

Correspondence ballot for the Ordinary General Shareholders Meeting (OGM) of
SC Fondul Proprietatea SA (the Company)
on 25 April 2012

Full name / name of the shareholder	
Personal code or series or number of Identity Card of individual shareholder, if the case	
The home address for the individual shareholder	
The headquarters for institutional shareholder	
Sole registration code for institutional shareholder, if the case	
The name of the legal representative ¹	
The home address or the headquarters of the legal representative	
Number of shares held at the end of the day on 09 April 2012 (reference date)	
Voting rights ²	

Through this ballot, I understand to express my vote for the Ordinary General Shareholders Meeting (OGM) of SC Fondul Proprietatea SA (the Company) on 25 April 2012, as following:

1. The election of the meeting secretary among the shareholders, and the designation of the technical secretary.

Note: The present point is not applicable (na) for the correspondence vote. During the OGM, its secretary should be elected by the shareholders and the technical secretary should be appointed by the Sole Administrator.

For	Against	Abstention
na	na	na

2. The approval of the OGM agenda.

For	Against	Abstention

3. The approval of the Annual Activity Report of Sole Administrator of SC Fondul Proprietatea SA for the financial year 2011, including the financial statements for the year ended on 31 December 2011 prepared in accordance with the Romanian Reporting Standards, the approval of the report of auditor and the discharge of Sole Administrator. At this point, it will be presented the annual report of Board of Nominees, for the information of shareholders.

¹ Only institutional shareholders complete this section or the private individuals shareholders without full legal capacity to represent themselves, if the case.

² There are calculated according with art. 11 paragraph 2 from Constitutive Act. The buy-back and un-paid shares do not give voting rights.

For	Against	Abstention

4. The approval of the net profit allocation for the financial year 2011 and the approval of the value of gross dividend proposed is RON 0.03854 per share. The Company will start the payment of dividends beginning with 29 June 2012.

For	Against	Abstention

5.1 The ratification of resolutions nos. 8 and 9 made by the OGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

5.2 The adoption of resolutions nos. 8 and 9 made by the OGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

6.1 The ratification of any and all of the other resolutions made by the OGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 8 and 9 of 6 September 2010), to give full force and effect thereto.

For	Against	Abstention

6.2 The adoption of any and all of the other resolutions made by the OGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 8 and 9 of 6 September 2010), to give full force and effect thereto.

For	Against	Abstention

7.1 The ratification of the provisions of the Management Agreement concluded on 25 February 2010 between Fondul Proprietatea S.A. and Franklin Templeton Investment Management Limited, as approved by the OGM pursuant to resolution no. 2 dated 10 February 2010 and as such has been subsequently amended, and of the appointment of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as a sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market, to give full force and effect thereto.

For	Against	Abstention

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7.2 The adoption of the provisions of the Management Agreement concluded on 25 February 2010 between Fondul Proprietatea S.A. and Franklin Templeton Investment Management Limited, as approved by the OGM pursuant to resolution no. 2 dated 10 February 2010 and as such has been subsequently amended, and of the appointment of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as a sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market, to give full force and effect thereto.

For	Against	Abstention

8.1 The ratification of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on 24 April 2012, all to the extent made, made or issued in accordance with and within the limits of the above-mentioned Management Agreement, to give full force and effect thereto.

For	Against	Abstention

8.2 The adoption of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on 24 April 2012, all to the extent made, made or issued in accordance with and within the limits of the above-mentioned Management Agreement, to give full force and effect thereto.

For	Against	Abstention

9. The empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of FTIML Bucharest Branch to sign the shareholders' resolutions, as well as any other documents in connection therewith and to carry out all procedures and formalities set out by law for the purpose of implementing the shareholders' resolutions, including formalities for publication and registration thereof with the Trade Register or with any other public institution.

For	Against	Abstention

10. The approval of 14 May 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

For	Against	Abstention

Note: Indicate your vote by placing an „X” in one of the columns for each resolution: „For”, „Against” or „Abstention”. Placing more than one „X” in respect of the same resolution or no placing an „X” in any one of the columns will void your vote on that resolution.

This correspondence ballot is valid also for the second meeting of the same OGM for 26 April 2012, at 11:30 am (Bucharest hour) at the following address: Radisson Blu Hotel, 63-81 Road Victoriei, Atlas 2 Meeting Room, district 1, Bucharest, if the OGM does not meet the legal or statutory requirements for convening on 25 April 2012, at 11:30 am (Bucharest hour);

The deadline for the sending and registration of the correspondence ballot for:

- a. the first OGM from 25 April 2012 is 23 April 2012, 10:30 am;
- b. the second OGM from 26 April 2012 is 23 April 2012, 10:30 am.

The correspondence ballot date: [_____]

The full name: [_____] (the full name of private individual shareholder or legal representative of company shareholder, clearly, in capital letters)

Signature and the stamp: [_____] (the signature of private individual shareholder or the signature and the stamp of company shareholder)