

Decision no. [...] / 27 June 2012  
of the General Ordinary Assembly of Shareholders of S.C. FONDUL PROPRIETATEA S.A.

Headquarters: 78-80 Buzesti St, 7<sup>th</sup> floor, sector 1, Bucharest, registered with the Trade Register under number J40/21901/2005, fiscal registration code 18253260

Today, 27 April 2012, at 11.00 am, the shareholders of S.C. Fondul Proprietatea S.A. ("S.C. Fondul Proprietatea S.A." or the "Company") have met during the General Ordinary Assembly of Shareholders (OGM) of S.C. Fondul Proprietatea S.A. at its first convocation, at Radisson Blue Hotel, 63-81 Victoriei Road, Atlas I+II Meeting Room, District 1, Bucharest.

Upon the opening of the works [...] shareholders are found to be present or represented, holding a number of [...] shares, representing [...] % of the total paid shares and holding a number of [...] voting rights.

The meeting chairman, Mr. Grzegorz Maciej Konieczny, the legal representative of the Sole Administrator – Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, headquartered in Bucharest, 78-80 Buzesti Street, 7<sup>th</sup> and 8<sup>th</sup> floors, District 1, Bucharest, registered with the Trade Register under no. J40/8587/2009, fiscal identification code 25851096, registered with the Public Register of the Romanian National Securities Commission (CNVM) under number PJM05SSAM/400001 observes that the OGM is statutory and legally established and it can adopt valid decisions regarding the items on the agenda.

Taking into consideration:

- The notice to attend to the OGM published in the Official Gazette Part IV number [...] of 18 May 2012, in "România Liberă" newspaper on 18 May 2012, as well as on the website of S.C. Fondul Proprietatea S.A. – [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro) on 18 May 2012,
- The provisions of the Articles of incorporation of S.C. Fondul Proprietatea S.A. in force,
- The provisions of Law 31/1990 regarding commercial companies, republished as subsequently amended and completed,
- The provisions of Law 297/2004 regarding the capital market, as subsequently amended and completed,
- Art. 147-158 of Regulation 15/2004 regarding the authorization and functioning of investment management companies, collective placement bodies and depositories, issued by the National Securities Commission, as subsequently amended and completed,
- The provisions of CNVM Regulation no. 6/2009 on the exercise of certain rights of the shareholders in the general shareholders meetings of companies, as subsequently amended and completed,
- Art. 21 of CNVM Regulation no. 4/2010 regarding the registration with the National Securities Commission and the functioning of "Fondul Proprietatea" – S.A., as well as the transaction of the shares issued by it

Following the debates on the agenda, the shareholders of S.C. Fondul Proprietatea S.A. have decided as follows:

I. The election of Mr./Mrs. [...], shareholder of S.C. Fondul Proprietatea S.A., as meeting secretary of the OGM according to the provisions of art. 129 paragraph (2) in Law 31/1990.

This item was adopted by [...] votes representing [...] % of the valid votes. There were registered [...] votes against and [...] abstentions. There were [...] votes cancelled.

After the election of Mr./Mrs. [...], as meeting secretary, the legal representative of the Sole Administrator appointed Mr./Mrs. [...] as technical secretary.

II. The approval of the OGM agenda.

This item was adopted by [...] votes representing [...] % of the valid votes. There were registered [...] votes against and [...] abstentions. There were [...] votes cancelled.

III. The amendment of 2012 budget of the Company as it is mentioned below:

“ The Fund Manager will be empowered to:

- exceed the expenses budgeted for FTIML investment management and administration fees, to the extent arising from:
  - the Fund’s actual average share price in 2012 being higher than the one assumed for the 2012 Budget;
  - excess distributions being made to shareholders in 2012, resulting in increased fees accruing in accordance with the Second Addendum to the Investment Management Agreement approved by shareholders on 4 April 2012;
- exceed the expenses budgeted for other commissions and fees (CNVM fees and Depositary bank fees), to the extent arising from the Fund’s actual average NAV and / or the value of assets under custody in 2012 being higher than the ones assumed in the 2012 Budget;
- incur all expenses related to the buyback of the Fund’s shares and their subsequent cancellation (after the approval by shareholders upon the completion of the programme), under the buyback programme approved by shareholders in the 25 April 2012 GSM;

even if this will result in exceeding the total expenses approved in the 2012 Budget.

Details on such expenses incurred will be provided on a retrospective basis, as part of the Fund’s periodical reporting and in the annual report of the Fund Manager.”

This item was adopted by [...] votes representing [...] % of the valid votes. There were registered [...] votes against and [...] abstentions. There were [...] votes cancelled.

IV. The empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of Franklin Templeton Investment Management Limited United Kingdom, 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’ resolution, including formalities for publication and registration thereof with the Trade Register or with any other public institution. The approval of 16 July 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

This item was adopted by [...] votes representing [...] % of the valid votes. There were registered [...] votes against and [...] abstentions. There were [...] votes cancelled.

Taking into consideration all the above mentioned, this decision was drafted and signed on behalf of the shareholders in 4 (four) originals by:

Grzegorz Maciej Konieczny  
Legal representative of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch, in his capacity of sole administrator of SC Fondul Proprietatea SA

[...]  
Technical secretary

[...]  
Meeting secretary