

Amended special power of attorneys for the Ordinary General Shareholders Meeting (OGM) 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 OGM, 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 OGM of the Company which will take place in 23 November 2012 at 11:00 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 OGM agenda.

FOR	AGAINST	ABSTENTION

2. The approval of 2013 budget of SC Fondul Proprietatea SA.

FOR	AGAINST	ABSTENTION

3. The appointment of DELOITTE AUDIT S.R.L. with headquarters in Bucharest, 4-8 Nicolae Titulescu Street, 3rd Floor, 1st district, registered with Trade Register under no. J40/6775/1995, Sole Registration Number RO7756924 as the financial auditor of the Company the setting of the duration of the financial audit agreement for the period strating with the date of approval of the decsiioon and 31 August 2013; setting of the object of the financial audit agreement: audit of the financial statements of the Company for the year ended December 31, 2012, (the financial statements prepared in accordance with Romanian Accounting Standards, individual IFRS and consolidated IFRS) and setting of the level of

remuneration for the financial auditor for the current financial year (the remuneration is included in the financial audit service provision agreements).

FOR	AGAINST	ABSTENTION

4. The ratification of the appointment of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Sole Administrator of SC Fondul Proprietatea SA and as Fund Manager pursuant to Law 297/2004 regarding the capital market starting with 29 September 2010 (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

5. The re-adoption of the appointment of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Sole Administrator of SC Fondul Proprietatea SA and as Fund Manager pursuant to Law 297/2004 regarding the capital market. The appointing is made based on the Investment Management Agreement signed on 25 February 2010. The appointment of the Sole Administrator produces effects in accordance with the provisions of the Law 31/1990, beginning with the acceptance of the mandate. The mandate expires on 29 September 2014, subject to renewal in accordance with the provisions of the Constitutive Act of SC Fondul Proprietatea SA.

FOR	AGAINST	ABSTENTION

6. The ratification of the Investment Management Agreement signed on 25 February 2010, with subsequent amendments (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

7. The re-adoption the Investment Management Agreement signed on 25 February 2010, with subsequent amendments (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

8. The ratification of the termination of the mandates of the members of the Supervisory Board and of the Directorate through the ratification of the revocation, in accordance with the legal provisions and the contractual provisions regarding the termination of the contract for reasons not related to the inappropriate performance of the mandate, and the discharge of the

members of the Supervisory Board and of the Directorate as a result of the fact that in present SC Fondul Proprietatea SA is managed under a unitary system, according article 137 and the following of the Law 31/1990. It is found that the termination of the mandates of the members of the Supervisory Board and of the Directorate produced effects beginning with 29 September 2010 (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

9. The re-adoption of the termination of the mandates of the members of the Supervisory Board and of the Directorate through the adoption of the revocation, in accordance with the legal provisions and the contractual provisions regarding the termination of the contract for reasons not related to the inappropriate performance of the mandate, and the discharge of the members of the Supervisory Board and of the Directorate as a result of the fact that in present SC Fondul Proprietatea SA is managed under a unitary system, according article 137 and the following of the Law 31/1990. It is found that the termination of the mandates of the members of the Supervisory Board and of the Directorate produced effects beginning with 29 September 2010 (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

10. The ratification of the appointment of Sorin-Mihai Mîndruțescu and Cristian Bușu, starting with 29 September 2010, and of Steven Cornelis van Groningen, Julian Rupert Francis Healy and Piotr Rymaszewski, starting with 5 April 2012, as members of the Board of Nominees (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

11. The re-adoption of the appointment of Sorin-Mihai Mîndruțescu, Cristian Bușu, Steven Cornelis van Groningen, Julian Rupert Francis Healy and Piotr Rymaszewski as members of the Board of Nominees. The mandates of Sorin-Mihai Mindrutescu and Cristian Bușu expire on 29 September 2013 and the mandates of Steven Cornelis van Groningen, Julian Rupert Francis Healy and Piotr Rymaszewski expire on 5 April 2015 (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

12. The ratification of any and all of the other resolutions taken by the OGM during the period commencing on 6 September 2010 and ending on the day of this OGM (the list of OGM Resolutions is contained in Annex 3 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

13. The re-adoption of any and all of the other resolutions taken by the OGM during the period commencing on 6 September 2010 and ending on the day of this OGM (the list of OGM Resolutions is contained in Annex 3 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

14. The ratification of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as Fund Manager pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on the day of this OGM, all to the extent made, taken or issued in accordance with and within the limits of the above-mentioned Management Agreement (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

15. The re-adoption of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as Fund Manager pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on the day of this General Meeting of Shareholders, all to the extent made, taken or issued in accordance with and within the limits of the above-mentioned Management Agreement (new issue added on the agenda as a result of shareholders' request).

FOR	AGAINST	ABSTENTION

16. 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 vote will be void/ not be taking into consideration.

This special power of attorney:

1. Is valid only for the OGM (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 OGM for 26 November 2012, at 11:00 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 11:00 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: [_____]

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)