

Resolution no. 5 / 30 April 2024
of the Shareholders' Extraordinary General Meeting of
FONDUL PROPRIETATEA S.A.

Headquarters: 76-80 Buzești Street, 7th floor, 1st District, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 30 April 2024, 11:00 AM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Extraordinary General Meeting (“**EGM**”) of the Fund, at its first summoning, at “**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, zip code 010292, Romania, the EGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the EGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 March 2024, in the Official Gazette of Romania, Part IV, number 1523 of 27 March 2024 and in “Adevărul” newspaper number 9115 of 27 March 2024;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (“**Companies' Law no. 31/1990**”);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts, with its subsequent amendments and supplementations;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished (“**Issuers' Law**”);

- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (“**Regulation no. 5/2018**”);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation, with its subsequent amendments and supplementations (“**Law no. 243/2019**”);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds, with its subsequent amendments and supplementations (“**Regulation no. 7/2020**”);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (“**CE Regulation 1212/2018**”),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present EGM, manifesting their vote 150 of shareholders, which represents a number of 1,540,926,114 voting rights (i.e. 43.3382% of the total voting rights at the reference date 17 April 2024, i.e. 3,555,585,304; i.e. 27.1826% of the total number of shares in issue at the reference date 17 April 2024, i.e. 5,668,806,128),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 115 paragraphs (1)-(2) of the Companies’ Law no. 31/1990 and art. 14 I paragraph (3) letter (a) of the Fund’s Constitutive Act).

Following debates, the Fund’s shareholders decide as follows.

- I. The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 219,687,404.45 from RON 589,555,837.31 to RON 369,868,432.86, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease approved by Resolution no. 3 / 30 April 2024, subject to the implementation and effectiveness of the share capital decrease approved by Resolution no. 3 / 30 April 2024, in accordance with the supporting materials and as reflected in the Annex of the herein Resolution. Following the decrease, the corresponding amount will be transferred to Retained earnings and remain available for future use by shareholders.

This item is adopted with 1,539,349,918 votes, representing 99.8977% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a), second paragraph of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies’ Law no. 31/1990.

The votes were recorded as follows:

- 1,539,349,918 votes „for”;
- 1,185,650 votes „against”;
- 386,814 abstentions;
- 3,732 votes „not given”;
- 0 votes annulled from correspondence;
- 0 votes annulled in the EGSM meeting.

II. The approval of:

- (a) The date of **16 May 2024** as the *Ex – Date* in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **17 May 2024** 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 sub-delegate, 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.

This item is adopted with 1,539,230,210 votes, representing 99.8899% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a), second paragraph of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies’ Law no. 31/1990.

The votes were recorded as follows:

- 1,539,230,210 votes „for”;
- 370 votes „against”;
- 0 abstentions;
- 1,695,534 votes „not given”;
- 0 votes annulled from correspondence;

- 0 votes annulled in the EGSM meeting.

This EGM Resolution no. **5** is drafted on behalf of the shareholders today, 30 April 2024, in 3 original counterparts by:

Johan MEYER
Chairman

Laurențiu AVRAM
Meeting secretary

Livia DUMITRESCU
Technical secretary

Annex – Sole Director’s Proposal for the decrease of the legal reserves after the implementation of the share capital decrease, in accordance with the supporting materials and in the Shareholders’ Extraordinary General Meeting of Fondul Proprietatea S.A. of 30 April 2024

Sole Director’s Proposal for the decrease of the legal reserves

In accordance with Article 183 of the Companies Law, Fondul must annually allocate at least 5% of the profit as reserve fund (i.e., the legal reserve), until it reaches at least 20% of the share capital.

Following the Resolution no. 3 / 21 April 2023 of the Extraordinary General Shareholders’ Meeting based on which the legal reserve of the Fund was decreased to RON 646,653,823.00, the legal reserve represented 20% of the Fund’s share capital. On 12 October 2023, the cancellation of the treasury shares acquired during 2022 was finalised and the share capital of Fondul was decreased by the corresponding amount. Consequently, the legal reserve represented 21.94% of the Fund’s share capital as at 31 December 2023.

Based on the analysis performed, the Sole Director did not identify any regulatory provisions that would prevent the decrease of the legal reserve to 20% of the share capital of Fondul and does not see any benefit in maintaining a higher level of the legal reserve compared to the threshold imposed by the law.

1. Decrease of the legal reserve following the cancellation of shares acquired in 13th Buyback programme

As a result of the above, the Sole Director proposes shareholders to approve the decrease of the legal reserves by RON 57,097,985.69 from RON 646,653,823.00 representing 21.94% of the share capital, to RON 589,555,837.31, representing 20.00% of the share capital of the Fund, as at 31 December 2023.

The amount of RON 57,097,985.69 is transferred to retained earnings and remain available for future use by shareholders.

This Sole Director’s proposal for the decrease of the legal reserve is subject to shareholders’ approval on point 2 of the 30 April 2024 Extraordinary General Shareholders’ Meeting (“EGM”) agenda.

2. Decrease of the legal reserve following the cancellation of shares acquired in 14th Buyback programme, subject to specific conditions to be met

Following the implementation of the decrease of the legal reserve detailed above and subject to the approval by the shareholders and the implementation and effectiveness during 2024 of the share capital decrease contemplated under point 1 of 30 April 2024 EGM agenda (regarding the cancellation of the shares acquired within 14th Buyback programme), the new share capital of the Fund would be RON 1,849,342,164.28, while the legal reserve would be RON 589,555,837.31, representing 31.88% of the new share capital of the Fund.

As a result of the above, and subject to fulfilling the aforementioned conditions, the Sole Director proposes shareholders to approve the decrease of the legal reserve by RON 219,687,404.45 from RON 589,555,837.31 to RON 369,868,432.86 representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease contemplated under point 1 of the 30 April 2024 EGM agenda.

Following the decrease, the corresponding amount of RON 219,687,404.45 will be transferred to retained earnings and remain available for future use by shareholders.

This Sole Director's proposal for the decrease of the legal reserve is subject to shareholders' approval on point 3 of the 30 April 2024 EGM.

The movement in legal reserves balance following the implementation of point 2 and point 3 of the 30 April 2024 EGM agenda is illustrated in the table below:

<i>All amounts in RON</i>	Legal reserves
Audited balance as at 31 December 2023	646,653,823
Transfer to retained earnings as per point 2 of 30 April 2024 EGM agenda	(57,097,986)
Transfer to retained earnings as per point 3 of 30 April 2024 EGM agenda, subject to the approval, implementation, and effectiveness of point 1 of 30 April 2024 EGM agenda	(219,687,404)
Total estimated legal reserves at 31 December 2024	369,868,433