

*Memo regarding the continuation vote*

In accordance with the provisions of the current Management Agreement signed on 2 November 2015 (“**Management Agreement**”), for its duration, the Fund Manager must manage the Portfolio in accordance with, and must comply with, all the obligations undertaken under the Investment Policy Statement (“**IPS**”) and seek to achieve the objectives therein, including (without limitation) the Discount Objective and the NAV Objective (together the **Performance Objectives**).

For the purpose of reviewing the performance of the Fund Manager each year (including, but not limited to, whether the Performance Objectives have been achieved), each year in October the Customer will hold a GSM starting in October 2016 (the **October GSM**).

Not later than 30 days before the deadline for publication of the October GSM documentation as required by the law, the Fund Manager must submit to the Board of Nominees a report on its activities and performance (including of its Delegates) in the relevant period (the **Performance Report**).

The first Reporting Period shall be 1 July 2015 until 30 June 2016 and every subsequent year shall be from 1 July until 30 June of the next year (the **Reporting Period**). The first Reporting Period will be divided in two periods of time: (a) 1 July 2015 until 31 March 2016, for which the report will reflect the activity of Franklin Templeton Investment Management Ltd. UK as fund manager of Fondul Proprietatea S.A. under a management agreement dated 29 April 2014 between Fondul Proprietatea S.A. and such entity, and (b) 1 April 2016 until 30 June 2016, for which the report will reflect the activity of Franklin Templeton International Services S.à r.l. as Fund Manager of Fondul Proprietatea S.A. pursuant to the Management Agreement.

Following receipt of the Performance Report, the Board of Nominees must prepare and submit for the information of shareholders at the October GSM a review of the Performance Report (the **Board of Nominees Review Report**), evaluating the performance of the Fund Manager, as well as any other factors that it considers to be relevant for the decision of the October GSM regarding the continuation or termination of the Management Agreement and the Fund Manager’s mandate.

The agenda of each October GSM will allow the shareholders the opportunity to vote on (i) the continuation or termination of the Management Agreement and the Fund Manager’s mandate, any proposed termination ensuring the simultaneous termination of the Fund Manager’s mandate and the Management Agreement and (ii) the procedure for the selection of a new Sole Director and Fund Manager, in case the shareholders vote for the termination of the Management Agreement and of the Fund Manager’s mandate. Such procedure will be prepared by the Fund Manager and agreed with the Board of Nominees before its inclusion in the language of the draft resolution of the October GSM.

In light of the above, we would like to submit for the shareholders’ approval the continuation vote with respect to the mandate of Franklin Templeton International Services S.À R.L., as the alternative investment fund manager and sole director of Fondul Proprietatea S.A., as follows.

*“In accordance with Article 9.7 of the Management Agreement signed on 2 November 2015 between Fondul Proprietatea and Franklin Templeton International Services S.À R.L. (“**Management Agreement**”), the shareholders decide on the continuation or not of the mandate of Franklin Templeton International Services S.À R.L. as Fondul Proprietatea’s alternative investment fund manager and sole director as follows.*

- a) *The approval of the continuation of the current mandate of Franklin Templeton International Services S.À R.L. as the alternative investment fund manager and sole director of Fondul Proprietatea.*

b) *In case point above is not approved by the shareholders, the approval of:*

- *the simultaneous termination of the mandate of Franklin Templeton International Services S.À R.L. as the alternative investment fund manager and sole director of Fondul Proprietatea, and of the Management Agreement, beginning with the earliest of (i) the appointment of a new alternative investment fund manager and sole director of Fondul Proprietatea in accordance with the terms of the Management Agreement and (ii) 1 May 2017, and*
- *the procedure to be observed for the selection of a new alternative investment fund manager and sole director of Fondul Proprietatea, as described in the supporting materials”.*

**Franklin Templeton International Services S.À R.L., acting as Sole Director on behalf of FONDUL PROPRIETATEA S.A.**

**Oana Valentina Truta**  
**Permanent representative**