









# **Key Facts**



31 January 2023 NAV	RON	USD			
Total NAV	14.57 bn	3.21 bn			
NAV / Share	2.5723	0.5658			
Key trading figures as at 27 February 20	023				
Price / Share	2.1100	0.4532			
Price / GDR	105.22	22.60			
Market Capitalization <sup>1</sup>	11.95 bn	2.57 bn			
Discount per Share	(17.97)%				
Discount per GDR	(20.11)%				



——Adjusted Share Price (RON) ——Discount / Premium (%)

Source: FP January 2023 Factsheet, BVB and Bloomberg, NBR for the USD/RON FX rate, Fund Manager calculations.

Note 1: The discount / premium is calculated based on the latest published NAV available for the day of the calculation.

Note 2: The USD values are calculated based on the NBR FX as at the day of the calculation.

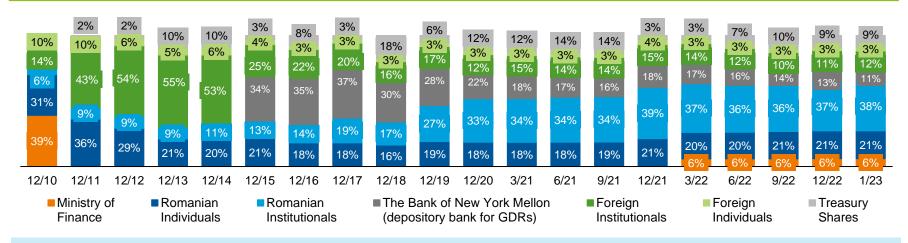
<sup>1.</sup> Excluding Treasury shares and the equivalent number of shares corresponding to the GDRs repurchased as at 31 January 2023.



### Shareholder structure







#### All treasury shares repurchased by the Fund are being cancelled on a regular basis.

#### Largest Shareholders<sup>2</sup>

NN Private Pension Funds	11.24%
Silver Point Capital Funds	8.81%
Ministry of Finance	5.97%
Allianz-Tiriac Private Pension Funds	5.05%
Total Number of Shareholders <sup>3</sup>	17,113

- 1. Note: Based on the paid share capital starting December 2011. Source: FP shareholder structure reports.
- 2. Based on the total voting rights as declared by shareholders through the ownership disclosures submitted on: 7 July 2022 by Silver Point Capital Funds, 11 April 2022 by NN Private Pension Funds, 1 April 2022 by Ministry of Finance, and 1 July 2019 by Allianz-Tiriac Private Pension Funds.
- 3. Source: FP shareholder structure report as at 31 January 2023.



### FONDUL

# **NAV**, Share price and GDR Performance



#### **Cumulative Performance<sup>1</sup>**

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	YTD <sup>2</sup>	Since Performance Inception <sup>2</sup>
NAV (RON)	(0.5)%	8.9%	13.3%	1.4%	(0.6)%	7.3%	13.1%	19.9%	31.2%	2.2%	47.8%	19.1%	0.1%	325.9%
Share Price (RON)	(30.3)%	38.3%	61.3%	14.5%	(4.1)%	4.9%	21.5%	9.9%	49.1%	37.8%	48.5%	12.2%	(0.5)%	647.7%
GDR (USD)	N/A	N/A	N/A	N/A	N/A	1.2%	35.9%	(1.9)%	41.4%	48.5%	42.0%	3.9%	2.8%	246.9%



#### **Average Discount to NAV**

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	YTD <sup>3</sup>	Current <sup>3</sup>
Share Price	(55.7)%	(50.1)%	(40.7)%	(30.9)%	(29.1)%	(32.1)%	(28.1)%	(29.5)%	(29.4)%	(21.1)%	(5.7)%	(21.6)%	(19.7)%	(18.0)%
GDR	N/A	N/A	N/A	N/A	(29.6)%	(30.0)%	(27.0)%	(29.8)%	(30.7)%	(21.7)%	(7.6)%	(22.4)%	(19.7)%	(20.1)%

Source: BVB, Bloomberg, FP Factsheets.

Note: The discount is calculated based on the latest published NAV available for the day of the calculation.

The Performance Inception date for the NAV is 31 December 2010, for the Share Price is 25 January 2011, and for the GDRs is 29 April 2015.

- 1. Dividend adjusted.
- 2. As at 31 January 2023.
- 3. As at 27 February 2023.



## **Attribution to NAV Performance for Q4 2022**









Company	Status	Weight in total NAV <sup>1</sup>	Change in NAV performance	Change in NAV per share (RON)	% Change in share price / NAV per share
E-Distributie Banat SA	Unlisted	1.5%	0.52%	0.0139	59.8%
E-Distributie Dobrogea SA	Unlisted	1.2%	0.46%	0.0123	70.7%
E-Distributie Muntenia SA	Unlisted	1.3%	0.37%	0.0099	44.6%
Engie Romania SA	Unlisted	3.0%	0.27%	0.0072	10.3%
Societatea Nationala a Sarii SA	Unlisted	1.9%	0.13%	0.0035	8.0%
Hidroelectrica SA	Unlisted	76.5%	(6.26)%	(0.1687)	(8.0)%
Enel Energie SA	Unlisted	0.1%	(0.26)%	(0.0069)	(64.6)%
Enel Energie Muntenia SA	Unlisted	0.0%	(0.21)%	(0.0058)	(100.0)%
CN Administratia Porturilor Maritime SA	Unlisted	1.9%	(0.10)%	(0.0028)	(5.3)%
CN Administratia Canalelor Navigabile SA	Unlisted	0.1%	(0.01)%	(0.0004)	(14.4)%
TOTAL NAV PER SHARE CHAN	IGE			(0.1234)	(4.6)%

Note: The amounts are adjusted with the dividends declared by the companies, according with FP accounting policy.

<sup>1. 31</sup> December 2022 NAV report.



### **Attribution to NAV Performance for 2022**









Company	Status	Weight in total NAV <sup>1</sup>	Change in NAV performance	Change in NAV per share (RON)	% Change in share price / NAV per share
Hidroelectrica SA	Unlisted	76.5%	25.56%	0.5782	30.7%
Societatea Nationala a Sarii SA	Unlisted	1.9%	0.65%	0.0147	26.3%
CN Aeroporturi Bucuresti SA	Unlisted	4.9%	0.29%	0.0066	5.8%
Posta Romana SA	Unlisted	0.1%	0.06%	0.0013	56.1%
Zirom SA	Unlisted	0.2%	0.02%	0.0005	38.6%
OMV Petrom SA	Listed	0.0%	(1.12)%	(0.0252)	Sold in Dec 2022
Engie Romania SA	Unlisted	3.0%	(0.62)%	(0.0140)	(15.7)%
Enel Energie SA	Unlisted	0.1%	(0.30)%	(0.0067)	(64.6)%
Enel Energie Muntenia SA	Unlisted	0.0%	(0.25)%	(0.0057)	(100.0)%
E-Distributie Banat SA	Unlisted	1.5%	(0.24)%	(0.0055)	(13.1)%
TOTAL NAV PER SHARE CHA	NGE			0.3077	13.6%

Note: The amounts are adjusted with the dividends declared by the companies, according with FP accounting policy.

<sup>1. 31</sup> December 2022 NAV report.

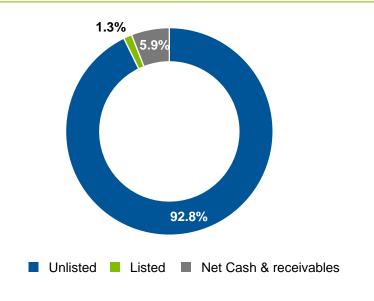




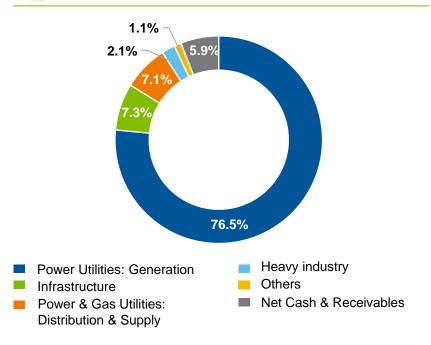
### Portfolio Structure











- As at 31 January 2023, the portfolio included stakes in 32 companies (5 listed and 27 unlisted).
- The net cash and receivables as at 31 January 2023 was USD 190.1 million<sup>2</sup>.
- 1. Source: FP January 2023 Factsheet.
- 2. Source: 31 January 2023 NAV report, based on the NBR RON/USD FX rate as at 31 January 2023.







Portfolio Company	Status	Majority Shareholder	% FP Stake <sup>1</sup>	NAV as at 31 January 2023 (USD mn)	% in NAV as at 31 January 2023
Hidroelectrica	Unlisted	Romanian State	19.9%	2,452.1	76.5%
Bucharest Airports	Unlisted	Romanian State	20.0%	156.8	4.9%
Engie Romania	Unlisted	Engie	12.0%	96.9	3.0%
Constanta Port	Unlisted	Romanian State	20.0%	62.2	1.9%
Salrom	Unlisted	Romanian State	49.0%	60.2	1.9%
E-Distributie Banat	Unlisted	Enel Group	24.1%	46.8	1.5%
E-Distributie Muntenia	Unlisted	Enel Group	12.0%	40.4	1.3%
E-Distributie Dobrogea	Unlisted	Enel Group	24.1%	37.5	1.2%
Top Portfolio Holdings				2,952.9	92.2%
Net Cash and Receivables				190.1	5.9%
Total NAV				3,205.4	
NAV Per Share (USD)				0.5658	

Source: FP January 2023 Factsheet.

Note: Values in USD calculated using the NBR RON/USD FX rate as at 31 January 2023.

<sup>1.</sup> Based on the FP 31 December 2022 Detailed Statement of Investments.





# **Hidroelectrica – Update (I)**

	2021	Prelim. 2022	% y.o.y.							
Financial results (RON mn)										
Operating revenues	6,501.3	9,121.1	40.3%							
Operating result	3,478.0	4,762.0	36.9%							
EBITDA	4,668.6	5,853.7	25.4%							
Net profit	3,019.5	4,006.9	32.7%							
Operational results										
Total electricity sold (TWh)	17.11	14.33	(16.2)%							
Electricity sold out of own production (TWh)	16.51	13.25	(19.7)%							
Average realised electricity selling price (RON/MWh)	339.2	560.0	65.1%							

#### 2022 preliminary results

- According to management, on a stand-alone basis, the company registered in 2022 total costs with:
  - windfall tax of RON 557.1 mn versus RON 113.2 mn in 2021.
  - turbinated water of RON 451.0 mn, down 16.5% y.o.y., driven by lower electricity production volume.
- At the end of December 2022:
  - the cash and equivalents position stood at RON 4.13 bn
  - the total interest-bearing debt amounted to RON 498.4 mn, compared to RON 579.3 mn as at the end of December 2021.
- Over the period, operating cash-flow amounted to RON 4,511.7 mn, versus RON 3,952.9 mn during 2021.
- CAPEX carried out by the company in 2022 amounts to RON 194.1 mn versus RON 829.3 mn in 2021 (out of which RON 635.2 mn was related to the acquisition of Crucea Wind Park).

Source: Hidroelectrica 2021 annual financial results and 2022 preliminary data, based on an individual basis, as provided by the management.



### **Hidroelectrica – Update (II)**





#### **Corporate governance**

- In October 2022, shareholders approved the initiation of the selection process for the Supervisory Board in accordance with the provisions of GEO no. 109 / 2011. The selection process, conducted by the Ministry of Energy with the assistance of an independent HR recruitment specialist, is currently ongoing. The deadline for submission of applications was 20 February 2023.
- The 4-year mandate of all the seven members of the Supervisory Board appointed in 2019 expired on 5 February 2023.
   Subsequently, a new Supervisory Board with the same composition was appointed for an interim mandate of 4 months or until the finalisation of the selection process mentioned above, in case it occurs before the expiration of the 4-months mandate period.
- On 7 December 2022, Mr. Andrei Gerea was appointed as interim member of the Directorate for a period of 4 months, replacing Mr. Radu Pop.
- Following a court case initiated in 2020 by an employee of the company, the Bucharest Court annulled in April 2022, the recruitment procedure and the selection process that was carried out by the company during 10 April 4 June 2019, for the selection of the 5 members of the Directorate. According to the decision, the company is obliged to issue a new decision for a new recruitment process. Hidroelectrica appealed the Court decision and a ruling on the matter is expected in the next period.



#### **IPO**

- The Fund, Hidroelectrica, and the consortium of investment bank are conducting intensive work to complete the IPO process in 2023.
- The Romanian State committed in PNRR to the listing of Hidroelectrica by the end of H1 2023.

Source: Hidroelectrica GSM decisions. Hidroelectrica reports.





# **OMV Petrom – Accelerated Bookbuild Offering**





### **Deal size**

- 1,777,067,726 ordinary shares
- 2.855 stake of the company i.e., entire stake held



### **Pricing**

- Selling price: RON 0.43 /share
- Gross proceeds: RON 764,139,122.18
- Discount to the last closing price<sup>1</sup>: 7.4%



#### **Timetable**

- Launch date: 13 December 2022
- Pricing date: 14 December 2022
- Settlement date: 16 December 2022



### **Use of proceeds**

 DCM implementation: buyback programme, payment of potential dividends



#### **Bookrunners**

- Joint Global Coordinators and Joint Bookrunners:
   Erste Group Bank AG and SSIF Swiss Capital S.A.
- Joint Bookrunners: Banca Comercială Română S.A. and Auerbach Grayson and Company LLC

Source: Fund Manager current reports.

1. Closing share price prior to the announcement date regarding the launch of the Accelerated Bookbuild Offering process.





# **Bucharest Airports – Update**

Financials	2016	2017	2018	2019	2020	2021	Prelim. 2022	% y.o.y.
Operating revenues (mn RON)	754.7	890.9	992.6	1,066.6	405.6	578.0	999.5	72.9%
Operating result (mn RON)	263.6	337.6	445.9	399.0	(175.3)	40.8	280.1	586.5%
Net Income / Loss (mn RON)	224.7	290.7	371.8	359.6	(146.4)	34.0	215.7	534.4%
Number of passengers (mn)	10.99	12.84	13.84	14.73	4.47	6.92	12.61	82.2%

- In Q4 2022, traffic was **down by 8%** compared to Q4 2019, which was at a **historical peak** and just before the start of the pandemic.
- Overall traffic in 2022 reached 12.6 mn passengers, 14% below pre-pandemic levels.
- Traffic recovery led to improved financial results, preliminary 2022 results showing a net profit of RON 215.7 mn, **up six times** compared to 2021.

Source: CN Aeroporturi Bucuresti IFRS financial statements, Bucharest Airports traffic reports, 2023 Budget.





# **Constanta Ports – Update**

							Prelim.	
Financial performance	2016	2017	2018	2019	2020	2021	2022	% y.o.y.
Operating revenues (RON mn)	314.0	330.5	345.2	369.0	398.8	418.9	493.3	17.8%
Operating profit (RON mn)	54.8	93.8	95.8	117.0	145.9	140.6	128.6	(8.5)%
Net Income (RON mn)	36.8	79.7	75.7	108.2	130.3	130.5	117.0	(10.3)%
Total traffic (thousands tons)	59.4	58.4	61.3	66.6	60.4	67.5	75.6	12.0%

- In 2022 traffic volumes reached an all-time high of 75.6 mn tons, including one-off traffic triggered by the war in Ukraine (approximatively 11.85 mn tons).
- The management estimates that while revenues also jumped by 24%, profitability slightly deteriorated to RON 117 mn.

Source: Constanta Port financial statements and annual report, management estimates, 2023 Budget.







							Prelim.	
Financial performance	2016	2017	2018	2019	2020	2021	2022	% y.o.y.
Operating revenues (RON mn)	312.4	394.1	436.9	469.2	300.2	374.5	521.0	39.1%
Operating profit (RON mn)	36.3	107.3	93.5	84.6	15.8	70.1	144.9	106.7%
Net Income (RON mn)	27.4	81.1	76.4	77.0	11.5	60.2	141.7	135.4%

- Corporate Governance: In January 2023, shareholders approved the re-launch of the selection process for Board members based on GEO no. 109 / 2011, with the selection procedure being conducted at the level of the Ministry of Economy.
- IPO: The Fund and Salrom continue to prepare for an IPO during 2023.

Source: Salrom financial statements and annual report, management estimates, 2023 Budget submitted for shareholders' approval.









### **Distributions to Shareholders**





### **Annual Distributions to Shareholders (RON mn)**



#### The total distributions through buy-backs and cash would amount to RON 18.0 bn / USD 4.6 bn<sup>4</sup>

Source: Fund Manager calculations, Fund Manager annual results reports, Fund Manager current reports.

Note: Values exclude related acquisition fees. USD values based on the NBR average USD/RON FX for each year. For 2023, average RON / USD FX as at 27 February.

- 1. Based on the total annual distributions through buy-backs and cash, the average closing share price on BVB for the respective year, and the average number of paid shares excluding Treasury shares at year-end. For 2023: average closing share price as at 27 February and average number of paid shares excluding Treasury shares as at 31 January.
- 2. 2021 Gross distributions figure refers to the 3 special gross distributions approved during the year.
- 3. Fund Manager estimations based on buybacks as at 31 January, ongoing 11<sup>th</sup> Tender offer for 225 mn shares, RON 0.05 per share dividend distribution proposed for shareholders' approval during the 21 April 2023 Annual GSM, and number of paid shares excluding Treasury shares as at 31 January.
- 4. As at 27 February 2023, average NBR RON/USD FX as at 27 February 2023.







Program	Period	Status	No. of shares (to be) repurchased /% of the Fund's issued share capital	Average share price (RON / share)	Broker	Cancellation of shares <sup>1</sup>
13 <sup>th</sup>	Jan – Dec 2022	Finalized	549.02 mn / 8.83%	2.1078 <sup>2</sup>	Auerbach Grayson, Swiss Capital	The cancellation of shares is submitted for shareholders' approval during the 21 April 2023 Annual GSM
14 <sup>th</sup>	Jan – Dec 2023	Ongoing	3.50 bn / 56.29%	2.0772 <sup>3</sup>	Auerbach Grayson, Swiss Capital	The cancellation of shares will be subject to shareholders' approval in 2024

Source: Fund Manager current reports, Fund Manager calculations.

- 1. To be effective, the FSA endorsement is legally required, and the shareholders' resolution for the share capital decrease needs to be registered with the Trade Register.
- 2. As at 31 December 2022. Based on the 549,019,085 shares repurchased (460,629,885 ordinary shares and 88,389,200 equivalent shares of the GDRs repurchased).
- 3. As at 31 January 2023. Based on the 3,134,371 shares repurchased (3,045,971 ordinary shares and 88,400 equivalent shares of the GDRs repurchased).



### **Eleventh Tender Offer**







#### Size of the Offer

225,000,000 shares in the form of shares and / or GDRs



### **Purchase price**

RON 2.19 per share and the USD equivalent of RON 109.50 per GDR



#### **Subscription period**

10 February - 13 March 2023



Pro-rata



### Intermediary

Swiss Capital S.A.



# Dealer managers

Swiss Capital S.A. and Auerbach Grayson



# **GDR Tender Agent**

The Bank of New York Mellon

Source: Fund Manager current report and Tender Offer documentation.





### Cash distribution recommendation for 2022 FY



- Considering the provisions of the Annual Cash Distribution Policy, the available cash balance and the ongoing DCM measures (ongoing 11<sup>th</sup> Tender offer), the Fund Manager proposes to shareholders for their approval, a cash distribution of RON 0.05 per share.
- The Sole Director intends to use any cash inflows related to portfolio events occurring during 2023 to further implement the DCM 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 to shareholders the payment of a potential dividend(s) (subject to market conditions and any restrictions under Romanian legal or tax regulations and to required shareholders' approval).
- The above-mentioned DCM techniques will be separate from any distributions resulted from the ongoing listing projects.

Source: 21 April 2023 Annual GSM documentation, Fondul Proprietatea Annual Cash Distribution Policy, Fondul Proprietatea Investment Policy Statement.





## 21 April 2023 Annual GSM agenda – Main points



Only the persons registered as shareholders of Fondul Proprietatea on 23 March 2023 (the Reference Date) in the register of shareholders kept by Depozitarul Central S.A. have the right to participate and vote at the GSMs that will take place starting 11.00 A.M. Romanian time, at InterContinental Athenee Palace Hotel, Le Diplomate Salon, 1 – 3 Episcopiei street, 1st district, Bucharest

### **EGM** agenda

- The approval of several amendments to the Constitutive Act of Fondul Proprietatea.
- The approval of the decrease of the subscribed share capital of Fondul Proprietatea pursuant to the cancellation of the own shares acquired by Fondul during 2022.
- The approval of the decrease of the legal reserve of the Fund by RON 20.21 mn representing 20.63% of the share capital, to RON 646.65 mn representing 20.00% of the share capital.

Source: 21 April 2023 Annual GSM documentation.

#### **OGM** agenda

- The presentation by:
  - The AIFM of the Performance Report for the period 1 January 31 December 2022
- The Board of Nominees of its annual report for 2022 FY, including its Review Report in relation to the Performance Report
- The approval of the Annual Activity Report of the Sole Director for the 2022 FY, including the IFRS and the auditor report.
- The approval to cover, from other reserves, the negative reserves arising out of the cancellation of the treasury shares acquired during 2022.
- The approval to allocate to other reserves from the 2022 net audited accounting profit an amount of RON 908.85 mn to be used for covering the negative reserves estimated to arise from the cancellation of treasury shares acquired in 2022.
- The approval of the 2022 remaining net accounting profit allocation, including the approval of the gross annual dividend of RON 0.05 per share corresponding to the 2022 FY profit.



### 2023 Financial calendar



2023 Annual GSM

 Publication of the H1 2023 Results

Results
 Conference Call

28 February

21 April

12 May

31 August

15 November

- Publication of the 2022 Annual Results
- Results Conference Call

- Publication of the Q1 2023 Results
- Results
   Conference Call

- Publication of the Q3 20223 Results
- Results
   Conference Call





More information about the Investor Relations Calendar can be found on the Fund's website <a href="https://www.fondulproprietatea.ro">www.fondulproprietatea.ro</a>













## **Statement of Financial Position**

RON mn	31 December 2022 Audited	31 December 2021 Audited
Cash and current accounts	73.8	68.2
Deposits with banks	912.6	347.4
Government bonds	_	77.1
Equity investments	13,696.6	12,577.7
Non-current assets held for sale	<del>_</del>	1,135.2
Other assets	0.6	0.3
Total assets	14,683.6	14,205.9
Payables	27.3	38.8
Other liabilities	86.8	409.6
Total liabilities	114.1	448.4
Total equity	14,569.5	13,757.5
Total liabilities and equity	14,683.6	14,205.9

Source: 2022 Annual results report.





# **Statement of Comprehensive Income**

DON	2022	2021
RON mn	Audited	Audited
Net unrealised gain from equity investments at fair value through profit or loss	1,961.5	4,455.7
Gross dividend income	934.9	655.1
Net gain/ (loss) from other financial instruments at fair value through profit or loss	250.2	(4.5)
Net realised loss from non-current assets held for sale	(157.0)	_
Net realised loss from equity investments at fair value through profit or loss	(117.7)	_
Interest income	25.1	13.7
Other expense, net <sup>1</sup>	4.40	5.4
Net operating income	2,901.4	5,125.4
Administration fees recognised in profit or loss	(79.4)	(84.0)
Other operating expenses	(45.8)	(22.6)
Operating expenses	(125.2)	(106.6)
Finance costs	(0.1)	(0.1)
Profit before income tax	2,776.1	5,018.7
Withholding tax on the dividend income	(6.7)	(6.1)
Profit for the year	2,769.4	5,012.6
Other comprehensive income	<del>_</del>	<del></del>
Total comprehensive income for the year	2,769.4	5,012.6

Source: 2022 Annual results report.

<sup>1.</sup> Other income/ (expenses), net included mainly the net gain/ (loss) from fair value changes related to government securities, net foreign exchange gain/ (loss), net impairment losses on receivables and other operating income/ (expenses).







## To ask a question:

- use the Ask a question box or,
- use one of the displayed phone numbers and press \*, followed by no.1 on your telephone keypad.







Fondul Proprietatea
Premium Point
Buzesti Street 76-80, 1st District
Bucharest 011017
www.fondulproprietatea.ro

# **Thank You**





