and in the same conditions as the information materials) details the procedure allowing both the vote by representative with special/general power of attorney, vote through a custodian bank and the vote by correspondence, and the shareholders must comply with the said procedure. Special/General powers of attorney and ballots for voting by correspondence must be signed by all the natural person collective shareholders or their legal representatives (in the case of natural persons lacking exercise capacity or with limited exercise capacity), who shall assume both their capacity (proven by means of evidentiary documents attached to the special/general power of attorney/ballot) and the signature authenticity.

The checking and validation of the special/general powers of attorney submitted, as well as the centralization, checking, validation, and records of the votes by correspondence shall be performed by a commission established within the Company, whose members shall safely keep these documents, as well as the confidentiality of the votes thus expressed. Powers of attorney and voting ballots shall also be checked by the OGM/EGM secretary. In the event that the agenda is supplemented, and the shareholders fail to send the updated special powers of attorney and/or ballots for voting by correspondence, the special powers of attorney and ballots sent prior to the supplementation of the agenda shall be considered only with reference to the items therein which are also found on the supplemented agenda. All discussions held during the OGM/EGM are audio recorded. If participants want to obtain a copy of the recordings, these will be available at the FP registered office, in exchange for a fee (the cost will not exceed the value of expenses incurred by FP in relation to transferring the audio recording to material support), within thirty (30) days after the OGM/EGM date. Additional information may be obtained from the Department for Shareholders' Relations at the telephone number + 40 21 200 96 28 (or through reception at + 40 21 200 96 00; fax: +40 21 316 300 048; e-mail: [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro)) and on the Company's website: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

After the OGM/EGM, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation of recording and counting of votes by the Company. The request of such confirmation may be asked for within one (1) month as of the voting date. In this case, the Company will send the shareholder an electronic confirmation of recording and counting of votes, according to the provisions of article 97 para. (3) of Issuers' Law and of article 7 para. (2) of CE Regulation 1212/2018, in the format set out in Table 7 of Annex to the CE Regulation 1212/2018.

SOLE DIRECTOR  
Franklin Templeton International Services S.à r.l.

By: \_\_\_\_\_  
Johan Meyer,  
Permanent Representative