

SUPPLEMENTED 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 of European Union, as Sole Administrator of S.C. FONDUL PROPRIETATEA S.A., a 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 13,412,803,666 (the Company),

Considering

- The provisions of Articles 12 - 13 of the Company's Constitutive Act in force, as was approved by the shareholders of SC Fondul Proprietatea SA;
- The provisions of Law no. 31/1990 on 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 Emergency Ordinance of Government no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies as well as for the amendment and supplementing of Law no. 297/2004 on capital market;
- 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 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 company, as well as on the transactions with shares issued by this company;
- CNVM's Executive Order no. 26 as of 20 December 2012;
- The convening notice published on 4th Part of Official Gazette number 1409 from 15 March 2013, in "România Liberă" newspaper from 15 March 2013 and on S.C. Fondul Proprietatea website from 15 March 2013;
- The request of Manchester Securities Corp shareholder which has more than 5% from the share capital of the Company, made according with article 117¹ (1) Law 31/ 1990, regarding the introducing of supplemented points on Extraordinary General Shareholders Meeting agenda;

Supplements the agenda of convening notice for:

- I. The Extraordinary General Meeting of Shareholders of S.C. Fondul Proprietatea S.A. for 25 April 2013, 10AM (Romanian time), at Hotel JW Marriott – Constanta Ballroom from Bucharest, 90th, 13 September Road, 5th district, (EGM).
- II. The Ordinary General Meeting of Shareholders of S.C. Fondul Proprietatea S.A. for 25 April 2013, 11AM (Romanian time), at Hotel JW Marriott – Constanta Ballroom from Bucharest, 90th, 13 September Road, 5th district, (OGM).

Only the persons registered as shareholders of the Company on 4 April 2013 ("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 supplemented agenda of EGM is as follows:

1. The approval of the EGM agenda.
2. The amendment of the Constitutive Act, as follows:
 - 2.1. Article 7 is modified and will have the following content:

“Article 7 – Share capital

 - (1) *The share capital of Fondul Proprietatea is in amount of Lei 13,538,087,407, divided in 13,538,087,407 ordinary, nominative shares, having a face value of RON 1 each. The capacity as shareholder of Fondul Proprietatea is attested by a statement of account issued by the Central Depository.*
 - (2) *The identification data of each shareholder, the contribution to the share capital of each shareholder, the number of shares to which a shareholder is entitled to and the participation quota out of the total share capital are included in the shareholders’ register kept by a computerized system by the Central Depository.”*
 - 2.2. Paragraph (2) of Article 11 is modified and will have the following content:

“(2) The shares issued by Fondul Proprietatea grant the right to vote, each share granting one voting right. There is an exception of this principle, for the appointing of the members of the Board of Nominees, when the rule of cumulative voting will be applied, in accordance with article 15.”
 - 2.3. Paragraph (2) point j) of Article 12 is modified and will have the following content:

“j) to establish the annual income and expenditure budget for the following financial year;”
 - 2.4. Paragraph (6) of Article 13 is modified and will have the following content:

“(6) The calling notice, any other matter added to the agenda at the request of the shareholders, and/or of the Fund Manager, and/or of the Board of Nominees, the annual financial statements, the annual report of the Fund Manager, the report of the Board of Nominees as well as the proposal to distribute dividends are made available to the shareholders, at the headquarters of Fondul Proprietatea at the date of convocation of the general meeting, and are also published on the internet page, for free access to information by the shareholders. Upon request, copies of these documents shall be issued to the shareholders”.
 - 2.5. Paragraph (10) of Article 14 is modified and will have the following content:

“(10) The documents referring to the convocation and the shareholders’ attending list shall be attached to each minute.”
 - 2.6. Paragraph (19) of Article 14 is modified and will have the following content:

“(19) The votes of the shareholders will be sent electronically or by letter to the headquarters of Fondul Proprietatea, in a clear and precise form, noting "for", "against" or "abstained" in relation to each issue subject to approval for which the shareholder intends to cast a vote.”
 - 2.7. Article 15 is modified and will have the following content:

“Article 15 - Organisation

 - (1) *The ordinary general meeting of the shareholders shall appoint the Board of Nominees, formed of 5 members, and shall establish their remuneration, using the formula of votes mentioned in this article, in order to promote the more effective representation of minority shareholders.*
 - (2) *Any shareholder will have the right to make proposals on the members of the Board of Nominees. The members of the Board of Nominees may be shareholders of Fondul Proprietatea or other persons proposed to be appointed by the shareholders and they must have the proper experience and knowledge in order to be able to receive the reports of the Fund Manager and of consultants and, based on the information received, judge the merits of the management of Fondul Proprietatea within the limits of the objectives and principles set by the investment policy as well as by the applicable laws and regulations. In addition, the members of the Board of Nominees have to be qualified properly in order to assess (if there is need, with the support of an independent consultant) whether the transactions proposed by the Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders. All material information on the*

personal traits and professional qualifications of the candidates and an indication of their eligibility to qualify as an independent member (as defined in paragraph (3) below) shall be deposited at the registered office of Fondul Proprietatea by the reference date; the lists with the candidates and the shareholder that proposed each candidate should be published by the Fund Manager, in due time, on Fondul Proprietatea's website.

- (3) At least two members of the Board of Nominees must be independent. In order to qualify as an independent member, a person must satisfy all the following conditions:*
- a) not to be a director or a member of a Board of Fondul Proprietatea (other than being a member of the Board of Nominees) or of a company controlled by it and not to have filled such a position over the last 5 years calculated from the date of proposal;*
 - b) not to have been an employee of Fondul Proprietatea or of a company controlled by it or not to have had such an employment relationship over the last 5 years calculated from the date of proposal;*
 - c) not to receive or have received from Fondul Proprietatea or from a company controlled by it any additional remuneration or other advantages, other than those corresponding to its capacity of member of the Board of Nominees over the last 5 years calculated from the date of proposal;*
 - d) not to have been or have been representing a significant shareholder of Fondul Proprietatea;*
 - e) not to have or have had over the last year calculated from the date of proposal a business relationship with Fondul Proprietatea or with a company controlled, either in person, or as association, or as shareholder, administrator, director or employee of a company that has such a relationship with Fondul Proprietatea, if, by its substance, this relationship is likely to affect the person's objectivity;*
 - f) not to be or have been over the last 3 years calculated from the date of proposal a financial auditor or an employee of the financial auditor of Fondul Proprietatea or of a company controlled by it;*
 - g) not to have been a member of the Board of Nominees of Fondul Proprietatea for more than 9 years;*
 - h) not to have family relations (wife, husband or 4th grade family relations) with a person that fails one of the conditions provided in a) or d) above.*
- (4) The shareholders holding, jointly or individually, at least 10% of the paid share capital may request at most once a calendar year the convening of a GSM having on its agenda the election of the Board of Nominees through the cumulative voting method.*
- (5) Cumulative voting refers to the method by which each shareholder has the right to assign the cumulated votes (the votes obtained by multiplying the number of votes held by any shareholder in accordance with his share capital participation with the number of members who shall be part of the Board of Nominees) to one or more persons proposed to be appointed in the Board of Nominees.*
- (6) The application of the cumulative vote method requires the election of the entire Board of Nominees in the same GSM.*
- (7) In exercising their cumulative votes the shareholders may assign all the cumulated votes to a single candidate or distribute them among two or more candidates. The shareholders shall mention the number of votes assigned to each candidate on the list. The candidates who have been assigned the most cumulated votes during the General Shareholders Meeting shall form the Board of Nominees. Where two or more candidates proposed to be appointed members of the Board of Nominees have obtained the same number of cumulated votes, the person who has been voted by a larger number of shareholders shall be appointed member of the Board of Nominees.*
- (8) The mandate of the members of the Board of Nominees lasts 3 years, with such period to be extended by right until the first general meeting of shareholders following expiration of this period.*
- (9) The members of the Board of Nominees in office at the date of a general meeting of shareholders at which a cumulative vote is to take place in accordance with this article are included automatically in the list of candidates for the new Board of Nominees unless*

they notify the Fund Manager in writing that they refuse to be considered for re-election prior to the deadline for submitting the proposals for the candidates of Board of Nominees.

(10) The members of the Board of Nominees in office at the date of the General Meeting of the Shareholders which are not re-elected into the Board of Nominees through cumulative vote are considered revoked.

(11) The Board of Nominees elects from amongst its members a chairman of the Board.”

2.8. Paragraph (2) of Article 16 is modified and will have the following content:

“(2) The Chairperson of the Board of Nominees or, during his absence, a member of the Board of Nominees appointed through vote by the other members to chair the meeting, shall ensure the proper development of the meetings. The meetings of the Board of Nominees shall be held at the headquarters of Fondul Proprietatea or at such other location as may be agreed among the members of the Board of Nominees.”

2.9. Paragraphs (4) and (5) of Article 17 are modified and will have the following content:

“(4) Receives from the Fund Manager for analysis the annual report on the management of Fondul Proprietatea and presents an opinion to the Fund Manager and to the general meeting of the shareholders;

(5) Receives from the Fund Manager for analysis the yearly income and expenditure budget before it is submitted to the approval of the general meeting of shareholders and presents an opinion to the Fund Manager and to the general meeting of the shareholders;”

2.10. Paragraph (11) of Article 17 is modified and will have the following content:

“(11) Monitors the following, based on information and reports received from the Fund Manager:

- the list of all portfolio investments and percentage breakdown by each investment type;*
- a list of major transactions occurring in the Fondul Proprietatea portfolio for the period under review;*
- the total profit of the portfolio and comparison of profit with the appropriate benchmark;*
- comparison of return on the portfolio with the portfolio objective;*
- the extent of compliance with the investment policy statement, any variations and actions taken to correct variations;*
- the performance evaluation report.*

The Board of Nominees will draft and present to the general meeting of the shareholders an annual report regarding the monitoring activity performed, or a monitoring report for another period agreed by the general meeting of shareholders.”

2.11. Paragraph (3) of Article 21 is modified and will have the following content:

“(3) In excess of the duties provided by the applicable law, the Fund Manager shall be liable to:

- i) establish a reference date for shareholders entitled to vote within the general meeting, under the law, and draft the text of the announcement on the convocation of the general meeting, after notifying the Board of Nominees and after it adds to the agenda the matters requested by the Board of Nominees;*
- ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses after notifying the Board of Nominees, regarding the aspects concerning the business of Fondul Proprietatea;*
- iii) ensure that, if requested by any of the shareholders, a copy of or extract of the minutes of the general meeting shall be given to them and also, after the announcement of the ordinary annual general meeting of the shareholders is published, make available to the shareholders the financial statements of the company and the reports of the Fund Manager and of the company’s financial auditors,*
- iv) prepare the annual financial statements, draft the annual activity report, examine the financial auditors’ report, present them to the Board of Nominees before submitting such documents to the general meeting of the shareholders and make proposals on the distribution of the profit to the general meeting of the shareholders, after obtaining the prior approval of the Board of Nominees;*

- v) *manages the relationship with the Central Depository with regard to its shareholders' register functions,*
- vi) *prepare an annual report on the management of Fondul Proprietatea, to be presented to the Board of Nominees for approval prior to its submission to the general meeting of the shareholders;*
- vii) *propose, for the prior approval of the Board of Nominees and, further, of the general meeting of the shareholders, the budget of the yearly income and expenditure;*
- viii) *propose for the prior approval of the Board of Nominees and, further, of the general meeting of the shareholders of Fondul Proprietatea, the general strategy in accordance with the investment policy of Fondul Proprietatea; it is responsible for the implementation of the investment policy and for achieving a proper balance between the profits and the risks related to the Fondul Proprietatea portfolio; it has to inform periodically the Board of Nominees on any significant changes in the activities of Fondul Proprietatea and within the structure of its portfolio;*
- ix) *approve the outsourcing of certain activities, within the limits of the approved budget; respectively delegating the execution of certain activities,. with the prior endorsement of the NSC, where required by applicable legislation,*
- x) *based on the proposal of the Board of Nominees, submit to the approval of the extraordinary general meeting of the shareholders any agreement / document which may create binding obligations to Fondul Proprietatea,, including but not limited to the purchase, sale, conversion or encumbrance of the assets of Fondul Proprietatea whose value exceeds, either individually or cumulatively during a financial year, 20% of the non-current assets, less any receivables;*
- xi) *enter into any agreement / document which may create binding obligations to Fondul Proprietatea, (the purchase, sale, conversion or encumbrance of the assets of Fondul Proprietatea) whose value does not exceed, either individually or cumulated, during a financial year, 20% of the non-current assets, less any receivables, without the approval of the ordinary or extraordinary general shareholders meeting;*
- xii) *propose to the ordinary general meeting of the shareholders the conclusion of the financial audit agreement according to the legal provisions in force, upon obtaining the prior approval of the Board of Nominees, as well as approve the procedure of internal audit and the audit plan;*
- xiii) *decide the relocation of the registered office, provided that the registered office shall at all times be registered in Romania;*
- xiv) *make available to the Board of Nominees the reports, as well as other necessary documents for exercising the monitoring duties, in accordance with art. 17 paragraph (11);*
- xv) *inform at once the Board of Nominees of any litigation or infringement of legislation regarding Fund Manager, any operation which might be an infringement to the investment policy and about the plans/ correction measures for approaching these matters.*
- xvi) *convoke the general meeting which shall decide properly whenever an issue appears on which the Board of Nominees has a disagreement with the Fund Manager, which cannot be resolved amiably.*
- xvii) *propose to the Board of Nominees the recommendation for approval by the extraordinary general meeting of the shareholders of the appointment of the investment firm/investment bank who shall manage a public offer, as well as on its remuneration, when it will become necessary that such a company be appointed related to the admission to trading of Fondul Proprietatea."*

2.12 The approval of the new Constitutive Act of SC Fondul Proprietatea SA, that will have the content attached as Annex 1 that is part of this convening notice. The subscribed share capital decrease as proposed in Article 7 will be effective after two months calculated from the day the resolution is published in the Official Gazette, Part IV, if CNVM endorses the changes approved by shareholders.

3. The ratification and the approval of all resolutions taken by the extraordinary general shareholders meetings concluded, adopted and issued in the name of SC Fondul Proprietatea SA through Franklin Templeton Investment Management Limited United Kingdom, Sucursala Bucuresti, between 6 September 2010 and 24 April 2013 and the approval and ratification of any implementation acts, facts and operations based on such, including the management of the Company under an unitary system.
4. The extension until 31 December 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 meetings of shareholders resolution no. 11/ 27 June 2012 and 12/ 23 November 2012, in relation to the secondary listing of the Company on the Warsaw Stock Exchange.
5. The empowerment, with authority to be substituted, of Mrs. Oana-Valentina Truța 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.
6. The approval of 15 May 2013 as the registration date, in accordance with the provisions of Article 238 (1) of Law no. 297/2004.
7. Following the proposal of a shareholder owning more than 5% of the share capital, the amendment of the Company's Constitutive Act in order to clarify the provision imposing the selection procedure for a new sole director and fund manager to be carried out through the launch of a tender. In relation with this point, the wording proposed by the shareholder for EGM resolution is *"The amendment of the Constitutive Act, as follows: Article 12 (The general meeting of shareholders) paragraph 2 letter d) is amended to read as follows: 'd) to appoint the Fund Manager on the basis of the results of an international tender organized by the Board of Nominees and to cancel its appointment.'"*
8. Following the proposal of a shareholder owning more than 5% of the share capital, the amendment of the Company's Constitutive Act in order to remove the provision imposing the revocation of the Board of Nominees and of the sole director and fund manager, to be approved, upon the first calling, with the approval of the shareholders representing at least 2/3 (two thirds) of the present or represented voting rights. In relation with this point, the wording proposed by the shareholder for EGM resolution is *"The amendment of the Constitutive Act, as follows: Article 14 (Organisation of the general meeting of the shareholders) point 1 (quorum and voting rights) paragraph 1 is amended to read as follows: '(1) Upon the first calling, for the validity of the deliberations of the ordinary general meeting of the shareholders it is required that the shareholders representing at least a fourth of the shares with right to vote to attend. The decisions of the ordinary general meeting of the shareholders are taken with the majority of votes.'"*
9. Following the proposal of a shareholder owning more than 5% of the share capital, the amendment of the Company's Constitutive Act in order to correlate art. 19 paragraph 3 with the provisions of article 12. In relation with this point the wording proposed by shareholder for EGM resolution is *"The amendment of the Constitutive Act, as follows: Article 19 (Organisation) paragraph 3 is amended to read as follows: '(3) The mandate of the Fund Manager is of 4 years. The Fund Manager will call the Ordinary General Meeting of Shareholders with at least 6 months before of the termination of the duration of the mandate of the Fund Manager with the agenda of approving the extension of the mandate or the initiation of the tender organized by the Board of Nominees. If a decision was made to initiate a tender, following communication by the Board of Nominees of the results of such tender, the Fund Manager will immediately call an Ordinary General Meeting of Shareholders with the agenda of appointing the selected candidate as Fund Manager and authorizing negotiation and execution of the relevant fund management agreement and fulfilment of all relevant formalities for the authorization and legal completion of such appointment.'"*

IV. The agenda of OGM is as follows:

1. The approval of the OGM agenda.
2. The approval of the Annual Activity Report of Sole Administrator of SC Fondul Proprietatea SA for the financial year 2012, including the financial statements for the year ended on 31 December 2012 prepared in accordance with the Romanian Accounting Regulations, the approval of the report of auditor and the discharge the Sole Administrator for any liability for the administration during 2012. At this point, it will be presented the annual report of Board of Nominees.
3. The approval of the net profit allocation for the financial year 2012 and the approval of the value of gross dividend proposed is RON 0.04089 lei per share. The Company will start the payment of dividends beginning with 28 June 2013.
4. The approval of the Additional Act no. 3 to the Investment Management Agreement;
5. The election of 2 members of BoN following the expiring date on 29 September 2013 of two mandates. The mandate of the new members shall produce the effects starting with 30 September 2013. The proposals of the shareholders for two mandates that will expire may be submitted by 3 April 2013 at the Company's headquarters in Bucharest, 78-80 Buzesti Street, 7th floor, 1st district, postal code 011017 or by e-mail having incorporated an extended electronic signature in accordance with Law no. 455/2001 regarding electronic signature, at office@fondulproprietatea.ro. The candidates for Board of Nominees must submit the copy of their ID, the resume which details their current professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen. The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record for each candidate proposed will be published on the webpage of the Company and shall be daily updated on the basis of received proposals.
6. Increasing the gross monthly remuneration for each member of the Board of Nominees to RON 15,000 starting with the date of issuance of the resolution of the ordinary shareholders' meeting. The mandate agreements will be amended accordingly. Mr. Grzegorz Maciej Konieczny is empowered to sign the mandate agreements with the members of the Board of Nominees, for and on behalf of SC Fondul Proprietatea SA.
7. The ratification and the approval of all OGM decisions and 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 by it, approved or concluded between 6 September 2010 and 24 April 2013.
8. The ratification and 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 and according to 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. The list containing data regarding Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch (including name, headquarters, the professional qualification, the evidence that it is registered with Trade Register, the evidence that it is registered in Public Register of CNVM, the Investment Management Agreement endorsed by CNVM under legislation in force) is published on the internet webpage of the Company and it may be consulted and completed by shareholders in accordance with the law.
9. The approval of the Addendum 1 to the audit contract concluded between Fondul Proprietatea and Deloitte Audit SRL, for providing the consent to use audited IFRS financial statements in the Listing Memorandum.
10. The empowerment, with authority to be substituted, of Mrs. Oana-Valentina Truta 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.

11. The approval of 15 May 2013 as the registration date, in accordance with the provisions of Article 238 para. (1) of Law no. 297/2004.

If the legal 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 26 April 2013, at 10AM (Romanian time) for EGM and at 11AM (Romanian time) 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. OGM and EGM shall take place at the headquarters of the Company.

The right to include new points on the agenda. The right to present drafts of resolutions for the points on the agenda or on the points proposed on the agenda of the meeting.

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 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, and for legal entities the copy of the identity document of the legal representative, accompanied by the original or a certified copy of the ascertaining certificate issued by the Trade Register or any other similar document, in original or certified copy, issued by the competent authority from the state where the shareholder is duly incorporated proving the name of the legal representative, all being no old than 3 months as to the date when the summoning notice was published; the documents ascertaining the legal representative drafted in another language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator;
- 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 1 April 2013, 6 PM (Romanian time).

Information materials and questions related to the agenda

Each shareholder, irrespective of how many shares it owns in the 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 23 April 2013, 10am (Romanian time). 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.

Commencing with 25 March 2013, 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 and the general procedure for organizing general meetings (including the procedure for voting through a representative and the procedure which allows voting by correspondence), shall be available on working days at the Company's headquarters mentioned above, from 09AM to 5PM (Romanian time), 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 attendance to the General meeting

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 as follows:

- a) for individuals, with the identity document;
- b) for legal persons, with a copy of the ascertaining 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 (if the legal representative of the legal entity does not participate to the EGM and/or OGM),
- c) for the case when a representative is attending, the documentation mentioned above at a) and b) and the special power of attorney.

The status of legal representative (applicable to all forms of exercising the vote) shall be demonstrated by an ascertaining certificate issued by the Trade Register (or by other equivalent authority in the country of residence of the shareholder foreign legal person), in its original counterpart or certified copy, being no old than 3 months as to the date when the summoning notice was published; the documents ascertaining the legal representative drafted in another language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. For the individuals 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.

The vote through a representative designated through a special power of attorney

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 23 April 2013, 10 AM (Romanian time). The special power of attorney are considered if they are registered at the Company's headquarters by 23 April 2013, 10 AM (Romanian time), 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 23 April 2013, 10.00 AM (Romanian time).

The special power of attorney form:

- a) Shall be made available to the Company's shareholders starting 15 March 2013 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 individuals, or with the copy of the identity document of the legal representative, for legal persons.

The vote through correspondence using the forms for the vote through correspondence

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@fondulproprietatea.ro, by the 23 April 2013, 10AM (Romanian time). The forms for the vote by correspondence are considered if they are registered at the Company's headquarters by 23 April 2013, 10AM (Romanian time), 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 23 April 2013, 10AM (Romanian time).

The form of the vote by correspondence:

- a) Shall be made available to the Company's shareholders starting 15 March 2013 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 individuals, or with the copy 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 Shareholder Relations, at the phone number 021-200 96 28 or on the Company's website: www.fondulproprietatea.ro.

Oana-Valentina Truța
Legal Representative

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

Annex 1

Articles of Association

CHAPTER I

Name of the company, legal form, headquarters and duration

ARTICLE 1

Name of the Company

(1) The name of the Company is "Fondul Proprietatea" - S.A.

(2) All invoices, offers, orders, tariffs, prospectuses and other documents used in business, issued by the Company shall indicate the name, the legal form, the registered office, the registration number with the Commercial Registry and the sole registration code (CUI), the subscribed share capital, and the paid share capital with the mention "closed – end investment company".

ARTICLE 2

Legal form of the company

(1) "Fondul Proprietatea" - S.A., hereinafter referred to as "Fondul Proprietatea", is a Romanian legal person, set up as a joint-stock company.

(2) Fondul Proprietatea is organized, operates and ceases its activity under the provisions of Law No. 247/2005 on property and justice reform, and additional measures, as further amended and completed, of Law No. 297/2004 on the capital market, as further amended and completed, and of Company Law No. 31/1990, republished, as further amended and completed.

(3) Fondul Proprietatea is set up as an undertaking for collective investment (A.O.P.C.), of the closed-end-type, as defined by Art. 114(1) letter b) of Law No. 297/2004, as further amended and completed.

ARTICLE 3

Company headquarters

(1) The registered office of Fondul Proprietatea is located in Bucharest, 78-80 Buzesti Street, floor 7th, Sector 1; the headquarters may be changed to any other location in Romania, by decision of the asset management company (Fund Manager), according to article 21 paragraph (3) xii).

(2) The Company may set up secondary headquarters such as branches, representative offices, working points or other units with no legal personality, under the terms provided by law.

ARTICLE 4

Company duration

The duration of Fondul Proprietatea is unlimited.

CHAPTER II

Purpose and business object of the company

ARTICLE 5

Company purpose

The purpose of Fondul Proprietatea is the management and administration of the portfolio.

ARTICLE 6

Business object

- (1) Fondul Proprietatea has as main object of activity the management and administration of the portfolio.
- (2) The main domain of activity of Fondul Proprietatea is the one described by CAEN Code 643 – mutual funds and other similar financial entities, and the main activity is financial investments - CAEN Code 6430.
- (3) The business object of Fondul Proprietatea is the following:
 - a) management and administration of the portfolio;
 - b) other additional and adjacent activities, according to the regulations in force.

CHAPTER III

Share capital, shares

ARTICLE 7

Share capital

- (1) The share capital of Fondul Proprietatea is in amount of Lei 13,538,087,407, divided in 13,538,087,407 ordinary, nominative shares, having a face value of RON 1 each. The capacity as shareholder of Fondul Proprietatea is attested by a statement of account issued by the Central Depository.
- (2) The identification data of each shareholder, the contribution to the share capital of each shareholder, the number of shares to which a shareholder is entitled to and the participation quota out of the total share capital are included in the shareholders' register kept by a computerized system by the Central Depository.

ARTICLE 8

Share capital increase and decrease

- (1) The extraordinary general meeting of the shareholders shall decide, under the conditions of the law, on the share capital increase and decrease of Fondul Proprietatea, in accordance with the provisions of art. 12(3) letter c) and d) of this constitutive act.
- (2) The share capital may be increased, in accordance with the provisions of the law, by:
 - a) issuing new shares in exchange for cash contributions;
 - b) incorporating reserves, except for the legal reserves and of the reserves created out of the re-evaluation of the non-current assets, as well as of the benefits and issuing premiums.
- (3) Any share capital increase as stated in paragraph 2 shall be registered at the Trade Register Office, on the basis of the decision made by the General Meeting of the Shareholders of Fondul Proprietatea,
- (4) Any share capital decrease shall be performed in accordance with the provisions of the law.
- (5) The share capital may be decreased by:
 - a) decreasing the number of shares;
 - b) decreasing the nominal value of shares; and
 - c) other means provided by the law.
- (6) In case the Fund Manager notices that, due to accrued losses, the amount of the net assets, established as the difference between the total assets and total liabilities of Fondul Proprietatea, is less than half of the value of the subscribed share capital, the Fund Manager is bound to call the extraordinary general meeting of the shareholders, which will decide if Fondul Proprietatea needs to be dissolved. In case the extraordinary general meeting of the shareholders does not decide the dissolution of Fondul Proprietatea, then Fondul Proprietatea is bound to proceed, at the latest by the termination of the fiscal year subsequent to the one in which the losses were determined, with a share capital decrease with an amount at least equal to that of the losses which could not be covered by reserves, in case in this time the net assets of Fondul Proprietatea are not reconstituted up to a value at least equal to half of the share capital.

(7) A share capital decrease shall be performed only after two months following the publication in the Official Gazette of Romania, Part IV, of the resolution of the extraordinary general meeting of the shareholders.

ARTICLE 9

Shares

(1) The shares of Fondul Proprietatea are nominative, of equal value, issued in dematerialized form, established by registration in the account, and grant equal rights to their holders under the conditions provided by art. 11.

(2) The nominal value of a share is RON 1.

(3) The shares are indivisible with respect to Fondul Proprietatea, acknowledging only one holder for each share. In case a share becomes the property of more persons, Fondul Proprietatea / the Central Depository is not bound to register the transfer as long as those persons will not appoint a sole representative to exercise the rights arising from the share.

(4) The partial or total transfer of the shares amongst the shareholders or third parties is done according to the terms, conditions and procedure provided by law.

(5) Fondul Proprietatea may buy back its own shares in accordance with the conditions laid down in legislation in force.

(6) The right to dividends are held by the shareholders registered in the shareholders' register, according to the provisions of Law No. 297/2004, as further amended and completed, as well as the regulations issued for the implementation thereof.

ARTICLE 10

Bonds

Fondul Proprietatea is authorized to issue bonds in accordance with the provisions of the law. Fondul Proprietatea is not allowed to conclude loan agreements for investment reasons.

ARTICLE 11

Rights and obligations arising from shares

(1) Each share fully paid by the shareholders, according to the law, grants them the right to vote in the general meeting of the shareholders, according to the provisions of paragraph (2), the right to elect and to be elected in the management bodies, the right to take part in the profit distribution, according to the provisions of this constitutive act and the legal dispositions, and other rights provided by the constitutive act.

(2) The shares issued by Fondul Proprietatea grant the right to vote, each share granting one voting right. There is an exception of this principle, for the appointing of the members of the Board of Nominees, when the rule of cumulative voting will be applied, in accordance with article 15.

(3) Holding one share implies the rightful adhesion to this constitutive act.

(4) The rights and obligations follow the shares in case ownership thereof passes to another person.

CHAPTER IV

General meeting of the shareholders

ARTICLE 12

General meetings of the shareholders

(1) The general meeting of the shareholders may be ordinary and extraordinary.

(2) The ordinary general meeting of the shareholders has the following competencies, duties and functions:

a) to discuss, approve and amend the annual financial statements after reviewing the reports of the Fund Manager and financial auditor;

b) to establish the distribution of the net profit and to establish the dividends;

- c) to appoint the members of the Board of Nominees (“BoN”) and to cancel their appointment;
 - d) to appoint the Fund Manager, on the basis of the outcome of the selection made subsequent to a tender for appointing the Fund Manager, and to cancel its appointment;
 - e) to appoint and cancel the appointment of the financial auditor and to set the minimum duration of the financial audit agreement;
 - f) to set the level of the remuneration of the members of the Board of Nominees, the Fund Manager and of the financial auditor for the ongoing fiscal year;
 - g) to rule over the management of the Fund Manager and to evaluate his/her performances and to discharge him/her from its management,
 - h) to decide on the action in a court of law against the Fund Manager or, as the case may be, against the financial auditor, for damages caused to Fondul Proprietatea;
 - i) to approve the strategies and the development policies of Fondul Proprietatea;
 - j) to establish the annual income and expenditure budget for the following financial year;
 - k) to decide upon the pledge, lease or the creation of the movable securities or mortgages on the assets of Fondul Proprietatea;
 - l) to decide on any other aspects regarding Fondul Proprietatea, according to the legal duties.
- (3) The extraordinary general meeting of the shareholders is entitled to decide on the following:
- a) set-up or closing of some secondary units: branches, agencies, representative offices or other such units with no legal personality;
 - b) share capital increase;
 - c) share capital decrease or re-completion thereof by issuing new shares;
 - d) conversion of shares from one category to another;
 - e) conversion of a category of bonds to another category or to shares;
 - f) issue of new bonds;
 - g) approves the admission for trading and nominates the regulated market on which the shares of Fondul Proprietatea will be traded;
 - h) execution of any agreement / legal documents which may create binding obligations on Fondul Proprietatea including, without limitation, agreements for purchase, sale or exchange or creation of encumbrances of the assets whose value exceeds, either individually or cumulatively during a financial year, 20% of the non-current assets, less any receivables;
 - i) change of the management system of Fondul Proprietatea;
 - j) limitation or cancellation of the preference right of the shareholders;
 - k) approves the Investment Policy Statement;
 - l) any other amendment of the constitutive act or any other resolution requiring the approval of the extraordinary general meeting of the shareholders, according to applicable law or to this Constitutive Act.

ARTICLE 13

Summoning the general meeting of the shareholders

- (1) The general meeting of the shareholders is called by the Fund Manager whenever required. Prior to the convocation of the general meeting of the shareholders, the Fund Manager shall communicate to the Board of Nominees the intention to call the general meeting and shall introduce on the list of matters for the meeting all matters requested by the Board of Nominees.
- (2) The ordinary general meeting of the shareholders meets at least once a year, within 4 months from the end of the financial year.
- (3) The date of the meeting may not be less than 30 days from the publication of the convocation in the Official Gazette of Romania, Part IV.
- (4) The general meeting of the shareholders, either ordinary or extraordinary, shall be called whenever required, according to the legal provisions in force and with the dispositions of the constitutive act, by publication of the calling notice in the Official Gazette of Romania, Part IV, and a national daily newspaper or in a local newspaper largely read in the locality where the HQ of the company resides at least 30 days prior to the proposed date of meeting.

(5) One or more shareholders, individually or jointly, representing at least 5% of the share capital of Fondul Proprietatea, may request the Fund Manager by a written address signed by the holder(s) to introduce in the agenda new matters, within 15 days of the publication of the calling notice.

(6) The calling notice, any other matter added to the agenda at the request of the shareholders, and/or of the Fund Manager, and/or of the Board of Nominees, the annual financial statements, the annual report of the Fund Manager, the report of the Board of Nominees as well as the proposal to distribute dividends are made available to the shareholders, at the headquarters of Fondul Proprietatea at the date of convocation of the general meeting, and are also published on the internet page, for free access to information by the shareholders. Upon request, copies of these documents shall be issued to the shareholders.

(7) The calling notice includes the place, hour and date of the general meeting of the shareholders, as well as the agenda, expressly mentioning all matters that will be subject to debate. Upon calling the general meeting of the shareholders the provisions of art. 147-158 of Regulation No. 15/2004 regarding the authorisation and functioning of investment management firms, collective investment undertaking and depositories, approved by Order of the president of the National Securities Commission No. 67/2004, as further amended, shall apply.

(8) In case the agenda includes proposals to amend the constitutive act, the notice shall include the full text of the proposals. In case the agenda includes the appointment of the members of the Board of Nominees, the notice shall mention that the list including information regarding the name, the residence and professional training of the persons proposed for the position of member of the Board of Nominees is available to the shareholders, to be further reviewed and completed by shareholders.

(9) The notice for the first general meeting of the shareholders must set the day and hour of the second meeting, having the same agenda as the first, in order to cover the situation in which the first meeting cannot take place due to non-attendance of the required quorum.

(10) The general meeting of the shareholders shall meet at the headquarters of Fondul Proprietatea or in another place indicated in the notice.

(11) The Board of Nominees may request to the Fund Manager the calling of the general meeting, and if the Fund Manager does not observe the written request of the Board of Nominees within 5 working days from receiving it, the Board of Nominees may call upon the general meeting of the shareholders by following the same procedures as set out in this Article.

(12) The chairperson of Board of Nominees may request to the Fund Manager the calling of the general meeting according to article 16 paragraph (4) second sentence.

(13) The Fund Manager shall immediately call the general meeting of the shareholders, upon written request of the shareholders, individually or jointly, representing at least 5% of the share capital, if the request includes dispositions that fall under the responsibility of the general meeting of shareholders.

(14) In the case provided by paragraph (13), the general meeting of the shareholders shall be called within at most 30 calendar days and shall meet within at most 60 calendar days as of the date when the Fund Manager received the request of the shareholders.

(15) In the situation provided by paragraphs (13) and (14), in case the Fund Manager does not call the general meeting of shareholders, the shareholders who requested the calling of the general meeting may request the same to the Board of Nominees. If the Board of Nominees also does not respond to their request in 10 working days from the receipt of the request, the court of law with jurisdiction over the headquarters of Fondul Proprietatea, by summoning the Fund Manager, may authorize the calling of the general meeting by the shareholders which formulated the request.

ARTICLE 14

Organization of the general meeting of the shareholders

I. Quorum and voting rights

(1) Upon the first calling, for the validity of the deliberations of the ordinary general meeting of the shareholders, attendance is required by shareholders representing at least a fourth of the shares with right to vote. The decisions of the ordinary general meeting of the shareholders are taken with the majority of votes. The decision of the ordinary general meeting of the shareholders regarding the

cancellation of the appointment of the members of the Board of Nominees and of the Fund Manager are taken with a majority of at least two thirds of the number of votes attending or being represented.

(2) In case the ordinary general meeting of the shareholders cannot operate due to lack of quorum under paragraph (1), the meeting that will meet upon a second convocation may deliberate on the items included in the agenda of the first meeting, irrespective of the met quorum, taking decision by majority of the expressed votes.

(3) For the validity of the deliberations of the extraordinary general meeting of the shareholders, the following are required:

a) upon the first convocation, the attendance of the shareholders representing at least a fourth of the shares having voting rights, and the decisions are taken with majority of votes held by the shareholders attending or being represented;

b) upon the second convocation, the general meeting of the shareholders may deliberate on the items included in the agenda of the first meeting in the presence of the shareholders representing at least one fifth of the total number of the shares having voting rights, taking decisions by majority of votes held by the shareholders attending or being represented.

(4) The attendance of shareholders representing at least 50% of the total number of the voting rights, both at the first and the second convocation, is required for the validity of deliberations of the extraordinary general meeting of the shareholders to adopt a decision regarding (i) a share capital increase, (ii) a share capital decrease except a share capital decrease for the cancellation of bought-back shares or unpaid shares, or (iii) the anticipated dissolution of Fondul Proprietatea, made under the conditions of the law.

(5) For the validity of the deliberations of the extraordinary general meeting of shareholders regarding a share capital decrease for the cancellation of bought-back shares, attendance is required of shareholders representing (i) at least a fourth of the shares having voting rights upon the first convocation, and (ii) at least one fifth of the total number of the shares having voting rights, upon the second convocation.

(6) The decision to amend the main business object of Fondul Proprietatea, to decrease or increase the share capital, to change the legal form, to merge, de-merge or dissolve, is taken with a majority of at least two thirds of the voting rights related to the shares having voting rights of the shareholders attending or being represented.

II. Procedure of the meetings

(7) On the day and hour established in the convocation, the general meeting of the shareholders shall be opened by the permanent representative of the Fund Manager or, in its absence, by the one holding its place. A legal representative of the Fund Manager or a person appointed by the legal representative of the Fund Manager shall be the chairman of the meeting. The members of the Board of Nominees shall participate at the meetings, as well.

(8) The general meeting shall elect, from amongst the attending shareholders, from 1 up to 3 secretaries, who will check the attendance list of the shareholders, indicating the share capital represented by each of them, the minutes drawn up by the technical secretary to determine the number of the submitted shares and the fulfillment of the formalities requested by law and by the constitutive act for holding the general meeting of the shareholders.

(9) A minute of the meeting, signed by the president and by Secretaries, shall determine the fulfillment of the calling formalities, the date and place of the general meeting of the shareholders, attending shareholders, the members of the Board of Nominees present, the number of shares, a summary of the debates, the decisions taken, and upon request of the shareholders, the statements made thereby in the meeting.

(10) The documents referring to the convocation and the shareholders' attending list shall be attached to each minutes.

(11) The permanent representative of the Fund Manager may appoint, from amongst the employees of Fund Manager, one or more technical secretaries, to fulfill their duties according to the legal provisions.

(12) The decisions of the general meetings of the shareholders are drawn-up based on the minutes and are signed by the permanent representative of the Fund Manager or by a person appointed thereby. The minutes shall be recorded in the general meetings of the shareholders' register.

(13) Considering the extremely large number of shareholders of Fondul Proprietatea the shareholders may participate in person, by proxy with a special power of attorney or may express their voting right by correspondence or by electronic voting; the procedures and forms for the proxy, correspondence and electronic voting shall be set by the Fund Manager, in accordance with the applicable legislation and are made available to the shareholders at least by the date of publishing of the convening notice for the general meeting of shareholders.

(14) Considering the introduction of the voting right by correspondence, which right may be exercised and it is recommended to be exercised by any of the shareholders, the statutory quorum that needs to be met for the valid holding of any type of general meeting of the shareholders is calculated by including the votes deemed validly sent by correspondence.

(15) Also in the case of the vote by correspondence, each shareholder is entitled to pronounce himself in writing, with respect to the issues included in the agenda, casting a vote "for", "against" or "abstained". The expressed votes that are not cancelled are considered.

(16) All shareholders who, at the reference date, are registered in the shareholders' register, kept according to the law, have the right to participate to the general meetings of the shareholders.

(17) In order to ensure the effective and real possibility of all shareholders to be informed of the contents of the documents and the proposals of the persons requiring the organization of the general meeting of the shareholders, by care of the Fund Manager, such will be available, at the headquarters of Fondul Proprietatea, as well as on the internet page of Fondul Proprietatea, at least 30 days prior to the date provided for holding the meeting. Where the calling of the general meeting is made by the Board of Nominees, the Fund Manager has the obligation to fulfil all the above mentioned formalities at the request of the Board of Nominees. Where the communication with shareholders is not realised in this way, for reasons outside its reasonable control, the Board of Nominees may announce in the calling notice a different address than the registered address of Fondul Proprietatea, where the above mentioned documents will be made public, in accordance with the applicable legislation.

(18) In the advertisements informing of the convocation of the general meeting of shareholders of Fondul Proprietatea, the Fund Manager will indicate the reference date in relation to which the shareholders will be entitled to participate and vote. In addition, the date by when the shareholders may send their votes, as well as the procedure for voting by correspondence, regarding any of the issues subject to approval shall also be set out. If the calling of the general meeting is made at the request of the Board of Nominees, the above mentioned duties shall be fulfilled by the Board of Nominees. The deadline by when votes by correspondence may be registered shall be at least 5 working days subsequent to the date of publication of the informative material and prior to the convocation date of the general meeting of the shareholders by at least 48 hours.

(19) The votes of the shareholders will be sent electronically or by letter to the headquarters of Fondul Proprietatea, in a clear and precise form, noting "for", "against" or "abstained" in relation to each issue subject to approval for which the shareholder intends to cast a vote.

(20) The votes transmitted electronically shall be cancelled if they do not observe the procedure set by the Fund Manager drawn up according to the National Securities Commission regulations and such votes will not be taken into consideration in calculating the attending quorum.

III. Exercising the voting right in the general meeting of the shareholders

(21) The shareholders may be represented in each general meeting by other shareholders or by third parties subject to evidence that voting authority has been delegated by the shareholder for that particular general meeting.

(22) The decisions of the general meetings of the shareholders are taken by open vote, except for the cases the law or this constitutive act does not provide differently.

(23) Only the shareholders registered in the company shareholders' register at the reference date established by the Fund Manager or the Board of Nominees, as the case may be, when calling the

general meeting of the shareholders shall be entitled to participate to the meeting and vote after proving their identity.

(24) Secret vote is compulsory for electing and revoking the Fund Manager, the members of the Board of Nominees, the financial auditors and for taking some measures/decisions regarding the liability of the Fund Manager or of the members of the Board of Nominees and of the financial auditors of Fondul Proprietatea.

(25) The procedures referring to the secret vote, where applicable, will be approved by the Fund Manager and will be made public on the website of Fondul Proprietatea at least by the date of publishing of the convening notice for general meeting of shareholders.

(26) The decisions of the general meeting of the shareholders are binding for all shareholders, even for the absent shareholders or those who voted against or abstained.

(27) The shareholders who do not have capacity to act, as well as the legal entities may be represented by their legal representatives who, in their turn, may grant power of attorney to other persons for that particular general meeting of the shareholders.

CHAPTER V

The Board of Nominees

ARTICLE 15

Organisation

(1) The ordinary general meeting of the shareholders shall appoint the Board of Nominees, formed of 5 members, and shall establish their remuneration, using the formula of votes mentioned in this article, in order to promote the more effective representation of minority shareholders.

(2) Any shareholder will have the right to make proposals on the members of the Board of Nominees. The members of the Board of Nominees may be shareholders of Fondul Proprietatea or other persons proposed to be appointed by the shareholders and they must have the proper experience and knowledge in order to be able to receive the reports of the Fund Manager and of consultants and, based on the information received, judge the merits of the management of Fondul Proprietatea within the limits of the objectives and principles set by the investment policy as well as by the applicable laws and regulations. In addition, the members of the Board of Nominees have to be qualified properly in order to assess (if there is need, with the support of an independent consultant) whether the transactions proposed by the Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders. All material information on the personal traits and professional qualifications of the candidates and an indication of their eligibility to qualify as an independent member (as defined in paragraph (3) below) shall be deposited at the registered office of Fondul Proprietatea by the reference date; the lists with the candidates and the shareholder that proposed each candidate should be published by the Fund Manager, in due time, on Fondul Proprietatea's website.

(3) At least two members of the Board of Nominees must be independent. In order to qualify as an independent member, a person must satisfy all the following conditions:

a) not to be a director or a member of a Board of Fondul Proprietatea (other than being a member of the Board of Nominees) or of a company controlled by it and not to have filled such a position over the last 5 years calculated from the date of proposal;

b) not to have been an employee of Fondul Proprietatea or of a company controlled by it or not to have had such an employment relationship over the last 5 years calculated from the date of proposal;

c) not to receive or have received from Fondul Proprietatea or from a company controlled by it any additional remuneration or other advantages, other than those corresponding to its capacity of member of the Board of Nominees over the last 5 years calculated from the date of proposal;

d) not to have been or have been representing a significant shareholder of Fondul Proprietatea;

e) not to have or have had over the last year calculated from the date of proposal a business relationship with Fondul Proprietatea or with a company controlled, either in person, or as association, or as shareholder, administrator, director or employee of a company that has such a

relationship with Fondul Proprietatea, if, by its substance, this relationship is likely to affect the person's objectivity;

f) not to be or have been over the last 3 years calculated from the date of proposal a financial auditor or an employee of the financial auditor of Fondul Proprietatea or of a company controlled by it;

g) not to have been a member of the Board of Nominees of Fondul Proprietatea for more than 9 years;

h) not to have family relations (wife, husband or 4th grade family relations) with a person that fails one of the conditions provided in a) or d) above.

(4) The shareholders holding, jointly or individually, at least 10% of the paid share capital may request at most once a calendar year the convening of a GSM having on its agenda the election of the Board of Nominees through the cumulative voting method.

(5) Cumulative voting refers to the method by which each shareholder has the right to assign the cumulated votes (the votes obtained by multiplying the number of votes held by any shareholder in accordance with his share capital participation with the number of members who shall be part of the Board of Nominees) to one or more persons proposed to be appointed in the Board of Nominees.

(6) The application of the cumulative vote method requires the election of the entire Board of Nominees in the same GSM.

(7) In exercising their cumulative votes the shareholders may assign all the cumulated votes to a single candidate or distribute them among two or more candidates. The shareholders shall mention the number of votes assigned to each candidate on the list. The candidates who have been assigned the most cumulated votes during the General Shareholders Meeting shall form the Board of Nominees. Where two or more candidates proposed to be appointed members of the Board of Nominees have obtained the same number of cumulated votes, the person who has been voted by a larger number of shareholders shall be appointed member of the Board of Nominees.

(8) The mandate of the members of the Board of Nominees lasts 3 years, with such period to be extended by right until the first general meeting of shareholders following expiration of this period.

(9) The members of the Board of Nominees in office at the date of a general meeting of shareholders at which a cumulative vote is to take place in accordance with this article are included automatically in the list of candidates for the new Board of Nominees unless they notify the Fund Manager in writing that they refuse to be considered for re-election prior to the deadline for submitting the proposals for the candidates of Board of Nominees.

(10) The members of the Board of Nominees in office at the date of the General Meeting of the Shareholders which are not re-elected into the Board of Nominees through cumulative vote are considered revoked.

(11) The Board of Nominees elects from amongst its members a chairman of the Board.

ARTICLE 16

Functioning

(1) The meetings of the Board of Nominees are held at least once every quarter, however they may be called upon whenever needed. The call for the meeting of the Board of Nominees is made by the chairman, any of its members or upon the request of the Fund Manager. The Board of Nominees shall meet in at most 7 days as of the calling.

(2) The Chairperson of the Board of Nominees or, during his absence, a member of the Board of Nominees appointed through vote by the other members to chair the meeting, shall ensure the proper development of the meetings. The meetings of the Board of Nominees shall be held at the HQ of Fondul Proprietatea or at such other location as may be agreed among the members of the Board of Nominees.

(3) The Board of Nominees takes valid decisions provided the absolute majority of its members. The members of the Board of Nominees may be represented at the meetings of the Board of Nominees only by other members of the Board of Nominees and on the basis of a special written empowerment, presented in its original form at the beginning of the meeting. One member of the Board of Nominees may represent only one absent member. The decisions of the Board of Nominees shall be taken with the absolute majority of the votes of its members and are signed by all

the members which participated at the meeting. If some of the members of the Board of Nominees have been represented, the empowerment will be annexed to the minute of the meeting.

(4) If the absolute majority condition cannot be fulfilled to have the quorum for taking a decision, the chairperson of the Board of Nominees shall give notice for a second meeting of the Board of Nominees, having the same agenda as the first, in order to discuss this agenda. If the absolute majority condition cannot be fulfilled to have the quorum for taking a decision for three consecutive times, the chairperson of the Board of Nominees shall ask the Fund Manager to convoke the general meeting of the shareholders in order to properly decide on the respective decisions; in case that Fund Manager does not convoke it, any of the members of the Board of Nominees will have the right to convoke the general meeting.

(5) In case of vacancy of the seat of one or more members of the Board of Nominees, the general meeting of the shareholders shall immediately convoke for the appointment of new members. For the period in time by the decision of the general meeting, the other members of the Board of Nominees will nominate members ad interim to fulfil the vacant positions. The decision of the Board of Nominees on nominating members ad interim will be communicated to FM, the auditor and will be filed with the Trade Register.

ARTICLE 17

Attributions of the Board of Nominees

The Board of Nominees has the following duties and functions:

(1) Following the information received from the Fund Manager with regard to the summoning of the ordinary and/or extraordinary general meeting of the shareholders' requests, if it deems necessary, the insertion of supplementary matters in the text of the calling notice of the general meeting of shareholders;

(2) Receives from the Fund Manager the information in connection with the answers to the written requests submitted before the date of the general meeting of the shareholders, by the shareholders on topics regarding Fondul Proprietatea's activity;

(3) Receives from the Fund Manager the annual financial statements, the annual activity report presented by the Fund Manager and the financial auditors' report, before being made available to the shareholders and analyzes them, being able to formulate an opinion to be presented to both the Fund Manager and the general meeting;

(4) Receives from the Fund Manager for analysis the annual report on the management of Fondul Proprietatea and presents an opinion to the Fund Manager and to the general meeting of the shareholders;

(5) Receives from the Fund Manager for analysis the yearly income and expenditure budget before it is submitted to the approval of the general meeting of shareholders and presents an opinion to the Fund Manager and to the general meeting of the shareholders;

(6) Receives from the Fund Manager for analysis the strategy in accordance with Fondul Proprietatea's investment policy before it is submitted to the approval of the general meeting of shareholders and presents an opinion to the Fund Manager and to the general meeting of shareholders;

(7) Receives from the Fund Manager for analysis and approves the framework for carrying out Fondul Proprietatea's operations, as well as any other regulations of Fondul Proprietatea issued by the Fund Manager according to the legal provisions in force, the capital market rules and regulations;

(8) Receives from the Fund Manager for analysis the proposal to the ordinary general meeting of shareholders for the conclusion of the financial audit agreement and presents an opinion to the Fund Manager and to the general meeting of the shareholders;

(9) Reviews on a regular basis the investment policy of Fondul Proprietatea and presents an opinion to the general meeting of the shareholders as any time it deems necessary, but in any case, at least once a year to the annual ordinary meeting;

(10) Receives the report of the internal auditor and presents an opinion to the Fund Manager and to the general meeting of shareholders;

(11) Monitors the following, based on information and reports received from the Fund Manager:

- the list of all portfolio investments and percentage breakdown by each investment type;
- a list of major transactions occurring in the Fondul Proprietatea portfolio for the period under review;
- the total profit of the portfolio and comparison of profit with the appropriate benchmark;
- comparison of return on the portfolio with the portfolio objective;
- the extent of compliance with the investment policy statement, any variations and actions taken to correct variations;
- the performance evaluation report.

The Board of Nominees will draft and present to the general meeting of the shareholders an annual report regarding the monitoring activity performed, or a monitoring report for another period agreed by the general meeting of shareholders.

(12) Represents the general meeting of the shareholders in relation to the Fund Manager from the communication point of view between the two corporate bodies, except for the cases expressly regulated by this constitutive act as a direct communication between the general meeting and the Fund Manager;

(13) Verifies the report of the Fund Manager and the exercise of the permanent monitoring over the management of Fondul Proprietatea by the Fund Manager, and verifies if the operations carried on by the Fund Manager are in compliance with the applicable law, the constitutive act and/or with any relevant decision of the general meeting of the shareholders;

(14) Under the conditions of art. 13 paragraphs (11) and (14) convokes the general meeting of shareholders;

(15) Participates at the general meetings of shareholders and presents in this meeting reports in all cases provided by this constitutive act or with regard to any issue it deems to be relevant for the shareholders;

(16) Proposes to the general meeting of shareholders the approval or rejection of any contract/document which may create binding obligations on Fondul Proprietatea (including, without limitation, buying, selling, exchanging, or pledging of the assets of Fondul Proprietatea) whose value exceeds, either individually or cumulatively during a financial year, 20% of the non-current assets, less any receivables.

(17) Recommends to the General Meeting of the Shareholders the termination of the management contract in the event that the Board of Nominees considers this to be in the interest of the shareholders.

(18) Makes recommendations to the general meeting of shareholders on any other issues the Board of Nominees considers relevant to the shareholders.

(19) Following proposal by the Fund Manager, recommends to the Extraordinary General Meeting of the Shareholders the appointment of the public offer intermediary, as well as on his remuneration, when it becomes necessary that such a company be appointed in relation to the admission to trading of Fondul Proprietatea.

(20) Approves the delegation by the Fund Manager of certain activities. The delegation will be in force after the approval of NSC, where required by legislation in force.

(21) Is responsible for monitoring the Fund Manager's performance of the Investment Management Agreement.

ARTICLE 18

The obligations of the members of the Board of Nominees

(1) The members of the Board of Nominees have diligence and loyalty duties towards the shareholders of Fondul Proprietatea.

(2) The members of the Board of Nominees are held liable towards the general meeting of the shareholders of Fondul Proprietatea, in accordance with the mandate rules. The decisions of the members of the Board of Nominees will be taken after due enquiries into the relevant circumstances existing at the specific moment at which such decisions are taken.

(3) The members of the Board of Nominees cannot disclose the confidential information and the commercial secrets of Fondul Proprietatea, to which those persons have access. Such obligation remains in force after the termination of the mandate.

(4) If a member of the Board of Nominees has, directly or indirectly, adverse interest to the interest of Fondul Proprietatea, in a certain operation, that member must give notice of such situation to the other members and to the internal auditors and not take part in any deliberation regarding that operation.

(5) The same obligation must be observed by the member of the Board of Nominees, who acknowledges that in a certain operation, his/her wife or husband, relative or related persons by the 4th grade inclusive are interested.

(6) The prohibitions stipulated in paragraphs (4) and (5) regarding the participation, deliberation and voting of the members of the Board of Nominees, are not applicable if the vote refers to:

a) the offer of shares or obligations of Fondul Proprietatea for subscription, to a member of the Board of Nominees or to the persons mentioned in paragraph (5);

b) the granting by a member of the Board of Nominees or by the persons mentioned in paragraph (5) of a loan or establishing a guarantee in favour of Fondul Proprietatea.

(7) A member of the Board of Nominees who does not observe the provisions of paragraphs (4) and (5) shall be held liable for the damages caused to Fondul Proprietatea.

(8) It is forbidden for Fondul Proprietatea to provide credit to the members of the Board of Nominees, through operations such as:

a) granting loans;

b) granting financial facilities for or after the conclusion by Fondul Proprietatea with the members of delivery operations of goods, providing of services or performance of works;

c) direct or indirect guarantee, in whole or in part, of any loans granted to the member of the Board of Nominees, concomitant or after granting the loan;

d) direct or indirect guarantee, in whole or in part, of performance by the members of any other personal obligation of those towards third parties;

e) direct or indirect guarantee, in whole or in part, of any receivables having as object a loan granted by a third party to the members of the Board of Nominees or other personal service of those members.

(9) The provisions of paragraph (8) are applicable and the operations in which the husband or wife, relatives or related persons by the 4th grade inclusive of the members of the Board of Nominees are interested; also, if the operation concerns a civil or a commercial company at which one of the persons above mentioned is director or holds, solely or together with one of the persons above mentioned, a quota of at least 20% of the value of the subscribed share capital.

(10) The provisions of paragraph (8) are not applicable in the case where the operation is concluded by Fondul Proprietatea during its normal business, and the clauses of the operations are not more favourable to the persons specified in paragraphs (8) and (9) than the ones usually practiced by Fondul Proprietatea towards third parties.

(11) The Board of Nominees shall promptly decide on all requests for approval from the Fund Manager within a reasonable time frame to allow the Fund Manager to comply with its own obligations.

CHAPTER VI

Provisions regarding the company's management

ARTICLE 19

Organisation

(1) Fondul Proprietatea is managed by Franklin Templeton Investment Management Limited through its Romanian branch, with headquarters in Bucharest, 78-80 Buzesti street, floors 7-8, sector 1, fiscal registration no. 25851096, registration number at Trade Registry J40/8587/2009, legally represented by Grzegorz Maciej Konieczny, Polish citizen, born on 22.11.1970 in Slupsk, Poland, with home address in Poland, identified with identification documentation issued by Polish Authorities on 14.05.2009, valid until 14.05.2019, with personal identification number 7011220001 and by Adrian Cighi, Romanian citizen, with home address in Bucuresti, 57 Aron Cotrus street, sc. D, et. 5, ap. D31, district 1, identified with ID RT number 768358 issued by S.P.C.E.P. District 1 on 18.05.2011, valid until 10.08.2021, with personal identification number 1830810314000 and by

Oana - Valentina Truța, Romanian citizen, domiciled in Cluj-Napoca, 18 Iuliu Moldovan Str., ap.13, Cluj county, identified with Identity Card series KX number 361489 issued by Cluj-Napoca on 08.06.2004, valid until 20.08.2014, having as personal identification number 2800820260032, under the Investment Management Agreement signed on 25 February 2010, which holds the position of sole director, as well as of asset management company referred to throughout this document as the Fund Manager.

(2) The Fund Manager is elected by the general meeting of the shareholders, with the observance of the legal provisions and of this constitutive act.

(3) The mandate of the Fund Manager is of 4 years and is renewed automatically, if there is no adverse decision of the general meeting of the shareholders, entitled to decide on the termination of the mandate even before its regular lifespan. The Fund Manager will call the Ordinary General Meeting of Shareholders with at least 3 months before of the termination of the Investment Management Agreement having on the agenda the extension of the mandate or the appointing of a new Fund Manager. The Fund Manager will organize the Ordinary General Meeting of Shareholders before the termination of Investment Management Agreement.

(4) The legal entity appointed as Fund Manager of Fondul Proprietatea must expressly accept such position, by executing the management agreement and must have in place professional liability insurance.

(5) The Investment Management Agreement can be modified or replaced in accordance with article 12 and 14, with the approval of the shareholders. Any replacement document or addendum of the Investment Management Agreement will be signed on behalf of Fondul Proprietatea by the chairman of the Board of Nominees or by a member of the Board of Nominees empowered by the chairman.

ARTICLE 20

Functioning

The Fund Manager shall appoint a natural person as its permanent representative. The Fund Manager can make changes of its permanent representatives (that are the legal representatives and managers of the Fund Manager), with the prior authorisation of NSC. All changes will be registered at the Trade Register.

ARTICLE 21

Attributions of the Fund Manager

(1) The management of Fondul Proprietatea is ensured by the Fund Manager, which fulfils the necessary and useful operations for the fulfilment of the company's business object, except of the operations reserved by the law for the general meeting of the shareholders, and has all the obligations attributed to it by the applicable law.

(2) The Fund Manager exercises its attributions under the control of the general meeting of the shareholders and the monitoring of the Board of Nominees.

(3) In excess of the duties provided by the applicable law, the Fund Manager shall be liable to:

i) establish a reference date for shareholders entitled to vote within the general meeting, under the law, and draft the text of the announcement on the convocation of the general meeting, after notifying the Board of Nominees and after it adds to the agenda the matters requested by the Board of Nominees;

ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses after notifying the Board of Nominees, regarding the aspects concerning the business of Fondul Proprietatea;

iii) ensure that, if requested by any of the shareholders, a copy of or extract of the minutes of the general meeting shall be given to them and also, after the announcement of the ordinary annual general meeting of the shareholders is published, make available to the shareholders the financial statements of the company and the reports of the Fund Manager and of the company's financial auditors,

- iv) prepare the annual financial statements, draft the annual activity report, examine the financial auditors' report, present them to the Board of Nominees before submitting such documents to the general meeting of the shareholders and make proposals on the distribution of the profit to the general meeting of the shareholders, after obtaining the prior approval of the Board of Nominees;
- v) manages the relationship with the Central Depository with regard to its shareholders' register functions,
- vi) prepare an annual report on the management of Fondul Proprietatea, to be presented to the Board of Nominees for approval prior to its submission to the general meeting of the shareholders;
- vii) propose, for the prior approval of the Board of Nominees and, further, of the general meeting of the shareholders, the budget of the yearly income and expenditure;
- viii) propose for the prior approval of the Board of Nominees and, further, of the general meeting of the shareholders of Fondul Proprietatea, the general strategy in accordance with the investment policy of Fondul Proprietatea; it is responsible for the implementation of the investment policy and for achieving a proper balance between the profits and the risks related to the Fondul Proprietatea portfolio; it has to inform periodically the Board of Nominees on any significant changes in the activities of Fondul Proprietatea and within the structure of its portfolio;
- ix) approve the outsourcing of certain activities, within the limits of the approved budget; respectively delegating the execution of certain activities,, with the prior endorsement of the NSC, where required by applicable legislation,
- x) based on the proposal of the Board of Nominees, submit to the approval of the extraordinary general meeting of the shareholders any agreement / document which may create binding obligations to Fondul Proprietatea,, including but not limited to the purchase, sale, conversion or encumbrance of the assets of Fondul Proprietatea whose value exceeds, either individually or cumulatively during a financial year, 20% of the non-current assets, less any receivables;
- xi) enter into any agreement / document which may create binding obligations to Fondul Proprietatea, (the purchase, sale, conversion or encumbrance of the assets of Fondul Proprietatea) whose value does not exceed, either individually or cumulated, during a financial year, 20% of the non-current assets, less any receivables, without the approval of the ordinary or extraordinary general shareholders meeting;
- xii) propose to the ordinary general meeting of the shareholders the conclusion of the financial audit agreement according to the legal provisions in force, upon obtaining the prior approval of the Board of Nominees, as well as approve the procedure of internal audit and the audit plan;
- xiii) decide the relocation of the registered office, provided that the registered office shall at all times be registered in Romania;
- xiv) make available to the Board of Nominees the reports, as well as other necessary documents for exercising the monitoring duties, in accordance with art. 17 paragraph (11);
- xv) inform at once the Board of Nominees of any litigation or infringement of legislation regarding Fund Manager, any operation which might be an infringement to the investment policy and about the plans/ correction measures for approaching these matters.
- xvi) convoke the general meeting which shall decide properly whenever an issue appears on which the Board of Nominees has a disagreement with the Fund Manager, which cannot be resolved amiably.
- xvii) propose to the Board of Nominees the recommendation for approval by the extraordinary general meeting of the shareholders of the appointment of the investment firm/investment bank who shall manage a public offer, as well as on its remuneration, when it will become necessary that such a company be appointed related to the admission to trading of Fondul Proprietatea.

ARTICLE 22

The obligations of the Fund Manager

(1) The Fund Manager has a diligence and loyalty duty towards Fondul Proprietatea. Such duty is exercised taking into consideration the interest of the shareholders generally, and not of some of them.

(2) The Fund Manager is held liable towards Fondul Proprietatea, according to the law. The decisions of the Fund Manager are taken after due enquiries regarding the relevant circumstances existing at the moment at which those decisions are taken.

(3) The Fund Manager cannot disclose confidential information or commercial secrets of Fondul Proprietatea, to which it has access. Such obligation remains also after the termination of the mandate.

(4) If the Fund Manager, respectively its permanent representative and its employees, have in a certain operation, directly or indirectly, adverse interest to the interest of Fondul Proprietatea, the Fund Manager must give notice of this issue to the internal auditors and the Board of Nominees and not take part in any deliberation concerning the specific situation.

(5) The same obligation must be observed by the Fund Manager, respectively by its permanent representative and its employees if, in a certain operation, it is aware that an Affiliate of the Fund Manager or the wife or husband, relatives or related persons by the 4th grade inclusive of the representative and its employees, are interested.

ARTICLE 23

Representation of Fondul Proprietatea

(1) In relations with third parties, Fondul Proprietatea is represented by the Fund Manager, respectively by its permanent representative.

(2) The Fund Manager may delegate the representative powers, in accordance with the applicable law and CNVM regulations.

CHAPTER VII

The audit of Fondul Proprietatea

ARTICLE 24

The internal auditors and the financial audit

(1) The financial statements of Fondul Proprietatea are subject to financial audit. Also, Fondul Proprietatea shall organise its internal audit in accordance with the legal provisions in force.

(2) An internal audit department shall be organised within Fondul Proprietatea, having attributions of objective examinations of the company's aggregate business, for the purpose of providing an independent evaluation of the risk management, control and leading development of the company. Fund Manager can decide that internal audit work can be outsourced, in which case it will run on a contractual basis, according to article 3 of Decision of Romanian Chamber of Auditors no. 88/2007, with subsequent amendments.

(3) The internal audit is independent of the management of Fondul Proprietatea, and the internal auditors shall objectively exercise this activity.

(4) The internal audit shall evaluate and shall propose the improvement of the risk management, the control and internal rules within Fondul Proprietatea.

(5) The internal auditors shall not be subject to any interference in determining the purpose of the internal audit and in exercising their activity.

(6) The internal auditors shall have an impartial, correct attitude and shall avoid conflicts of interest.

(7) The internal audit shall transmit the plans of the internal audit activity and the necessary resources, inclusive the significant interim changes, to the Board of Nominees for information, as well as to Fund Manager for approval within the limits of its competencies.

(8) The internal audit shall establish the policies and procedures for exercising the internal audit activity within Fondul Proprietatea, comprising amongst others, the analysis of the decisions taken by the company's management and the control of their compliance with the statutory requirements and/or with other documents approved by the general meeting of the shareholders.

(9) The internal audit shall coordinate its activity with the financial auditor, in order to ensure the proper fulfilment of the audit objectives and to minimize any duplication of attributions.

(10) The internal audit shall give quarterly reports to the Board of Nominees of Fondul Proprietatea and Fund Manager regarding the purpose of the internal audit activity, authority, responsibility and

performance according to its plan. The reports shall include also the significant risks and aspects of the control and management, as well as other necessary problems or as requested by the Board of Nominees and the Fund Manager.

(11) The internal audit shall verify if the management of Fondul Proprietatea has taken appropriate measures concerning the reported significant risks or if the Fund Manager has accepted the risk of not taking any measure and shall inform the Board of Nominees and the general meeting of the shareholders if the Fund Manager has accepted the reported significant risks.

(12) The internal audit shall establish the procedures for monitoring the implementation of the measures taken by the management of Fondul Proprietatea.

(13) The internal auditors shall notify the Board of Nominees and the Fund Managers with respect to any flaws in the management or breaches of the legal provisions or of the constitutive act, where such are identified by the internal auditors; the significant cases shall be notified to the general meeting of the shareholders.

(14) The internal auditors shall take into consideration the complaints of the shareholders when drafting the reports addressed to the general meeting of the shareholders.

(15) The attributions, duties and the working methods of the internal auditors, as well as their rights and obligations, are completed with the legal provisions in this area.

ARTICLE 25

Financing its own business

For the fulfillment of the business object and in accordance with the attributions established, Fondul Proprietatea uses the financial resources established pursuant to the law, banking credits and other financial resources. Fondul Proprietatea is not allowed to conclude loan agreements for investment reasons.

ARTICLE 26

Financial year

The financial year begins on 1st of January and terminates on 31st December of each year.

ARTICLE 27

Accounting evidence and annual financial statements

(1) The accounting records are kept in the Romanian language and in the national currency.

(2) Fondul Proprietatea must draft the annual financial statements according to the legal provisions in force.

ARTICLE 28

Calculation and distribution of the profit

(1) The result of the financial year is determined at the end of the year and represents the final balance of the profit and loss account.

(2) The profit of Fondul Proprietatea after the payment of the profit tax shall be distributed according to the decision of the general meeting of the shareholders and to the legal provisions in force.

(3) Fondul Proprietatea creates legal reserves and other reserves, pursuant to the law.

(4) The payment of dividends owed to the shareholders is made by Fondul Proprietatea, according to the law.

(5) The dividends are distributed between the shareholders proportionately to the number of shares held.

(6) In the case of recording a loss to the net assets, the general meeting of the shareholders shall analyse the causes and decide properly, according to the law.

ARTICLE 29

Registries

Fondul Proprietatea shall maintain, by care of the Fund Manager and internal auditors, all registries provided by the law. The shareholders registry is kept by the Central Depository.

CHAPTER IX

Association, change of the legal form, dissolution and liquidation, litigation

ARTICLE 30

Association

(1) Fondul Proprietatea may set-up, solely or together with other Romanian or foreign natural persons or legal entities, other companies or legal entities, according to the law and to this constitutive act.

(2) The conditions for the participation of Fondul Proprietatea at the setting-up of new legal entities shall be regulated by the constitutive acts, which to be approved by the general meeting of the shareholders.

ARTICLE 31

Dissolution

(1) The dissolution of Fondul Proprietatea shall take place in the following cases:

- a) impossibility of performing the company's business object;
- b) declaring the company's nullity;
- c) by decision of the extraordinary general meeting of the shareholders, in accordance with article 14 paragraphs (4) and (5);
- d) as a consequence of losses, if the net asset value, determined as the difference between the total asset and the company's debts, represents less than half of the value of the subscribed share capital and if, not later than the termination of the financial year subsequent to the one during which the losses have been ascertained, the general meeting of the shareholders fails to decrease the share capital with an amount at least equal with the amount of losses which could not be covered from reserves or to reconstitute the company's net asset value up to the value at least equal with half of the subscribed share capital;
- e) opening of the bankruptcy procedure;
- f) the number of shareholders reduces under the legal minimum;
- g) other causes provided by the law or by this constitutive act.

(2) The dissolution of Fondul Proprietatea cannot take place before the finalisation of the procedures for granting indemnities to the rightful persons.

(3) The dissolution decision of Fondul Proprietatea must be registered with the commercial registry and published in the Official Gazette of Romania, Part IV.

ARTICLE 32

Liquidation

(1) The dissolution of Fondul Proprietatea has as consequence the opening of the liquidation procedure.

(2) The liquidation of Fondul Proprietatea and distribution of the non-current assets are made in accordance with the law.

ARTICLE 33

Calculation method of the net asset value

The calculation method of the net asset value is made according to the legal provisions in force.

ARTICLE 34

Prudential rules concerning the investment policy

- (1) The investment policy is established by the Fund Manager, with the observance of the investment limitation provided by the legal provisions in force and of this Constitutive Act.
- (2) Fondul Proprietatea shall be subject to the investment restrictions provided under Law No. 247/2005 on property and justice reform, and additional measures, as further amended and completed, of Law No. 297/2004 on the capital market, as further amended and completed as well as any other applicable law or regulation.
- (3) Subject to the terms of this Constitutive Act, of the IMA and the applicable law, all decisions in relation to the acquisition of, disposal of, and exercise of all rights and obligations in relation to the assets of Fondul Proprietatea shall be at the sole discretion of the Fund Manager.
- (4) Prudential rules concerning the investment policy will be by approved by the shareholders through the Investment Policy Statement.

ARTICLE 35

Conditions for the replacement of the depository

- (1) Fondul Proprietatea shall conclude a depository agreement with a depository legal entity authorised and supervised by the National Securities Commission, which performs depository operations in relation to securities, as well as any operations in connection with those. The activities to be developed by the depository and the conditions for its replacement shall be provided in the depository agreement.
- (2) The depository agreement shall include mandatorily clauses related to the replacement of the depository and rules for ensuring shareholders' protection in such situations.

ARTICLE 36

Identity, requirements regarding the qualification, professional experience and integrity of the management members

- (1) The Fund Manager, respectively its permanent representative, shall cumulatively fulfil with the minimum requirements regarding the integrity, qualification and professional experience provided in the legislation and in other specific provisions; the identity of the Fund Manager is the one registered with the National Office of Trade Registry, based on the decision of the general meeting of the shareholders regarding its election.
- (2) Fund Manager means the investment management company, legal person established as a limited company which operates or will be established and operated on the authorization issued by the NSC, including investment management company, foreign entity, authorized by the competent authority of State of origin and which will establish a branch in Romania, the permit issued by the NSC, and NSC entered in the register this branch.

ARTICLE 37

Litigations

The litigations of any type shall be amiably resolved and if this is not possible, they shall be solved by the competent arbitral or judicial courts.

CHAPTER X

Final provisions

ARTICLE 38

Final provisions

The provisions of this constitutive act are completed by the provisions of Company Law No. 31/1990, republished, as further amended and completed, and other applicable legal provisions in

force as well as by the provisions of the capital market legislation governing the issuers whose shares are admitted on trading.