

Amended special power of attorneys for the Extraordinary General Shareholders Meeting (EGM) of SC Fondul Proprietatea SA (the Company) from 23 November 2012

The undersigned [_____],
 (the full name of private individual shareholder or the first name and last name of legal representative of company shareholder),
 legal representative of [_____], (it shall be completed only by company shareholder using full legal name and sole registration code), having Identity card/passport series [_____], no. [_____], personal registration number [_____] being a number of [_____] shares. The number of shares represents [_____] % from a total of [_____] RON shares issued by S.C. FONDUL PROPRIETATEA S.A. (the Company), registered at Trade Register from Bucharest under no. J40/21901/28.12.2005, having sole registration code 18253260, and offers a number of [_____] voting rights, representing [_____] % from the paid-up share capital and representing [_____] % from the total voting rights,

I, the undersigned, empower by the present power of attorney, in EGM, of [_____], (the first name and last name of representative which is granted the power of attorney) having domicile/headquarter in [_____] (the address/ headquarters of representative elected by owner of securities), having Identity card/passport series [_____], no. [_____] personal registration number [_____] (for private individual shareholder),

as my representative in EGM of the Company which will take place in 23 November 2012 at 10:00 am Romanian time at Hotel JW Marriott - Constanta Ballroom from Bucharest, 90th, 13 September Road, 5th district.

to exercise the voting rights of my holdings registered in Shareholders Register at reference date, 5 November 2012, as follows:

1. The approval of the EGM agenda.

FOR	AGAINST	ABSTENTION

2. The extension until 30 June 2013 of the authorisation of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch in order to start to perform the activities mentioned in Extraordinary General Meeting of Shareholders Resolution no. 11 on 27 June 2012, in relation to the secondary listing of the Company on the Warsaw Stock Exchange.

FOR	AGAINST	ABSTENTION

3. The confirmation of the approval of the Constitutive Act of SC Fondul Proprietatea SA in the same form as was approved by the shareholders on 4 April 2012 and endorsed by CNVM on 20 April 2012. The full text of the Constitutive Act appears as Annex 1 to Convening notice (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

4. The ratification of the Constitutive Act of SC Fondul Proprietatea SA in the same form as it was approved by the shareholders on 6 September 2010, any amendments to this Constitutive Act from the date it was approved by the relevant EGM (EGM Resolution no. 1/6.09.2010, no. 5/29.11.2010, no. 1/23.11.2011 and no. 2/4.04.2012) and any and all operations performed and acts executed by and on behalf of SC Fondul Proprietatea SA in accordance with the provisions of this Constitutive Act, as further amended (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

5. The ratification of any and all of the other resolutions taken by the EGM during the period commencing on 6 September 2010 and ending on the day of this EGM (the list of EGM Resolutions is contained in Annex 2 of Convening notice) and the approval and ratification of any implementation acts, facts and operations based on such (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

6. The re-adoption of any and all of the other resolutions taken by the EGM during the period commencing on 6 September 2010 and ending on the day of this EGM (the list of EGM Resolutions is contained in Annex 2 of Convening notice) and the approval of any implementation acts, facts and operations based on such (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

7. The empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, 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 Register or with any other public institution. The approval of 17 December 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

For	Against	Abstention

Note: Indicate your vote by placing an „X” in one of the columns for each resolution: „FOR”, „AGAINST” or „ABSTENTION”. Placing more than one „X” in respect of the same resolution or no

placing an „X” in any one of the columns, meaning that the vote will be void/ will not be taking into consideration.

This special power of attorney:

1. Is valid only for the EGM (having a single exception mentioned below at point 2) which was requested and the attorney has the obligation to vote in accordance with the instructions given by the principal shareholder under the sanction of cancellation of the vote by the EGM secretaries;
2. Is valid also for the second meeting of the same EGM for 26 November 2012, at 10:00 am (Romanian time) at the headquarters of the Company, if the EGM does not meet the legal or statutory requirements for convening on 23 November 2012, at 10:00 am (Romanian time);
3. the deadline for the sending and registration of the special power of attorney is 21 November 2012, 10:00 am (Romanian time).
4. Is made in 3 originals: one original is for the principal shareholder, one original is for attorney and one original will be sent to the Company' headquarter;
5. Shall be signed on each page and dated by the principal shareholder;
6. Shall be completed by the principal shareholder in respect with all resolutions.
7. Contains information according to the Constitutive Act of Fondul Proprietatea SA, Law 31/1990, Law 297/2004, CNVM Regulation no. 15/2004 and CNVM Regulation no. 6/2009.

The power of attorney date:

[_____]

(if the shareholder will send two special powers of attorney, the Company shall apply article 153 (2) point 4 regulation 15/2004).

The full name:

[_____]

(the full name of private individual shareholder or legal representative of company shareholder, clearly, in capital letters)

Signature:

[_____]

(the signature of private individual shareholder or the signature and the stamp of company shareholder)