

Resolution no. 8 / 30 April 2024
of the Shareholders' Ordinary 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, 12:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) 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 OGM 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 OGM 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;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (“**Issuers' Law**”);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (“**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 (“**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 OGM, manifesting their vote 139 of shareholders, which represents a number of 1,541,832,850 voting rights (i.e. 43.3637% of the total voting rights at the reference date 17 April 2024, i.e. 3,555,585,304; i.e. 27.1985% 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. 112 paragraph (1) of the Companies’ Law no. 31/1990 and art. 14 I paragraph (1) of the Fund’s Constitutive Act).

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

- I. The approval of payment of a gross dividend of RON 0.06 per share from Retained earnings, in accordance with the supporting documentation and as reflected in the Annex of the herein Resolution. The shareholders further approve that the payment of the dividends to start on 7 June 2024 (the Payment Date of this OGM) to the persons registered as shareholders of Fondul Proprietatea on 17 May 2024 (the Registration Date). Treasury shares do not constitute dividend entitlement.

This item is adopted with 1,541,560,337 votes, representing 99.9823% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies’ Law no. 31/1990.

The votes were recorded as follows:

- 1,541,560,337 votes „for”;
- 64,746 votes „against”;
- 204,035 abstentions;
- 3,732 votes „not given”;
- 0 votes annulled from correspondence;
- 0 votes annulled in the OGM 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;

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; and of

The date of **7 June 2024** as the *Payment Date*, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 1,541,797,960 votes, representing 99.9977% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 1,541,797,960 votes „for”;
- 29,548 votes „against”;
- 1,610 abstentions;
- 3,732 votes „not given”;
- 0 votes annulled from correspondence;
- 0 votes annulled in the OGM meeting.

This OGM Resolution no. **8** 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 – The Sole Director’s proposal for dividend distribution, in accordance with the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 30 April 2024

Sole Director’s Proposal for Dividend Distribution

Overview

Fondul Proprietatea S.A. (“Fondul Proprietatea” or the “Fund”) reported an audited accounting loss of RON 904,097,085.75 in the financial statements for the year ended 31 December 2023, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union („IFRS”) and applying the Financial Supervisory Authority’s (“FSA”) Norm no. 39/28 December 2015, regarding the approval of the accounting regulations in accordance with IFRS, applicable to the entities authorised, regulated and supervised by the FSA – Financial Investments and Instruments Sector (“Norm 39/2015”).

Although due to this situation there are no distributable profits according to the Fund’s 2023 statutory annual financial statements, the Fund’s Sole Director remains committed to distributing cash to the Fund’s shareholders.

Under point 5 of the agenda of 30 April 2024 Ordinary General Shareholders’ Meeting (“OGM”), the Fund’s Sole Director proposes the coverage of the entire accounting loss of RON 904,097,085.75 from various equity elements.

Considering the above and the provisions of the Romanian Companies’ Law no. 31/1990 (“Law 31/1990”) stipulating that the dividends may only be distributed from profits determined according to the legislation in force, the Fund’s Sole Director proposes, subject to shareholders’ approval, a cash distribution from prior years’ unallocated profits.

Sole’s Director Proposal for Dividend distribution

If the Fund’s Sole Director proposal for 2023 accounting loss coverage included on point 5 of the agenda of 30 April 2024 Ordinary General Shareholders’ Meeting is approved by the shareholders, the Fund’s unallocated retained earnings will amount to RON 620,939,562.

Taking into consideration the Discount Control Mechanism measures and the estimated available cash, the Fund’s Sole Director proposal is a dividend distribution of **RON 0.06 per share**. This is conditional on the approval of the proposal to cover the accounting loss under point 5 of the agenda of 30 April 2024 Ordinary General Shareholders’ Meeting.

The proposed dividend will be distributed from 2022 unallocated profits as follows:

Proposed gross dividend per share (RON)	(1)	0.0600
Number of shares in issue		5,668,806,128
Less treasury shares in balance as at 31 December 2023		<u>(2,112,378,889)</u>
Number of shares entitled to receive dividends¹	(2)	<u>3,556,427,239</u>
Total proposed dividend (RON), out of which:	(3)=(1)*(2)	<u>213,385,634.34</u>
- Distributed from 2022 unallocated profits		213,385,634.34

If the dividend proposal is approved by the shareholders, the total dividend amount payable to shareholders (i.e. the approved gross dividend per share multiplied by the number of shares entitled to receive dividends), might be different from the amount stated above due to the fact that between 31 December 2023 and the record date of the distribution, additional treasury shares might be acquired by the Fund under the buy-back programme approved for 2024.

¹ Computed as at 31 December 2023 as the number of paid shares less treasury shares; treasury shares do not constitute dividend entitlement as per Article 67 (2) and Article 105 (1) of Law 31/1990.

These treasury shares are not entitled to cash distribution and consequently will be deducted from the number of shares included in the distribution calculation above (i.e. the balance as at 31 December 2023). Any difference arising in the total distribution amount will remain available to the Fund under the retained earnings caption.