

**THE VOTING RESULTS**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**FONDUL PROPRIETATEA S.A. OF 21 APRIL 2023**

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

*„The approval of the following amendments to the Constitutive Act of Fondul Proprietatea, as follows:*

a) *The approval of the amendment of Article 15 paragraph (2) of the Constitutive Act:*

*“(2) Any shareholder will have the right to make proposals on the members of the Board of Nominees. The nomination will be accompanied by (a) the questionnaire regarding the independence of the candidate, completed and signed by the candidate, whose template shall be available in the informative materials, and (b) a letter of intent setting out the reasons supporting the candidacy; following that, this questionnaire and the letter of intent will be brought to the attention of the shareholders. The members of the Board of Nominees may be shareholders of Fondul Proprietatea or other persons designated by the shareholders and they must have the proper experience and knowledge in order to be able to receive the Alternative Investment Fund Manager reports and of the consultants and, based on the information received, judge the merits of the management of Fondul Proprietatea within the limits of the objectives and principles set by the investment policy as well as by the applicable laws and regulations. Also, the members of the Board of Nominees have to be qualified properly in order to decide (if there is need with the support of an independent consultant) if the transactions proposed by the Alternative Investment Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders.”*

b) *The approval of the amendment of Article 21 paragraph (4) point ii) of the Constitutive Act:*

*“(4) In excess of the duties provided by the applicable law, the Alternative Investment Fund Manager shall be liable to:*

*(ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses regarding the aspects concerning the business of Fondul Proprietatea; such responses shall be notified to the Board of Nominees;”*

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

- 2,596,498,613 votes „for”; representing 94.3525% of the votes held by the present or represented shareholders ;
- 151,424,363 votes „against”;
- 944,437 abstentions;
- 3,044,268 votes „not given”;
- 518,306 votes from correspondence annulled;
- no votes from the EGSM meeting annulled .

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

*„The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea, as follows:*

*The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea from RON 3,233,269,110.76 to RON 2,947,779,186.56 pursuant to the cancellation of 549,019,085 own shares acquired by Fondul Proprietatea during 2022 through the thirteenth buy-back programme.*

*After the share capital decrease, the subscribed and paid-up share capital of Fondul Proprietatea shall have a value of RON 2,947,779,186.56 being divided in 5,668,806,128 shares, each having a nominal value of RON 0.52 per share.*

*The first paragraph of Article 7 of the Constitutive Act of Fondul Proprietatea after the share capital decrease will be changed, as follows.*

*“(1) The subscribed and paid-up share capital of Fondul Proprietatea is in the amount of RON 2,947,779,186.56, divided in 5,668,806,128 ordinary nominative shares, having a nominal value of RON 0.52 each”.*

*The subscribed and paid-up share capital decrease will take place on the basis of Article 207 paragraph (1) letter c) of Companies’ Law no. 31/1990 and will be effective after all the following conditions are met:*

- (i) this resolution is published in the Official Gazette of Romania, Part IV for at least two months;*
- (ii) Financial Supervisory Authority authorizes the amendment of Article 7 paragraph (1) of the Constitutive Act of Fondul Proprietatea as approved by shareholders during this meeting, where required by applicable law or regulation;*
- (iii) the shareholders’ resolution for approving this share capital decrease is registered with the Trade Registry.”*

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

- 2,747,923,276 votes „for”; representing 99.8551% of the votes held by the present or represented shareholders ;
- no votes „against”;
- 944,137 abstentions;
- 3,044,268 votes „not given”;
- 518,306 votes from correspondence annulled;
- no votes from the EGSM meeting annulled.

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

*„The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 20,214,661.57 from RON 666,868,484.57 representing 20.63% of the share capital to RON 646,653,823.00 representing 20.00% of the share capital. Following the decrease, the corresponding amount will be transferred to retained earnings and remain available for future use by shareholders, in accordance with the supporting materials.”*

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

- 2,746,133,793 votes „for”; representing 99.7899% of the votes held by the present or represented shareholders ;
- 2,427,297 votes „against”;
- 306,323 abstentions;
- 3,048,400 votes „not given”;
- 518,306 votes from correspondence annulled;
- no votes from the EGSM meeting annulled.

**Point 4 on the agenda refers to:**

*„The approval of:*

- (a) *The date of **11 May 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 **12 May 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 be substituted, 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.”*

Point 4 on the agenda **has been approved**, with the voting results being the following:

- 2,748,560,790 votes „for”; representing 99.8781% of the votes held by the present or represented shareholders ;
- no votes „against”;
- 300 abstentions;
- 3,354,723 votes „not given”;
- 518,306 votes from correspondence annulled;
- no votes from the EGSM meeting annulled.