

Decision no. 4 / 25 April 2013 of the Shareholders' Ordinary General Meeting of  
S.C. FONDUL PROPRIETATEA S.A.

Headquarters: 78-80 Buzesti St, 7<sup>th</sup> floor, sector 1, Bucharest, registered with the Trade Register under number J40/21901/2005, fiscal registration code 18253260

Today, 25 April 2013, 11:00am, the shareholders of S.C. Fondul Proprietatea S.A. ("the Fund") have met during the Shareholders' Ordinary General Meeting ("OGM") of the Fund, at its first summoning, at Hotel JW Marriott – Constanta Ballroom located at 13 Septembrie Street no. 90, 5<sup>th</sup> District, Bucharest, the OGM being opened by its Chairman, namely Mr. Grzegorz Maciej Konieczny, in his capacity of legal representative of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, having its headquarters in Bucharest, 78-80 Buzesti Street, 7<sup>th</sup> and 8<sup>th</sup> floors, 1<sup>st</sup> District, Bucharest, registered with the Trade Register under no. J40/8587/2009, sole identification code 25851096 ("the Sole Administrator") and with the Public Register of the Romanian National Securities Commission ("CNVM") under number PJM05SSAM/400001.

Whereas:

- The notice of the OGM was published in the Official Gazette Part IV, number 1409 of 15 March 2013, in "România Liberă" newspaper on 15 March 2013, as well as on the Fund's website – [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro) on 15 March 2013, and the supplemented notice of the OGM published in the Official Gazette Part IV number 1775 on 3 April 2013, in "România Liberă" newspaper on 3 April 2013 and on the website of S.C. Fondul Proprietatea S.A. – [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro) on 3 April 2013,
- The provisions of in force Articles of Association of the Fund ("Articles of Association"),
- The applicable legislation,

At the beginning of the meeting, the Chairman notes there are 190 shareholders present or represented, holding a number of 5,240,644,356 shares, representing 39.07% of the paid-up share capital, holding a number of 5,083,314,367 voting rights, representing 38.59% of the total voting rights. The quorum condition is fulfilled in accordance with Article 14 (1), first paragraph of the Articles of Association and Article 112 (1), first paragraph of Companies' Law no. 31/1990 ("Law no. 31/1990"). Thus, the Chairman acknowledges that the OGM is statutory and legally established and it can adopt valid decisions regarding the items on its agenda.

In accordance with Article 129 of Law no. 31/1990, the Fund's shareholders appoint Mr. Daniel Gavrilă as OGM secretary and the Sole Administrator appoints Mrs. Loredana Văduva as OGM technical secretary.

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

I. The approval of the OGM agenda.

This item is adopted with 4,914,756,280 votes representing 99.68180% of the total validly casted votes, in accordance with Article 14 (1), second paragraph of the Articles of Association and Article 112 (1), second paragraph of Law no. 31/1990. The casted votes have been recorded as follows: 4,914,756,280 votes "for" and 15,688,342 votes "against". Also, there have been recorded 951,900 "abstains" and 157,329,989 votes have been annulled.

II. The election of Mr. Mark Henry Gitenstein, American citizen, domiciled in Washington D.C. United States of America, identified with passport no. 472398190, issued by the States Department of United States of America, as member of Board of Nominees, following the vacancy of a position of member of the Board of Nominees. The mandate of the new member shall produce effects starting with 30 September 2013.

This item is adopted with 4,892,635,670 votes representing 99.08980% of the total validly casted votes, in accordance with Article 14 (1), second paragraph of the Articles of Association and Article

112 (1), second paragraph of Law no. 31/1990. The casted votes have been recorded as follows: 4,892,635,670 votes “for” and 44,941,642 votes “against”. Also, there have been recorded 28.528 “abstains” and 157,329,989 votes have been annulled.

III. The empowerment, with the authority to delegate, of Mrs. Oana-Valentina Truța, Romanian citizen, domiciled in Romania, identified with ID series KX, no. 361489, issued by Municipiul Cluj-Napoca on 08.06.2004 and valid until 20.08.2014, Personal Identification Number 2800820260032, to sign on behalf of the shareholders the resolutions issued during the general meeting of 25 April 2013, 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 these shareholders’ resolutions, including formalities for publication and registration thereof with the Trade Register or with any other public institution.

This item is adopted with 4,911,940,323 votes representing 100% of the total validly casted votes, in accordance with Article 14 (1), second paragraph of the Articles of Association and Article 112 (1), second paragraph of Law no. 31/1990. The casted votes have been recorded as follows: 4,911,940,323 votes “for” and 0 votes “against”. Also, there have been recorded 584,736 “abstains” and 157,329,989 votes have been annulled.

IV. The approval of 15 May 2013, as the registration date, in accordance with the provisions of Article 238, paragraph (1) of Law no. 297/2004.

This item is adopted with 4,895,405,302 votes representing 100% of the total validly casted votes, in accordance with Article 14 (1), second paragraph of the Articles of Association and Article 112 (1), second paragraph of Law no. 31/1990. The casted votes have been recorded as follows: 4,895,405,302 votes “for” and 0 votes “against”. Also, there have been recorded 28,600 “abstains” and 157,329,989 votes have been annulled.

This decision is drafted and signed on behalf of the shareholders in 3 (three) original counterparts by:

Oana – Valentina Truța  
Empowered through the Shareholders’ Ordinary General Meeting

Daniel Gavrilă  
Meeting secretary

Loredana Văduva  
Technical secretary