

NOTE
Regarding the continuation vote

In accordance with the provisions of the current Management Agreement signed on 29 April 2014 (“**Management Agreement**”), for its duration, the Fund Manager must manage the Portfolio in accordance with, and must comply with, all the obligations undertaken under the Investment Policy Statement (“**IPS**”) and seek to achieve the objectives therein, including (without limitation) the Discount Objective and the NAV Objective (together the **Performance Objectives**).

For the purpose of reviewing the performance of the Fund Manager each year (including, but not limited to, whether the Performance Objectives have been achieved), each year in October the Customer will hold a GSM starting in October 2015 (the **October GSM**).

Not later than 30 days before the deadline for publication of the October GSM documentation as required by the law, the Fund Manager must submit to the Board of Nominees a report on its activities and performance in the relevant period (the **Performance Report**).

In accordance with Section 9.6. of the Management Agreement, the Performance Report, together with the Board of Nominees’ Review Report will be reviewed by the shareholders in the October GSM. The agenda of each October GSM will allow the shareholders the opportunity to vote on (i) the continuation or termination of the Management Agreement and the Fund Manager’s mandate, any proposed termination ensuring the simultaneous termination of the Fund Manager’s mandate and the Management Agreement and (ii) the procedure for the selection of a new Sole Director and Fund Manager, in case the shareholders vote for the termination of the Management Agreement and of the Fund Manager’s mandate. Such procedure will be prepared by the Fund Manager and agreed with the Board of Nominees before its inclusion in the language of the draft resolution of the October GSM.

In light of the above, we hereby submit for the shareholders’ approval the continuation vote with respect to the mandate of Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, as sole administrator and fund manager of Fondul Proprietatea SA, and the procedure for the selection of a new fund manager, if the case, as follows.

In accordance with Article 9.6 of the Investment Management Agreement of 29 April 2014, the shareholders decide on the continuation or not of the mandate of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Fondul Proprietatea’s fund manager and sole director as follows.

- (1) The approval of the continuation of the current mandate of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Fund Manager and Sole Director of Fondul Proprietatea.
- (2) In case point above is not approved by the shareholders, the approval of:
 - the simultaneous termination of the mandate of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Fund Manager and Sole Director of Fondul Proprietatea, and the Investment Management Agreement signed between Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch and Fondul Proprietatea SA beginning with the earliest date to occur of the following: (i) the appointment of a new fund manager and sole director of Fondul Proprietatea by Fondul Proprietatea in accordance with the terms of the Investment Management Agreement dated 29 April 2014 and (ii) 22 May 2016, and

- the procedure to be observed for the selection of a new fund manager and sole director of Fondul Proprietatea, as described in the supporting materials.

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

Oana Valentina Truta
Legal representative