

**THE VOTING RESULTS**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FONDUL  
PROPRIETATEA S.A. OF 15 NOVEMBER 2022**

**Point 1 on the agenda refers to:**

*„The approval of 2023 budget of Fondul Proprietatea, in accordance with the supporting materials.”*

Point 1 on the agenda **has been approved**, with the voting results being the following:

- 2,830,844,659 votes „for”; representing 83.1213% of the total votes held by the present or represented shareholders;
- 540,260,450 votes „against”;
- 34,512,317 abstentions;
- 45,295 votes „not given”;
- 586,306 votes annulled.

**Point 2 on the agenda refers to:**

*„The approval of the amendment of the Management Agreement in force starting with 1 April 2022 between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. as requested by the Financial Supervisory Authority (“FSA”), in terms of Chapter 10. FUND MANAGER REMUNERATION AND EXPENSES, in accordance with the supporting materials. Mrs. Ilinca von Derenthall, the Chairperson of the Board of Nominees is empowered (with authority to be substituted by another member of the Board of Nominees) to perform/sign any necessary, useful and/or opportune legal acts and deeds regarding the amendment of the mentioned Management Agreement for and on behalf of Fondul Proprietatea. ”*

Point 2 on the agenda **has been approved**, with the voting results being the following:

- 3,374,660,218 votes „for”; representing 99.0892% of the total votes held by the present or represented shareholders;
- 2,737,152 votes „against”;
- 28,231,831 abstentions;
- 51,520 votes „not given”;
- 568,306 votes annulled.

**Point 3 on the agenda refers to:**

*„At the proposal of the Board of Nominees of Fondul Proprietatea:*

- (a) *The approval of the increase of the gross monthly remuneration for each member of the Board of Nominees by ten (10) per cent, from RON 24,123 to RON 26,535.30, with effect from 16 November 2022 (the “**Base Monthly Remuneration**”).*
- (b) *The approval of an additional fixed gross monthly remuneration for the Chairperson of the Board of Nominees and for the Chairpersons of the Audit and Valuation Committee and of the Nomination and Remuneration Committee, with effect from 16 November 2022, as follows:*

- (i) *an additional fixed gross monthly remuneration of fifteen (15) per cent of the Base Monthly Remuneration, for the Chairperson of the Board of Nominees; and*
- (ii) *an additional fixed gross monthly remuneration of ten (10) per cent of the Base Monthly Remuneration, for the Chairperson of the Audit and Valuation Committee and for the Chairperson of the Nomination and Remuneration Committee.*

*The additional fixed gross monthly remuneration for the Chairperson of the Board of Nominees and for the Chairpersons of the Audit and Valuation Committee and of the Nomination and Remuneration Committee shall be paid pro-rata for the period during which the member of the Board of Nominees holds the relevant position(s).*

- (c) *The approval of an increased notice period in case of withdrawal from the position of member of the Board of Nominees, from the current fifteen (15) working days in advance to three (3) months in advance, applicable to each member of the Board of Nominees. Notwithstanding the foregoing, a shorter notice period may be accepted on a case by case basis where such is expressly required by the applicable law or by any relevant authority.*
- (d) *The approval of the amendment of the Remuneration Policy of Fondul Proprietatea, as described in the supporting documentation, to reflect the changes contemplated by the items (a), (b), and (c) above.*
- (e) *The approval of the amended template mandate agreement of the members of the Board of Nominees of Fondul Proprietatea to reflect the changes contemplated by the items (a), (b), and (c) above, in accordance with the supporting documentation. Mr. Johan Meyer is empowered to fulfil any legal acts or actions useful and / or appropriate with respect to this item on the agenda, including, signing any related documents such as addenda to the mandate agreement for the implementation of this item.”*

Point 3 on the agenda **has been approved**, with the voting results being the following:

- 1,934,087,153 votes „for”; representing 56.7900% of the total votes held by the present or represented shareholders;
- 1,439,273,510 votes „against”;
- 32,268,365 abstentions;
- 51,693 votes „not given”;
- 568,306 votes annulled.

**Point 4.1 on the agenda refers to:**

*„The approval of the additional annual fees requested by Ernst & Young Assurance Services SRL with its headquarters in Bucharest, 15 -17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, 1st District, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, as the financial auditor of Fondul Proprietatea, in accordance with the supporting materials, as follows:*

*4.1 EUR 8,500 net of VAT representing annual audit fees for the additional regulatory reporting (Remuneration Report compliance check and the reasonable assurance engagement for the ESEF Reporting).”*

Point 4.1 on the agenda **has been approved**, with the voting results being the following:

- 3,329,671,346 votes „for”; representing 97.7682% of the total votes held by the present or represented shareholders;
- 45,750,717 votes „against”;
- 30,257,138 abstentions;
- 1,520 votes „not given”;
- 568,306 votes annulled.

**Point 4.2 on the agenda refers to:**

*„The approval of the additional annual fees requested by Ernst & Young Assurance Services SRL with its headquarters in Bucharest, 15 -17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, 1st District, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, as the financial auditor of Fondul Proprietatea, in accordance with the supporting materials, as follows:*

*4.2 EUR 11,754 net of VAT representing additional annual audit fees for audit of the statutory financial statements.”*

Point 4.2 on the agenda **has been approved**, with the voting results being the following:

- 2,611,812,947 votes „for”; representing 76.6899% of the total votes held by the present or represented shareholders;
- 765,302,320 votes „against”;
- 28,563,934 abstentions;
- 1,520 votes „not given”;
- 568,306 votes annulled.

**Point 5 on the agenda refers to:**

*„The approval of:*

- (a) *The date of **8 December 2022** 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 **9 December 2022** 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 the date of the guaranteed participation and the payment date.*

- (b) *The empowerment, with authority to be substituted, 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.”*

Point 5 on the agenda **has been approved**, with the voting results being the following:

- 3,405,514,105 votes „for”; representing 99.9951% of the total votes held by the present or represented shareholders;
- 165,096 votes „against”;
- no abstentions;
- 1,520 votes „not given”;
- 568,306 votes annulled.