

*Memo regarding point 5 on the agenda of the Ordinary Shareholders' Meeting*

Considering that:

- The shareholders of Fondul Proprietatea have approved on 27 June 2012 the use of external third party valuers for determining the value of the unlisted portfolio companies in the NAV;
- Such use of external valuers has been beneficial to the Fund in the sense that the NAV fairly reflected the value of the unlisted portfolio companies;
- The Fund Manager would like to extend the use of third party valuers to listed portfolio companies as well, in order to have a fair reflection of the value of the listed companies in the NAV;
- The reason is triggered by the fact that some listed companies have not been traded recently; thus, in order to accurately reflect their value in the NAV, the Fund Manager has available either the issuer's financial records or the possibility to use external valuers; out of these two options, the most accurate one for fairly reflecting their value in the NAV would be the use of external valuers;
- the valuation of those holdings by independent valuers and inclusion of the updated value in the NAV is beneficial to Fondul Proprietatea and its shareholders;
- updating the value of listed companies increases the confidence of investors in the accuracy of the Fund's NAV as well;
- the shareholders have the sovereign right to decide whether they wish this exercise to be undertaken, considering the benefits it brings to Fondul, and, if so, to approve that Fondul to bear the costs of these valuations of listed companies,

We would like to propose to shareholders to approve engaging, on behalf of Fondul Proprietatea, of independent valuers with the aim of performing valuation of certain holdings of Fondul Proprietatea in listed and unlisted portfolio companies, in order to use the valuation reports for NAV calculation and for impairment tests performed for the preparation of IFRS financial statements (and so other similar purposes there might be necessary), the cost of such valuation reports being borne by Fondul Proprietatea. The Sole Administrator is empowered to take all measures necessary to comply with this approval, as it deems appropriate for the benefit of Fondul Proprietatea, with the Board of Nominees prior approval.

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

**Oana Valentina Truța**  
**Legal Representative**