

CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF S.C. FONDUL PROPRIETATEA S.A.

Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, with its headquarters in Bucharest, 78-80 Buzești St., 7th and 8th floors, 1st District, registered with the Trade Register under no. J40/8587/2009, with Sole Registration Code RO 25851096, registered with the Public Register of the National Securities Commission (CNVM) under no. PJM05SSAM/400001 as a branch of an Investment Management Company from a Member State, as Sole Administrator of S.C. FONDUL PROPRIETATEA S.A., a trading joint-stock company, organized as a closed-end investment company, with its headquarters in Bucharest, 78-80 Buzești St., 7th floor, 1st District, registered with the Trade Register under no. J40/21901/2005, with Sole Registration Code 18253260, with a subscribed registered share capital of RON 13,778,392,208 and a paid-up share capital of RON 13,412,780,166 (the Company),

Considering

- The provisions of Articles 12 - 13 of the Company's Constitutive Act;
- The provisions of Law no. 31/1990 on trading companies, republished, with its subsequent amendments and additions (Law 31/1990);
- The provisions of Law no. 297/2004 on the capital market, with its subsequent amendments and additions (Law 297/2004);
- The provisions of Articles 147-158 of CNVM Regulation no. 15/2004 on the authorization and operation of investment management companies, of collective investment undertakings, and of trustees, with its subsequent amendments and additions;
- The provisions of CNVM Regulation no. 6/2009 on exercising certain rights of the shareholders at the general meetings of trading companies, with its subsequent amendments and additions (Regulation 6/2009);
- The provisions of Article 21 of CNVM Regulation no. 4/2010 on the registration with CNVM and the operation of 'Fondul Proprietatea' SA trading company, as well as on the transactions with shares issued by this company;

Convokes:

- I. The Extraordinary General Meeting of Shareholders (EGM) of S.C. Fondul Proprietatea S.A. for 27 June 2012, 10.00 am (Bucharest hour), at Hotel Radisson Blu, 63-81 Victoriei Road, Atlas I+II Room, 1st district, Bucharest.**
- II. The Ordinary General Meeting of Shareholders (OGM) of S.C. Fondul Proprietatea S.A. for 27 June 2012, 11.00 am (Bucharest hour), at Hotel Radisson Blu, 63-81 Victoriei Road, Atlas I+II Room, 1st district, Bucharest.**

Only the shareholders who are registered as shareholders of the Company on 8 June 2012 ('reference date') in the register of shareholders kept by S.C. Depozitarul Central S.A., have the right to participate and vote at the EGM and OGM.

III. The agenda of EGM is as follows:

1. The appointment of the meeting secretary among the shareholders of the Company and designation of the technical secretary.
2. The approval of the EGM agenda.
3. The approval of the admission and the introduction of the shares issued by SC Fondul Proprietatea SA to trading on the regulated market of the Warsaw Stock Exchange and their registration with the Polish National Depository for Securities, as follows:
 - 3.1.(i) The admission and introduction to trading on the main market of the Warsaw Stock Exchange will be sought with regard to all the ordinary class of shares of SC Fondul Proprietatea SA, issued and outstanding within its share capital, as at the date of filing the respective applications for the admission of the shares to the main market of the Warsaw Stock Exchange and for the registration of such shares with the Polish National Depository of Securities, as secondary administrative listing; and (ii) all the necessary actions and steps to that end will be taken by the Company for the purposes of implementing items (i) above, including the preparation and publication of a respective listing memorandum and the execution and filing of all the required documents, such as the respective applications for the admission and introduction of the shares in the Company to listing on the regulated market operated by the Warsaw Stock Exchange.
 - 3.2 (i) All the ordinary class of shares of the Company issued and outstanding within its share capital at as the date of the filing of the respective applications for the admission of the shares to the main market of the Warsaw Stock Exchange and for the registration of such shares with the Polish National Depository of Securities will be registered with the securities depository operated by the Polish National Depository for Securities, with its registered office in Warsaw (in Polish: Krajowy Depozyt Papierów Wartościowych S.A. z siedzibą w Warszawie), the registration of which will be effected for the purposes of secondary administrative listing on the main market of the Warsaw Stock Exchange of all the shares in the Company as specified above and will be subject to the agreement for the registration of the shares with the Polish National Depository for Securities specified above; and (ii) the Company will take all other necessary actions and steps to that end, including actions aimed at the establishment of all the necessary settlement and clearing connections (direct or indirect (through intermediaries), as the case may be) and the appointment of custodians, if necessary.

- 3.3. The Sole Administrator of the Company is empowered to: (i) prepare all documentation, including drafting, executing, filing and registering all the necessary documentation for or in connection with the admission and introduction to trading on the regulated market of the Warsaw Stock Exchange of all the ordinary class of shares in the Company and their registration with the Polish National Depository for Securities; (ii) seek all necessary regulatory approvals thereof; (iii) carry out promotional campaign regarding the admission and introduction of the shares in the Company to trading on the main market of the Warsaw Stock Exchange as the secondary market; and (iv) perform any other action which may be necessary or desirable to ensure the full effectiveness of the actions specified in points 3.1 and 3.2 above, in particular to grant any power of attorney; such authorization of the Sole Administrator of the Company shall be valid until 31 December 2012.
- 3.4 The approval of the forms of the applications for admission and introduction of the shares issued by the Company to trading on the main market of the Warsaw Stock Exchange.
- 3.5 The confirmation of the fact that the shares issued by SC Fondul Proprietatea SA referred to in item 3.1 and 3.2 above are dematerialized in the meaning of the Romanian Companies' law and are registered with the Central Depository in Romania.
- 3.6 The appointment of the intermediary (or consortium of intermediaries) that will work with the Sole Administrator of the Company with respect to the admission and introduction of the shares in the Company to trading on the regulated market of the Warsaw Stock Exchange. The Sole Administrator will present its proposal at the same time as the detailed plan for the secondary listing, by 25 May 2012.
- 3.7 The approval of costs associated with services of the intermediary (or consortium of intermediaries) mentioned at 3.6. The Sole Administrator will present its proposal at the same time as the detailed plan for the secondary listing, by 25 May 2012.
4. 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 16 July 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

IV. The agenda of OGM is as follows:

1. The appointment of the meeting secretary among the shareholders of the Company and designation of the technical secretary.

2. The approval of the OGM agenda.
3. The approval of the budget for the implementation of the admission and introduction to trading on the main market of the Warsaw Stock Exchange of all the ordinary class of the shares issued by SC Fondul Proprietatea SA, and outstanding within its share capital at as the date of the filing of the respective applications for the admission of the shares to the main market of the Warsaw Stock Exchange and for the registration of such shares with the Polish National Depository of Securities.
4. The amendment of 2012 budget of the Company.
5. The approval of the Addendum 1 for the Audit Agreement signed by Deloitte Audit SRL as financial auditor and SC Fondul Proprietatea SA as client.
6. The approval of engaging, on behalf of the Company, of independent valuers with the aim of performing valuation of certain holdings of the Company in unlisted portfolio companies, in order to use the valuation reports for NAV calculation and for impairment tests performed for the preparation of IFRS financial statements, the cost of such valuation reports being borne by the Company. The Sole Administrator is empowered to take all measures necessary to comply with this approval, as it deems appropriate for the benefit of the Company, with the Board of Nominees prior approval.
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 16 July 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

If the conditions for holding the EGM or the OGM are not met on the date of the first convocation, a new EGM and / or OGM, if the case, shall be convoked for 28 June 2012, at 10.00 (Bucharest hour) for EGM and at 11.00 (Bucharest hour) for OGM, having the same agenda. If there is a new convocation, the reference date set for identifying the shareholders entitled to participate and vote at the EGM and OGM is the same - 8 June 2012. OGM and EGM shall take place at the address: **Bucharest, Hotel Radisson Blu, 63-81 Victoriei Road, Atlas I+II Meeting Place, 1st district.**

In accordance with the provisions of Article 117, paragraph 1, of Law 31/1900, Article 7 paragraph 1 of CNVM Regulation 6/2009, and with the provisions of Article 13, paragraph 5, of the Company's Constitutive Act, one or several shareholders, representing individually or together at least 5% of the registered share capital of the Company, may request through a request

submitted to the Sole Administrator of the Company, the introduction of additional issues on the agenda of EGM and/or OGM and / or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the EGM and/or OGM. These suggestions must comply, cumulatively, with the following conditions:

- a) For individuals, they must be accompanied by copies of the identity documents of the shareholders (identification document or identification card), and for legal entities the copy of the identity document of the legal representative (identification document or identification card), and the original or a certified copy of the certificate issued by the Trade Register within the last 365 days or any other relevant document that proves the registration of the company by the competent authority;
- b) They must be accompanied by a justification and/or by a draft of resolution submitted for adoption, and
- c) They must be sent by any type of courier, with proof of delivery and registered at the Company's headquarters mentioned above or by e-mail with the extended electronic signature incorporated, in accordance with Law no. 455/2001 on the electronic signature at office@fondulproprietatea.ro by 5 June 2012, 6 pm (Bucharest hour).

Each shareholder, irrespective of how many shares it owns in the registered share capital, has the right to ask questions regarding the issues on the agenda of the general meetings. The questions shall be sent to the Company's headquarters mentioned above or by e-mail at office@fondulproprietatea.ro by 25 June 2012, 10.00 am (Bucharest hour). The Company shall answer the questions asked by the shareholders during the meetings, questions which shall be subsequently posted, together with their answers, on the website of the Company: www.fondulproprietatea.ro.

Comencing with 25 May 2012, all the information materials regarding the issues included on the agenda of EGM and OGM, the resolution drafts proposed for adoption at the general meetings, the special power of attorney forms, the forms for the vote by correspondence, and the general procedure for organizing general meetings (including the procedure for voting through a representative and the procedure which allows the vote by correspondence), shall be available on working days at the Company's headquarters mentioned above, from 09.00 to 17.00 (Bucharest hour), as well as on the official website of the Company: www.fondulproprietatea.ro. The shareholders of the Company may receive, upon request, copies of the documents related to the issues on the agenda of EGM and OGM.

The shareholders registered in the register of shareholders on the reference date may attend the EGM and/or OGM and vote in person, through a representative, or by correspondence.

The detailed procedure regarding the organization of general meeting of shareholders is available on the Internet page of the Company www.fondulproprietatea.ro and includes the proxy voting procedure and voting by correspondence.

The access of the shareholders entitled to participate to the EGM and/or OGM is allowed with the simple proof of their identity [for natural persons, with the identity document; for legal persons, with a copy of the registration certificate or the equivalent thereof and with the identity document of the legal representative, or, as applicable, with the documents certifying the status of legal representative of the legal person, as well as with the special power of attorney and the documents certifying the status of legal representative of the legal person of the signatory of said power of attorney (if the legal representative of the institutional shareholder does not participate to the EGM and/or OGM)].

The status of legal representative (applicable to all forms of exercising the vote) is proven by the presence of a certificate issued by the Trade Register (or by other institution in the country of residence of the shareholder foreign legal person), in its original counterpart or certified copy, issued within no more than 365 days before the date of the first convocation of the EGM and/or OGM. The documents submitted in a foreign language other than English (except for the identity documents valid in Romania), shall be accompanied by their translation in Romanian or in English. For the natural persons who are collective shareholders, a special power of attorney stating the designation of a sole representative and copies of the identity documents of the shareholders shall be submitted.

At EGM and/or OGM, the shareholders can be represented only by filling in and signing the form for the special power of attorney. The special power of attorney can be sent to the Company's headquarters mentioned above, in original, by any form of courier, with proof of delivery, or by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at: office@fondulproprietatea.ro, by 25 June 2012, 10.00 am (Bucharest hour). The special power of attorney are considered if they are registered at the Company's headquarters by 25 June 2012, 10.00 am (Bucharest hour), subject to the sanction of losing the right to vote by representative at the EGM and/or OGM. The shareholders can be represented by other shareholders, or by third parties. The shareholder with no exercise ability may grant a special power of attorney to other people. The representatives of the Company cannot be granted a power of attorney to represent shareholders at the EGM and/or OGM. In the procedure regarding the organization of the general meetings of shareholders, the procedure for the vote by representation shall be detailed, and the shareholders are bound to comply with this procedure, subject to the sanction of losing the right to vote by representative at the EGM and/or OGM. If the legal conditions for holding the EGM and / or the OGM are not met on the date of the first convocation thereof, the deadline for sending the new special power of attorney for the new EGM and / or OGM, if it is the case, is 25 June 2012, 10.00 am (Bucharest hour).

The special power of attorney form:

- a) Shall be made available to the Company's shareholders starting 25 June 2012 at the same coordinates and under the same conditions as the information materials;
- b) Shall be drafted by the Company in a clear and exact written format, in accordance with the applicable legislation, and shall enclose the manner of identifying the status as

- shareholder and the number of shares owned, as well as the specification for the vote 'for' or 'against' or 'abstention' for each of the issued under approval;
- c) shall be updated by the Company if new issues are added to the agenda of the EGM and/or OGM;
 - d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company;
 - e) shall be sent by the shareholder, together with a copy of the shareholder's identity document, for natural persons, or with the copy of the registration certificate or the equivalent thereof and of the identity document of the legal representative, for legal persons.

The vote of the shareholders at the EGM and/or OGM can also be expressed by correspondence, by filling in and signing the forms for the vote by correspondence. The forms for the vote by correspondence will be sent, by any form of courier, with proof of delivery, in original, to the Company's headquarter mentioned above, or by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at: office@fondulproprietea.ro, by the 25 June 2012 10.00 am (Bucharest hour). The forms for the vote by correspondence are considered if they are registered at the Company's headquarters by 25 June 2012, 10.00 am (Bucharest hour), subject to the sanction of losing the right to vote by correspondence at the EGM and/or OGM. In the general procedure regarding the organization of the general meetings of shareholders, the procedure for the vote by correspondence shall be detailed, and the shareholders are bound to comply with this procedure, subject to the sanction of losing the right to vote by correspondence at the EGM and/or OGM. If the legal conditions for holding the EGM and / or the OGM are not met on the date of the first convocation thereof, the deadline for sending the new special power of attorney for the new EGM and / or OGM, if it is the case, is the same, respectively 25 June 2012, 10.00 am (Bucharest hour).

The form of the vote by correspondence:

- a) shall be made available to the Company's shareholders starting 25 June 2012 at the same coordinates and under the same conditions as the information materials and the forms for the special power of attorney;
- b) shall be drafted by the Company in a clear and exact written format, in accordance with the applicable legislation, and shall enclose the manner of identifying the status as shareholder and the number of shares owned, as well as the specification for the vote 'for', 'against' or 'abstention' for each of the item under approval;
- c) shall be updated by the Company if new issues are added to the agenda of the EGM and/or OGM;
- d) shall be sent by the shareholder, together with a copy of the shareholder's identity document, for natural persons, or with the copy of the registration certificate or the equivalent thereof and of the identity document of the legal representative, for legal persons.

The checking and validation of the special powers of attorney submitted, as well as the centralization, checking, validation, and records of the votes by correspondence, shall be performed by a commission organized within the Company, and the members of this commission are to safe keep these documents, as well as protect the confidentiality of the votes expressed like that.

Additional information may be requested from the Department for the Services related to the Relationship with the Shareholders, at the phone number 021-200 96 28 or on the Company's website: www.fondulproprietatea.ro.

Grzegorz Maciej KONIECZNY
Legal Representative

Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as
Sole Administrator of **S.C. FONDUL PROPRIETATEA S.A.**