

To Bucharest Stock Exchange  
Romanian National Securities Commission

*The current report according to Art. 113 point A, paragraph (1) letter j) of the Romanian National Securities Commission Regulation no. 1/2006 regarding the issuers and the operations with securities, as subsequently amended and completed, as well as the provisions of art. 99 in the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments*

Report date:	26 October 2012
Name of the issuing entity:	SC Fondul Proprietatea SA
Registered office:	78-80 Buzesti St., 7 <sup>th</sup> floor, district 1, Bucharest, postal code 011017
Phone/fax number:	Tel.:+40 212009600; Fax:+40212009631
Sole Registration Code with the Trade Register Office:	18253260
Order number in the Trade Register:	J40/21901/2005
Subscribed share capital:	RON 13,778,392,208
Paid share capital:	RON 13,412,780,166
Regulated market on which the issued securities are traded:	Bucharest Stock Exchange

**Important events to be reported - S.C. Fondul Proprietatea SA (the "Fund"): Update on all litigations between Ioana Sfirăială (the "Litigant") and the Fund**

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch (the "Fund Manager"), in its capacity as Sole Administrator and Fund Manager of the Fund, would like to update shareholders and investors on the latest news in some cases between the Litigant and the Fund:

1. Today the Bucharest Court of Appeal communicated the full decision document in relation to the appeal filed by the Fund in the file no. 47039/3/2010. The decision issued by the Bucharest Court of Appeal is irrevocable but an extraordinary appeal can be filed. The Fund Manager will update shareholders and investors if decides to take any further actions.

The Fund Manager reminds the Fund's shareholders that the file relates to alleged breach of a procedural formality by the previous management of the Fund when calling the 6 September 2010 General Shareholders Meeting ("GSM") and a claim for annulment of 4 resolutions from that GSM as a result.

For the avoidance of any confusion, the Fund Manager notes that the version of the Constitutive Act to which the Court decision relates is not the one currently in force. New versions of the Constitutive Act were approved by the Fund's shareholders with vast majority during the 29 November 2010 GSM, the 23 November 2011 GSM and the 4 April 2012 GSM. Furthermore, new resolutions at the 25 April 2012 GSM specifically reiterated the shareholders' approval of the objects of all the resolutions to which this Court decision relates; these were proposed by a shareholder and approved by shareholders with over 96% majority. Finally, we note that the selection of the Fund Manager and approval and execution of the management agreement was concluded and approved by shareholders at GSMs in September 2009 and February 2010, long before the GSM to which this decision relates.

Accordingly, FTIML will continue to manage the Fund in accordance with its management agreement with the Fund, with the current Constitutive Act, and with the shareholders' decisions, in collaboration with the Board of Nominees.

2. On 25 October 2012 the Bucharest Court issued the decision in relation to file 40290/3/2012, upholding that the Litigant had renounced her request. The decision can be appealed.

The case 40290/3/2012 was started by the Fund and the Fund Manager in order to challenge the registration of a request filed by the Litigant with the Trade Register asking to erase the registrations with Trade Register made based on the Extraordinary General Meeting of Shareholders Resolutions 1, 2, 8 and 9 / 2010. On 15 October 2012, the Litigant filed a request with the Trade Register stating that she intended to renounce the initial request, but during the hearing on 25 October 2012 the Litigant announced that this was an error and it was not her intention to renounce. However, based on the provisions of the Civil Procedure Code, the court upheld that the Litigant had renounced the request.

Further details about all cases between the Litigant and the Fund, as set out in the table are attached as an Annex to this report. The table has also been updated with details of two new cases (file no. 41079/3/2012 and no. 41466/3/2012), and the latest news on other ongoing cases.

The Fund Manager will continue to update shareholders and investors of any further material developments in these files, and will continue to vigorously defend the interests of the Fund and all its shareholders.

**Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, acting as Sole Administrator on behalf of S.C. FONDUL PROPRIETATEA S.A.**

**Oana Valentina Truța**

**Legal Representative**

File number	Court	The object of the court file	Status	Next hearing
File no. 40290/3/2012	Bucharest Court	Challenging the registration of the request filed by the Litigant to Trade Register asking to erase the registrations with Trade Register made based on General Meeting of Shareholders Resolutions 1, 2, 8 and 9 / 2010.	First stage ended. On 15 October 2012, the Litigant filed a request with the Trade Register stating that she intended to renounce the initial request, but during the hearing on 25 October 2012 the Litigant announced that this was an error and it was not her intention to renounce. On 25 October 2012 the Court announced the decision to uphold that the Litigant renounced to the initial request.	N/A
File no. 77743/3/2011	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	Ongoing. During the first hearing, the Fund filed a set of documentation and the Litigant asked for a delay to study the documentation.	30 October 2012
File no. 15967/3/2012	Bucharest Court	Blocking the registration of: - EGM Resolution no. 9 of 25 April 2012 for the ratification of the Fund's Constitutive Act with subsequent amendments, - EGM Resolution no. 10 of 25 April 2012 for the adoption of the Fund's Constitutive Act with subsequent amendments	Ongoing. Decision in favour of the Fund. On 10 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 9 and 10 of 4 April 2012. The Litigant filed a request of correction of the decision for errors. On 23 October 2012 the Litigant filed another recusal request against the judge. The Court fixed a new hearing for settling the recusal request filed by the Litigant.	30 October 2012
File no. 41079/3/2012	Bucharest Court	Request for intervention filed by the Litigant with the Trade Register asking not to register the court decision issued in file 26255/3/2012 where the Bucharest Court ruled in favour of the Fund. The Fund has not received the documentation form the Bucharest Court.	Still awaiting the first hearing.	30 October 2012
File no. 41466/3/2012	Bucharest Court	Challenging the registration of the request filed by the Litigant to Trade Register asking to publish the Bucharest Court decision issued in December 2011 in Official Gazette Part IV. We have not received the subpoena by the date of the report.	Still awaiting the first hearing.	1 November 2012
File no. 40291/3/2012	Bucharest Court	Challenging the registration of the request filed by the Litigant to Trade Register asking to mention the request of erasing the registrations with Trade Register made based on Extraordinary general meeting of Shareholders 1, 2, 8 and 9 / 2010.	Ongoing. On 25 October 2012, the Court postponed the hearing for 1 November 2012.	1 November 2012
File no.	Bucharest	Challenging the EGM Resolution for modifying the	Ongoing. On 2 October 2012, the Court fixed a	6 November 2012

4499/3/2012	Court	Constitutive Act approved by shareholders on 23 November 2011.	new hearing for 6 November 2012. The file has the same object as file 77743/3/2011.	
File no. 15966/3/2012	Bucharest Court	Blocking the registration of: - the Fund's Ordinary General Shareholders Meeting (OGM) Resolution no. 13 of 25 April 2012 for the ratification of all OGM resolutions approved during 6 September 2010 - 24 April 2012 (other than Resolutions no. 8 and 9 of 6 September 2010); - OGM Resolution no. 14 of 25 April 2012 for the adoption of all OGM resolutions approved during 6 September 2010 - 24 April 2012 (other than resolution 8 and 9 of 6 September 2010), - OGM Resolution no. 15 of 25 April 2012 for the ratification of the Investment Management Agreement.	Ongoing. On 24 September 2012, the Litigant filed additional documentation and the court rescheduled the hearing to allow time for studying the documentation.	19 November 2012
File no. 3295/3/2012	Bucharest Court of Appeal	The Fund has not received the subpoena in this case. The Fund Manager identified this file on the webpage of the Bucharest Court and joined the hearing on 29 June 2012 in front of Bucharest Court, without receiving a subpoena for it. From comments at the hearing, it appears that the case was started for challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	Claim dismissed; Litigant has appealed. On 29 June 2012, as a result of an administrative procedure, the Bucharest Court dismissed the request because the stamp duty was not fully paid. From Bucharest Court of Appeal website we were informed that the Litigant appealed the decision. The first hearing is set for 21 November 2012.	21 November 2012
File no. 15967/3/2012	Bucharest Court of Appeal	Blocking the registration of: - EGM Resolution no. 9 of 25 April 2012 for the ratification of the Fund's Constitutive Act with subsequent amendments, - EGM Resolution no. 10 of 25 April 2012 for the adoption of the Fund's Constitutive Act with subsequent amendments	Decision in favour of the Fund; Litigant has appealed. On 10 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 9 and 10 of 4 April 2012. The Litigant appealed the decision of Bucharest Court.	28 November 2012
File no. 7171/3/2012	Bucharest Court	The Fund has not received the subpoena in this case.	Still awaiting the first hearing.	3 December 2012
File no. 31773/301/2012	Bucharest 3rd District Court	The Fund started the case for recovering some legal fees.	Still awaiting the first hearing.	10 December 2012
File no. 8541/3/2012	Bucharest Court	Challenging the convening notice for General Meeting of shareholders organized for 25 April 2012.	Still awaiting the first hearing.	13 December 2012
File no. 40330/3/2012	Bucharest Court	Request for erasing. The Fund has not received any documentation from the Bucharest Court.	Still awaiting the first hearing.	11 January 2013

<b>File no.</b> <b>15961/3/2012</b>	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> <li>- OGM Resolution no. 16 of 25 April 2012 for the adoption of the Investment Management Agreement.</li> <li>- OGM Resolution no. 17 of 25 April 2012 for the ratification of all the legal acts concluded by FTIM Bucharest Branch as Sole Administrator of Fondul Proprietatea S.A. during 6 September 2010 - 24 April 2012,</li> <li>- OGM Resolution no. 18 of 25 April 2012 for the adoption of all the legal acts concluded by FTIM Bucharest Branch as Sole Administrator of Fondul Proprietatea S.A. during 6 September 2010 - 24 April 2012.</li> </ul>	Ongoing. On 9 October 2012 the Court set a new hearing for settling a request by Litigant for recusal of the judge. On 23 October 2012 the Bucharest Court rejected the recusal request filed by the Litigant.	Pending
<b>File no.</b> <b>26253/3/2012</b>	Bucharest Court	Blocking the registration of OGM Resolution no. 22/2012 approved on 27 June 2012 - the approval for hiring independent evaluators for NAV calculation.	Ongoing. On 9 October 2012 the Court set a new hearing for settling a request by Litigant for recusal of the judge. On 23 October 2012 the Bucharest Court rejected the recusal request filed by the Litigant.	Pending
<b>File no.</b> <b>7548/3/2011</b>	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 29 November 2010.	Suspended. The Bucharest Court decided to suspend this file until the date when the file 40739/3/2010 is irrevocably solved.	Pending
<b>File no.</b> <b>15964/3/2012</b>	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> <li>- The EGM Resolution no. 4 of 25 April 2012 for the approval of the buyback programme,</li> <li>- EGM Resolution no. 5 of 25 April 2012 for the ratification of EGM Resolutions 1 and 2 of 6 September 2010,</li> <li>- EGM Resolution no. 6 of 25 April 2012 for the adoption of Resolutions 1 and 2 of 6 September 2010,</li> <li>- EGM Resolution no. 7 of 25 April 2012 for the ratification of all the EGM Resolutions approved during 6 September 2010 - 24 April 2012 (other than EGM Resolutions no. 1 and 2 of 6 September 2010),</li> <li>- EGM Resolution no. 8 of 25 April 2012 for the adoption of all the EGM Resolutions approved during 6 September 2010 - 24 April 2012 (other than EGM Resolutions no. 1 and 2 of 6 September 2010).</li> </ul>	Ongoing. On 16 October 2012, the Court rejected the Litigant's request for joining the file with file 15963/3/2012 and sent the file to Panel 14. The Court will set a new hearing in this file.	Pending
<b>File no.</b> <b>11640/299/2011</b>	Bucharest 1st District Court	The Fund started the case for recovering some legal fees.	Suspended. The case is suspended until the file 47039/3/2010 is irrevocably settled.	Pending

<b>File no.</b> 26251/3/2012	Bucharest Court of Appeal	Blocking the registration of OGM Resolution no. 19/2012 approved on 27 June 2012 - the approval of the secondary listing budget.	Ongoing. On 19 September 2012, the Court rejected Litigant's arguments but ruled against the Fund on the grounds that the Fund had used the wrong Trade Register form for registration. However, this form was specified by the Trade Register; on 12 October 2012, the Fund appealed the Court's decision in order to resolve the apparent conflict between the interpretation of the Court and the Trade Register. The Bucharest Court of Appeal will set a hearing.	Pending
<b>File no.</b> 26254/3/2012	Bucharest Court of Appeal	Blocking the registration of EGM Resolution no. 11 / 2012 approved on 27 June 2012 - the approval of the secondary listing plan.	Ongoing. On 26 September 2012, the Court rejected the Litigant's arguments but ruled against the Fund on the grounds that the Fund had used the wrong Trade Register form for registration. However, this form was specified by the Trade Register; on 12 October 2012, the Fund appealed the Court's decision in order to resolve the apparent conflict between the interpretation of the Court and the Trade Register. The Bucharest Court of Appeal will set a hearing.	Pending
<b>File no.</b> 18019/3/2012	Bucharest Court of Appeal	Blocking the registration of: - EGM Resolution no. 3 of 25 April 2012 for the approval of the share capital decrease of SC Fondul Proprietatea SA	Ongoing. On 9 October 2012, the Bucharest Court ruled against the Fund. The facts of the case are similar to 26251/3/2012 and 26254/3/2012. On 24 October 2012 the Fund appealed the court decision even it has not received the full decision.	Pending
<b>File no.</b> 15963/3/2012	Bucharest Court	Blocking the registration of: - OGM Resolution no. 9 of 25 April 2012 for the approval of the Annual Activity Report of the Sole Administrator for the year 2011 and the financial statements for the year 2011, - OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011, - OGM Resolution no. 11 of 25 April 2012 for the ratification of Resolutions 8 and 9 of 6 September 2010, - OGM Resolution no. 12 of 25 April 2012 for the adoption of Resolutions 8 and 9 of 6 September 2010	Decision in favour of the Fund. On 23 October 2012 the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of OGM Resolutions no. 9, 10, 11 and 12 of 25 April 2012.	N/A
<b>File no.</b>	Bucharest	Blocking the registration of OGM Resolution no. 10 of 25	Decision in favour of the Fund. On 23 October	N/A

22045/3/2012	Court	April 2012 for the approval of the dividend distribution for the financial year 2011.	2012, the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011.	
File no. 47039/3/2010	Bucharest Court of Appeal	Challenging the Extraordinary General Meeting of Shareholders Resolution (EGM Resolution) for modifying the Constitutive Act approved by shareholders on 6 September 2010, the EGM Resolution for setting the date for appointing Franklin Templeton Investments Management Limited, Bucharest Branch as Sole Administrator of the Fund.	On 10 October 2012, the Bucharest Court of Appeal ruled against the Fund. On 26 October 2012 we have received the full decision.	N/A
File no. 15960/3/2012	Bucharest Court	Blocking the registration of EGM Resolution no. 2 of 4 April 2012 for approving several amendments to the Constitutive Act and the approval of the amended Constitutive Act of the Fund.	Decision in favour of the Fund. On 15 October 2012, the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 2 of 4 April 2012.	N/A
File no. 26255/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 20/2012 approved on 27 June 2012 - the second Addendum for 2012 budget.	Decision in favour of the Fund. On 12 October 2012, the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of OGM Resolution no. 20 of 27 June 2012. On 18 October 2012 the Fund received the full decision of the court in this file and a couple of key points from the reasoning of the Court are worth noting: - the Fund used the correct Trade Register form for filing the registration (same form was used in file 26251/3/2012 and 26254/3/2012); and - the Court decision issued in file 47039/3/2010 has no relevance to this analysis because the shareholders' decisions approved in November 2010 and November 2011 remain in force.	N/A
File no. 26252/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 21/2012 approved on 27 June 2012 - the Addendum with the auditor for the secondary listing work.	Decision in favour of the Fund. On 23 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the Trade Register to register the OGM Resolution no. 21 of 27 June 2012. The decision is irrevocable.	N/A
File no.	Bucharest	The Fund has not received the subpoena in this case. The	Claim dismissed. On 29 June 2012 as a result of	N/A

<b>7463/3/2012</b>	Court	Fund Manager identified this file on the webpage of the Bucharest Court and joined the hearing on 29 June 2012 in front of Bucharest Court, without receiving a subpoena for it. From the hearing resulted that the case was started for challenging the convening notice for 4 April General meeting of Shareholders.	an administrative procedure the Bucharest Court decided to dismiss the Litigant's request because the stamp duty was not fully paid.	
<b>File no. 7004/3/2012</b>	Bucharest Court of Appeal	Asking the Court to suspend the EGM Resolution for modifying the Constitutive Act approved by shareholders on 29 November 2010, to suspend the GSM organized on 4 April 2012 and the GSM organized on 25 April 2012.	Decision in favour of the Fund. The Bucharest Court ruled in favour of the Fund on 2 April 2012. The Litigant appealed the decision. On 27 June 2012 the Bucharest Court of Appeal rejected the appeal and irrevocably ruled in favour of the Fund.	N/A
<b>File no. 15965/3/2012</b>	Bucharest Court	Blocking the registration of Fund Manager Decision for paid-up share capital increase.	Decision in favour of the Fund. The Bucharest Court ruled in favour of the Fund on 6 June 2012. The decision is irrevocable.	N/A
<b>File no. 7176/3/2012</b>	Bucharest Court	Asking the Court to suspend the GSM organized on 4 April 2012.	Claim dismissed. The Bucharest Court dismissed the claim on 15 March 2012 due to the fact that the Litigant accepted that the file duplicated the subject of file 7004/3/2012.	N/A
<b>File no. 47826/3/2010</b>	Bucharest Court of Appeal	Asking the Court to suspend the EGM and OGM Resolution adopted on 6 September 2010.	Decision in favour of the Fund. The Bucharest Court ruled in favour of the Fund on 6 December 2010. The Litigant appealed the decision. On 6 April 2011 the Bucharest Court of Appeal rejected the appeal and irrevocably ruled in favour of the Fund.	N/A