

**NOTE**  
**FOR PRESENTING POINT 2 ON THE AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ON 25 APRIL 2013**

By Resolution no. 2 of 6 September 2010, the Extraordinary General Shareholders Meeting of SC Fondul Proprietatea SA approved the Constitutive Act of Fondul Proprietatea. Accordingly, the dual administration system (whose governing bodies were the Directorate and the Supervisory Board) was replaced by the unitary administration system exercised by the Sole Administrator Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch.

The Constitutive Act was subsequently amended by:

- Resolution no. 5 of 29 November 2010 of the Extraordinary General Shareholders Meeting. The Constitutive Act was entirely approved on 29 November 2010.
- Resolution no. 1 of 23 November 2011 of the Extraordinary General Shareholders Meeting. The Constitutive Act was entirely approved on 23 November 2011.
- Resolution no. 2 of 4 April 2012 of the Extraordinary General Shareholders Meeting.
- The new Constitutive Act was entirely approved again on 23 November 2012.

1. We propose the shareholders to approve new changes for the Constitutive Act, as following:

1

| Constitutive Act in force   | Proposals   |
|---|---|
| <p style="text-align: center;"><b>CHAPTER III</b><br/>Share capital, shares</p> <p style="text-align: center;"><b>ARTICLE 7</b><br/>Share capital</p> <p>(1) The share capital of Fondul Proprietatea is in amount of Lei <b>13,778,392,208</b>, divided in <b>13,778,392,208</b> 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.</p> <p>(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.</p> | <p style="text-align: center;"><b>CHAPTER III</b><br/>Share capital, shares</p> <p style="text-align: center;"><b>ARTICLE 7</b><br/>Share capital</p> <p>(1) The share capital of Fondul Proprietatea is in amount of Lei <b>13,538,087,407</b>, divided in <b>13,538,087,407</b> 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.</p> <p>(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.</p> |
| <b>ARTICLE 11</b>   | <b>ARTICLE 11</b>   |

|   |   |
|---|---|
| <p>Rights and obligations arising from shares</p> <p>(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.</p> <p>(2) The shares issued by Fondul Proprietatea grant the right to vote, each share grants one voting right.</p> <p>(3) Holding one share implies the rightful adhesion to this constitutive act.</p> <p>(4) The rights and obligations follow the shares in case ownership thereof passes to another person.</p>   | <p>Rights and obligations arising from shares</p> <p>(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.</p> <p>(2) The shares issued by Fondul Proprietatea grant the right to vote, each share granting one voting right. <b>There is an exception of this principle, for the appointing of the members of the Board of Nominees, when the the rule of cumulative voting will be applied, in accordance with article 15.</b></p> <p>(3) Holding one share implies the rightful adhesion to this constitutive act.</p> <p>(4) The rights and obligations follow the shares in case ownership thereof passes to another person.</p>  |
| <p><b>ARTICLE 13</b><br/>Summoning the general meeting of the shareholders</p> <p>(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.</p> <p>(2) The ordinary general meeting of the shareholders meets at least once a year, within 4 months from the end of the financial year.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(6) The calling notice, any other matter added to the agenda at the request of the shareholders <b>or of the Board of Nominees</b>, the annual financial statements,</p> | <p><b>ARTICLE 13</b><br/>Summoning the general meeting of the shareholders</p> <p>(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.</p> <p>(2) The ordinary general meeting of the shareholders meets at least once a year, within 4 months from the end of the financial year.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(6) The calling notice, any other matter added to the agenda at the request of the shareholders, <b>and/or of the Fund Manager, and/or of</b> the Board of Nominees,</p> |

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

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.

|   |   |
|---|---|
| <p>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.</p> <p>(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 is also does not responding 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.</p>   | <p>(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.</p> <p>(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.</p>  |
| <p style="text-align: center;"><b>ARTICLE 14</b><br/>Organization of the general meeting of the shareholders</p> <p style="text-align: center;">I. Quorum and voting rights</p> <p>(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.</p> <p>(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.</p> <p>(3) For the validity of the deliberations of the extraordinary general meeting of the shareholders the following are required:</p> <p>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;</p> <p>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</p> | <p style="text-align: center;"><b>ARTICLE 14</b><br/>Organization of the general meeting of the shareholders</p> <p style="text-align: center;">IV. Quorum and voting rights</p> <p>(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.</p> <p>(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.</p> <p>(3) For the validity of the deliberations of the extraordinary general meeting of the shareholders, the following are required:</p> <p>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;</p> <p>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</p> |



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, demerge 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

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, demerge 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.

## V. 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, the list of attending as well as, as the case may be, the powers of attorney of the representatives of the shareholders 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

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

|   |  |
|---|--|
| <p>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.</p> <p>(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.</p> <p>(19) The votes of the shareholders will be sent electronically or by letter at the headquarters of Fondul Proprietatea, in a clear and precise form, containing the mention "for", "against" or "abstained" to each issue subject to approval.</p> <p>(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.</p> <p style="text-align: center;">III. Exercising the voting right in the general meeting of the shareholders</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> | <p>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.</p> <p>(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.</p> <p>(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 <b>for which the shareholder intends to cast a vote.</b></p> <p>(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.</p> <p style="text-align: center;">VI. Exercising the voting right in the general meeting of the shareholders</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> |
|---|--|

|   |   |
|---|---|
| <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>  | <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>   |
| <p style="text-align: center;"><b>CHAPTER V</b><br/>The Board of Nominees</p> <p style="text-align: center;"><b>ARTICLE 15</b><br/>Organisation</p> <p>(1) The ordinary general meeting of the shareholders shall appoint the Board of Nominees, formed of 5 members, and shall establish their remuneration.</p> <p>(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 designated by the shareholders and they must have the proper experience and knowledge in order to be able to receive the Fund Manager reports and of the 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. Also, the members of the Board of Nominees have to be qualified properly in order to decide (if there is need with the support of an independent consultant) if the transactions proposed by the Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders.</p> | <p style="text-align: center;"><b>CHAPTER V</b><br/>The Board of Nominees</p> <p style="text-align: center;"><b>ARTICLE 15</b><br/>Organisation</p> <p>(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.</p> <p>(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</p> |



|  |   |
|--|---|
| <p>(3) The mandate of the members of the Board of Nominees is of 3 years, period to be extended by right, until the first meeting of the General Meeting of the Shareholders, when a decision may be taken on their mandate even if such an item is not on the meeting regular agenda.</p> | <p>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.</p> <p>(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:</p> <ul style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>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;</li> <li>d) not to have been or have been representing a significant shareholder of Fondul Proprietatea;</li> <li>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;</li> <li>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;</li> <li>g) not to have been a member of the Board of Nominees of Fondul Proprietatea for more than 9 years;</li> <li>h) not to have family relations (wife, husband or 4<sup>th</sup> grade family relations) with a person that fails one of the conditions provided in a) or d) above.</li> </ul> <p>(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.</p> <p>(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</p> |
|--|---|

|  |  |
|--|--|
| <p>(4) The Board of Nominees elects from amongst its members a chairman of the Board.</p>  | <p>Board of Nominees) to one or more persons proposed to be appointed in the Board of Nominees.</p> <p>(6) The application of the cumulative vote method requires the election of the entire Board of Nominees in the same GSM.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(11) The Board of Nominees elects from amongst its members a chairman of the Board.</p> |
| <p><b>ARTICLE 16</b><br/>Functioning</p> <p>(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.</p> <p>(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, ensures the proper</p> | <p><b>ARTICLE 16</b><br/>Functioning</p> <p>(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.</p> <p>(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</p>  |

|   |   |
|---|---|
| <p>development of the meetings. The meetings of the Board of Nominees shall be held at the HQ of Fondul Proprietatea.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> | <p>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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> |
| <p style="text-align: center;"><b>ARTICLE 17</b><br/> Attributions of the Board of Nominees</p> <p>The Board of Nominees has the following duties and functions:</p> <p>(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</p>   | <p style="text-align: center;"><b>ARTICLE 17</b><br/> Attributions of the Board of Nominees</p> <p>The Board of Nominees has the following duties and functions:</p> <p>(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</p>  |

|  |  |
|--|--|
| <p>calling notice of the general meeting of shareholders;</p> <p>(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;</p> <p>(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;</p> <p>(4) Receives from the Fund Manager for analysis the annual report on the management and the business policy of Fondul Proprietatea and presents an opinion to the Fund Manager and to the general meeting of the shareholders;</p> <p>(5) Receives from the Fund Manager for analysis the yearly income and expenditure budget and business plan before it is submitted to the approval of the general meeting of the shareholders and presents an opinion to the Fund Manager and to the general meeting of the shareholders;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(10) Receives the report of the internal auditor and presents an opinion to the Fund Manager and to the general meeting of shareholders;</p> <p>(11) Monitors the following, based on information and reports received from the Fund Manager:</p> <ul style="list-style-type: none"> <li>• the list of all portfolio investments and percentage breakdown by each investment type;</li> <li>• a list of major transactions occurring in the Fondul Proprietatea portfolio for the period</li> </ul> | <p>calling notice of the general meeting of shareholders;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(10) Receives the report of the internal auditor and presents an opinion to the Fund Manager and to the general meeting of shareholders;</p> <p>(11) Monitors the following, based on information and reports received from the Fund Manager:</p> <ul style="list-style-type: none"> <li>• the list of all portfolio investments and percentage breakdown by each investment type;</li> <li>• a list of major transactions occurring in the Fondul Proprietatea portfolio for the period</li> </ul> |
|--|--|



|   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• under review;</li> <li>• the total profit of the portfolio and comparison of profit with the appropriate benchmark;</li> <li>• comparison of return on the portfolio with the portfolio objective;</li> <li>• the extent of compliance with the investment policy statement, any variations and actions taken to correct variations;</li> <li>• the performance evaluation report.</li> </ul> <p>all the above with the purpose of drafting and presenting a report regarding the developed monitoring activity any time is required by the shareholders, but in any case at least once a year, to the general meeting of the shareholders;</p> <p>(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;</p> <p>(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;</p> <p>(14) Under the conditions of art. 13 paragraphs (11) and (14) convokes the general meeting of shareholders;</p> <p>(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;</p> <p>(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.</p> <p>(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.</p> <p>(18) Makes recommendations to the general meeting of shareholders on any other issues the Board of Nominees considers relevant to the shareholders.</p> <p>(19) Following proposal by the Fund Manager, recommends to the Extraordinary General Meeting of</p> | <ul style="list-style-type: none"> <li>• under review;</li> <li>• the total profit of the portfolio and comparison of profit with the appropriate benchmark;</li> <li>• comparison of return on the portfolio with the portfolio objective;</li> <li>• the extent of compliance with the investment policy statement, any variations and actions taken to correct variations;</li> <li>• the performance evaluation report.</li> </ul> <p>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.</p> <p>(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;</p> <p>(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;</p> <p>(14) Under the conditions of art. 13 paragraphs (11) and (14) convokes the general meeting of shareholders;</p> <p>(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;</p> <p>(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.</p> <p>(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.</p> <p>(18) Makes recommendations to the general meeting of shareholders on any other issues the Board of Nominees considers relevant to the shareholders.</p> <p>(19) Following proposal by the Fund Manager, recommends to the Extraordinary General Meeting of</p> |
|---|--|

|   |   |
|---|---|
| <p>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.</p> <p>(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.</p> <p>(21) Is responsible for monitoring the Fund Manager's performance of the Investment Management Agreement.</p>  | <p>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.</p> <p>(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.</p> <p>(21) Is responsible for monitoring the Fund Manager's performance of the Investment Management Agreement.</p>  |
| <p style="text-align: center;"><b>ARTICLE 21</b><br/>Attributions of the Fund Manager</p> <p>(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.</p> <p>(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.</p> <p>(3) In excess of the duties provided by the applicable law, the Fund Manager shall be liable to:</p> <p>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 obtaining the prior approval of the Board of Nominees and after it adds to the agenda the matters requested by the Board of Nominees;</p> <p>ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses after obtaining the prior approval of the Board of Nominees, regarding the aspects concerning the business of Fondul Proprietatea;</p> <p>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,</p> <p>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</p> | <p style="text-align: center;"><b>ARTICLE 21</b><br/>Attributions of the Fund Manager</p> <p>(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.</p> <p>(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.</p> <p>(3) In excess of the duties provided by the applicable law, the Fund Manager shall be liable to:</p> <p>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;</p> <p>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;</p> <p>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,</p> <p>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</p> |

|  |   |
|--|---|
| <p>distribution of the profit to the general meeting of the shareholders, after obtaining the prior approval of the Board of Nominees;</p> <p>v) manages the relationship with the Central Depository with regard to its shareholders' register functions,</p> <p>vi) prepare an annual report on the management and the business policy of Fondul Proprietatea, to be presented to the Board of Nominees for approval prior to its submission to the general meeting of the shareholders;</p> <p>vii) proposes for the prior approval of the Board of Nominees and further, of the general meeting of the shareholders, of the yearly income and expenditure budget and business plan;</p> <p>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</p> <p>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,</p> <p>x) based on the proposal of the Board of Nominees to 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;</p> <p>xi) to 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;</p> <p>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;</p> <p>xiii) decide the relocation of the registered office, provided that the registered office shall at all times be</p> | <p>Board of Nominees;</p> <p>v) manages the relationship with the Central Depository with regard to its shareholders' register functions,</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>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,</p> <p>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;</p> <p>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;</p> <p>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;</p> <p>xiii) decide the relocation of the registered office, provided that the registered office shall at all times be registered in Romania;</p> <p>xiv) make available to the Board of Nominees the reports, as well as other necessary documents for exercising the monitoring duties, in accordance with</p> |
|--|---|

|  |   |
|--|---|
| <p>registered in Romania;</p> <p>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);</p> <p>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.</p> <p>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 can not be resolved amiably.</p> <p>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.</p> | <p>art. 17 paragraph (11);</p> <p>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.</p> <p>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.</p> <p>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.</p> |
|--|---|

2. We propose the shareholders to approve again the entire Constitutive Act in order to have a new Constitutive Act in force.

16

In case the shareholders of Fondul Proprietatea will vote for amending the Constitutive Act, the new Constitutive Act shall enter into force only after obtaining the approval from the National Securities Commission under the conditions stipulated in Article 14 of the CNVM Regulation no. 4/2010.

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

**Oana Valentina Truța  
Legal Representative**