

**THE VOTING RESULTS**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FONDUL  
PROPRIETATEA S.A. OF 25 SEPTEMBER 2023**

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

*„The approval of the renewal of the mandate of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L-1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2024 and until 31 March 2028, inclusive (the “**New Mandate**”).*

*The Board of Nominees is hereby empowered to negotiate and reach an agreement on the terms and conditions of the management agreement applicable to the New Mandate, which shall be subject to the approval by the ordinary general meeting of shareholders.*

*(secret vote)”*

For item 1 on the agenda, 2,755,713,309 voting rights were registered, and the attendance quorum was 51.7302% of the total voting rights on the reference date.

Point 1 on the agenda **has not been approved**, with the voting results being the following:

- 594,273,231 votes „for”;
- 1,715,890,084 votes „against”, representing 62.2666% of the votes held by the present or represented shareholders;
- 435,586,344 abstentions;
- 9,963,650 votes „not given”;
- 3,179,796 votes from correspondence annulled;
- no votes from the OGSM meeting annulled.

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

*„The approval of the appointment of a new sole director of Fondul Proprietatea that will act as alternative investment fund manager for a mandate of four (4) years starting with 1 April 2024 and until 31 March 2028, inclusive, according to legal provisions in force, **subject to point 1 of the OGM agenda not being approved by the OGM.***

*The Board of Nominees is hereby empowered (i) to negotiate the draft of the management agreement which shall be subject to the approval by the ordinary general meeting of shareholders; and (ii) to implement all relevant formalities for authorizing and finalizing the appointment as per this item.*

*(secret vote)”*

For item 2 on the agenda, 3,126,169,507 voting rights were registered, and the attendance quorum was 58.6844% of the total voting rights on the reference date.

Point 2 on the agenda **has not been approved**, with the voting results being the following:

- 171,622,159 votes „for”;

- 2,507,755,401 votes „against”, representing 80.2182% of the votes held by the present or represented shareholders;
- 445,742,655 abstentions;
- 59,895 votes „not given”;
- 3,179,796 votes from correspondence annulled;
- 989,397 votes from the OGSM meeting annulled.

**Point 3.1 on the agenda refers to:**

*„The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Ciprian Lăduncă on 15 November 2023; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with 16 November 2023 or the acceptance date for the new mandate, whichever occurs later. (secret vote)”*

For this point, only one candidacy was received from Mr. Ciprian Lăduncă and 3,126,169,507 voting rights were registered, and the attendance quorum was 58.6844% of the total voting rights on the reference date.

Mr. **Ciprian Lăduncă** was appointed member of the Board of Nominees, with the voting results being the following:

- 2,908,581,652 votes „for”, representing 93.0398% of the votes held by the present or represented shareholders;
- 48,507,682 votes „against”;
- 169,080,173 abstentions;
- no votes „not given”;
- 3,179,796 votes annulled from correspondence;
- no votes annulled in the OGM meeting.

**Point 3.2 on the agenda refers to:**

*„The appointment of a member of the Board of Nominees following the expiration of the mandate of Mrs. Ilinca von Derenthall on 25 November 2023; the mandate of the new member is valid for a period of three (3) years starting with 26 November 2023 or the acceptance date for the new mandate, whichever occurs later. (secret vote)”*

Three candidacies were received for this point, the results for each individual candidate being:

- a) For the candidate Mrs. **Ilinca von Derenthall**

3,145,359,550 voting rights were registered, and the attendance quorum was 59.0446% of the total voting rights on the reference date.

Mrs. **Ilinca von Derenthall** was appointed member of the Board of Nominees, with the voting results being the following:

- 2,325,027,394 votes „for”, representing 73.9193% of the votes held by the present or represented shareholders;
- 650,488,707 votes „against”;
- 168,867,393 abstentions;

- 842,095 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- 133,961 votes annulled in the OGM meeting.

b) For the candidate Mrs. **Liliana Anghel**

3,145,359,550 voting rights were registered, and the attendance quorum was 59.0446% of the total voting rights on the reference date.

Mrs. **Liliana Anghel** was not appointed member of the Board of Nominees, with the voting results being the following:

- 649,310,702 votes „for”, representing 20.6434% of the votes held by the present or represented shareholders;
- 388,041,599 votes „against”;
- 1,909,217,605 abstentions;
- 198,780,322 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- 9,322 votes annulled in the OGM meeting.

c) For the candidate Mr. **Marian Cristian Mocanu**

3,145,359,550 voting rights were registered, and the attendance quorum was 59.0446% of the total voting rights on the reference date.

Mr. **Marian Cristian Mocanu** was not appointed member of the Board of Nominees, with the voting results being the following:

- 1,248,023 votes „for”, representing 0.0397% of the votes held by the present or represented shareholders;
- 1,202,596,162 votes „against”;
- 1,742,625,503 abstentions;
- 198,880,540 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- 9,322 votes annulled in the OGM meeting.

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

*„Alternative to item 1 of the OGMS Convening Notice –*

*The approval of mandate renewal of Franklin Templeton International Services S.a.r.l., a société à responsabilité limitée whose registered office is located at 8A rue Albert Borschette, L-1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a period of 1 (one) year, starting on 1 April 2024 and ending on 31 March 2025.*

*(secret vote)*

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*”

For item 4 on the agenda, 3,145,369,260 voting rights were registered, and the attendance quorum was 59.0448% of the total voting rights on the reference date.

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

- 2,557,700,568 votes „for”, representing 81.3164% of the votes held by the present or represented shareholders;
- 575,047,240 votes „against”;
- 1,889,815 abstentions;
- 10,731,637 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- no votes annulled in the OGM meeting.

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

*” Alternative to item 2 of the OGM Convening Notice –*

*” Approval to launch a transparent and competitive selection procedure for the appointment of a new sole director based on investment expertise and experience for a mandate not exceeding four (4) years from 1 April 2024, in accordance with the legal provisions in force, subject to point 2 of the OGM agenda not being approved by the OGM. “*

*The Board of Nominees is empowered to initiate, organize the transparent selection procedure for a new Fund Manager and to establish new objectives, performance criteria and remuneration conditions realigned with these objectives and present them for approval by the GSM.”*

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*”

For item 5 on the agenda, 3,145,369,260 voting rights were registered, and the attendance quorum was 59.0448% of the total voting rights on the reference date.

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

- 2,024,114,985 votes „for”, representing 64.3522% of the votes held by the present or represented shareholders;
- 1,063,714,459 votes „against”;
- 56,735,016 abstentions;
- 804,800 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- no votes annulled in the OGM meeting.

**Point 6 on the agenda refers to:**

*„Approve the amendment of the Fund Manager’s evaluation and remuneration conditions in line with the new objectives and in accordance with international best practices.*

*The Board of Nominees is empowered to establish new terms and conditions for the evaluation and remuneration of the manager of the Fund corresponding to the new objectives, in line with international best practices and present them for approval by the GSM.*

*(Item added on the agenda at the request of the shareholder Ministry of Finance)*

For item 6 on the agenda, 3,145,369,260 voting rights were registered, and the attendance quorum was 59.0448% of the total voting rights on the reference date.

Point 6 on the agenda **has been approved**, with the voting results being the following:

- 1,780,467,993 votes „for”, representing 56.6060% of the votes held by the present or represented shareholders;
- 1,335,347,563 votes „against”;
- 28,748,904 abstentions;
- 804,800 votes „not given”;
- 3,179,796 votes annulled from correspondence;
- no votes annulled in the OGM meeting.

**Point 7 on the agenda refers to:**

*„The approval of:*

- (a) *The date of **12 October 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 **13 October 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 OGM, 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 sub-delegate, 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.”*

For item 7 on the agenda, 3,145,369,260 voting rights were registered, and the attendance quorum was 59.0448% of the total voting rights on the reference date.

Point 7 on the agenda **has been approved**, with the voting results being the following:

- 3,142,576,847 votes „for”, representing 99.9112% of the votes held by the present or represented shareholders;
- 1,975,903 votes „against”;
- no abstentions;
- 816,510 votes „not given”;
- 3,179,796 votes annulled from correspondence;

- no votes annulled in the OGM meeting.