

MEMO
REGARDING THE AMENDMENT OF THE CONSTITUTIVE ACT OF
SC FONDUL PROPRIETATEA SA

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

We propose to modify Article 14 para. (4) and (5) of the Constitutive Act in order to facilitate the share capital decrease process. Please find below the table comparing the Article 14 as is applied in present (left side) and the proposed change (right side):

ARTICLE 14	ARTICLE 14
Organization of the general meeting of the shareholders	Organization of the general meeting of the shareholders
<p>(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:</p> <p>(i) a share capital increase,</p> <p>(ii) a share capital decrease except a share capital decrease for the cancellation of bought-back shares or unpaid shares, or</p> <p>(iii) the anticipated dissolution of Fondul Proprietatea, made under the conditions of the law.</p> <p>(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, the attendance of the shareholders representing</p> <p>(i) at least a fourth of the shares having voting rights upon the first convocation, and</p> <p>(ii) at least one fifth of the total number of the shares having voting rights, upon the second convocation is required.</p>	<p>(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:</p> <p>(i) a share capital increase,</p> <p>(ii) the anticipated dissolution of Fondul Proprietatea, made under the conditions of the law.</p> <p>(5) For the validity of the deliberations of the extraordinary general meeting of shareholders regarding a share capital decrease, the attendance of the shareholders representing</p> <p>(i) at least a fourth of the shares having voting rights upon the first convocation, and</p> <p>(ii) at least one fifth of the total number of the shares having voting rights, upon the second convocation is required.</p>

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 and after the shareholder decision is published in Official Gazette.

**Franklin Templeton Investment Management Limited United Kingdom,
Bucharest Branch, in its capacity as Sole Administrator of SC Fondul Proprietatea SA**

Grzegorz Maciej KONIECZNY

Legal Representative

Grzegorz Maciej Konieczny

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