

Decision no. []/ 23 November 2012 of the General Ordinary Assembly of Shareholders of
S.C. FONDUL PROPRIETATEA S.A.

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

Today, 23 November 2012, at 11.00 am, the shareholders of S.C. Fondul Proprietatea S.A. (The Fund) have met during the General Ordinary Assembly of Shareholders (OGM) of S.C. Fondul Proprietatea S.A. at its first convocation, at Hotel JW Marriott – Constanta Ballroom from Bucharest, 90th, 13 September Road, 5th district. The meeting OGM is opening by the Meeting Chairman, Mr. Grzegorz Maciej Konieczny, in his quality as legal representative of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, headquartered in Bucharest, 78-80 Buzesti Street, 7th and 8th floors, District 1, Bucharest, registered with the Trade Register under no. J40/8587/2009, fiscal identification code 25851096 (the Sole Administrator), registered with the Public Register of the Romanian National Securities Commission (CNVM) under number PJM05SSAM/400001.

Taking into consideration:

- The notice and the supplemented agenda to attend to the OGM published in the Official Gazettes Part IV numbers 3980 of 15 October 2012 and [] of 2 November 2012, in “România Liberă” newspaper on 15 October 2012 and 2 November 2012, as well as on the website of S.C. Fondul Proprietatea S.A. – www.fondulproprietatea.ro on 15 October 2012 and on 2 November 2012,
- The provisions of the Articles of incorporation of the Fund in force (Constitutive Act),
- The applicable legislation

Upon the opening of the works, the Meeting Chairman observes the following: [] shareholders are found to be present or represented, holding a number of [] shares, representing [] % of the paid-up share capital, holding a number of [] voting rights, representing []% of the total voting rights. The quorum condition is fulfilled in accordance with article 14(1) first paragraph Constitutive Act and article 112 (1) first paragraph Law 31/1990 regarding the companies’ law (Law 31/1990). Thus, the Meeting Chairman observes that OGM is statutory and legally established and it can adopt valid decisions regarding the items on the agenda.

In accordance with article 129 Law 31/1990, the shareholders of the Fund elect Mr./ Mrs. [] as OGM meeting secretary and the Sole Administrator appoint Mr./ Mrs. [] as OGM technical secretary.

Following the debates, the shareholders of the Fund decide as follows:

I. The approval of the OGM agenda.

This item is adopted by [] votes representing []% of the total votes cast, in accordance with article 14(1) the second paragraph from Constitutive Act and article 112(1) second paragraph Law 31/1990. The total votes cast were registered as follows: [] votes “for” and [] votes “against”. In the same time, there were registered [] votes “abstain” and were [] votes cancelled.

II. The re-adoption of any and all of the other resolutions taken by the OGM during the period commencing on 6 September 2010 and ending on the day of this OGM (the list of OGM Resolutions is contained in Annex 1 of this resolution), and the approval of any implementation acts, facts and operations based on such .

This item is adopted by [] votes representing []% of the total votes cast, in accordance with article 14(1) the second paragraph from Constitutive Act and article 112(1) second paragraph Law 31/1990. The total votes cast were registered as follows: [] votes “for” and [] votes “against”. In the same time, there were registered [] votes “abstain” and were [] votes cancelled.

III. 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 17 December 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

This item is adopted by [] votes representing []% of the total votes cast, in accordance with article 14 (1) the second paragraph from Constitutive Act and article 112 (1) second paragraph Law 31/1990. The total votes cast were registered as follows: [] votes "for" and [] votes "against". In the same time, there were registered [] votes "abstain" and were [] votes cancelled.

This decision is drafted and signed on behalf of the shareholders in 3 (three) originals by:

Grzegorz Maciej Konieczny
Meeting Chairman &
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

Annex 1

- OGM Resolution no. 8/06.09.2010 for the revocation of the Supervisory Board and of the Directorate,
- OGM Resolution no. 9/06.09.2010 for the appointing of the first members of the Board of Nominees,
- OGM Resolution no. 10/06.09.2010 for the approving of the monthly remuneration of the members of Board of Nominees,
- OGM Resolution no. 11/06.09.2010 for the approval of the mandate agreement for the Board of Nominees' members,
- OGM Resolution no. 12/06.09.2010 for empowering a representative of Ministry of Public Finance to sign the mandate agreements with the members of the Board of Nominees,
- OGM Resolution no. 13/06.09.2010 for modifying the 2010 budget of SC Fondul Proprietatea SA,
- OGM Resolution no. 14/06.09.2010 for the approval of the profit allocation for 2008 and 2009;
- OGM Resolution no. 15/29.11.2010 for the approval of the 2011 budget of SC Fondul Proprietatea SA,
- OGM Resolution no. 16/29.11.2010 for the appointing of financial auditor of the SC Fondul Proprietatea SA,
- OGM Resolution no. 1/27.04.2011 for the approval of the financial statements of SC Fondul Proprietatea SA for 31.12.2010,
- OGM Resolution no. 2/27.04.2011 the approval of the profit allocation for 2010,
- OGM Resolution no. 3/27.04.2011 for the approval of an addendum for the agreement signed with the financial auditor,
- OGM Resolution no. 4/27.04.2011 for the revocation of a member of the Board of Nominees,
- OGM Resolution no. 5/27.04.2011 for the appointing of a member of the Board of Nominees,
- OGM Resolution no. 6/27.04.2011 for the appointing of a member of the Board of Nominees,
- OGM Resolution no. 7/23.11.2011 for the approval of an addendum to the Investment Management Agreement signed with the Fund Manager,
- OGM Resolution no. 8/23.11.2011 for the appointing of financial auditor of SC Fondul Proprietatea SA,
- OGM Resolution no. 9/23.11.2011 for the approval of the 2012 budget of SC Fondul Proprietatea SA,
- OGM Resolution no. 1/04.04.2012 for the revocation of a member of the Board of Nominees,
- OGM Resolution no. 2/04.04.2012 for the revocation of a member of the Board of Nominees,
- OGM Resolution no. 3/04.04.2012 for the appointing of a member of the Board of Nominees,
- OGM Resolution no. 4/04.04.2012 for the appointing of a member of the Board of Nominees,
- OGM Resolution no. 5/04.04.2012 for the appointing of a member of the Board of Nominees,
- OGM Resolution no. 6/04.04.2012 for the approval of the mandate agreement for the members of the Board of Nominees,
- OGM Resolution no. 7/04.04.2012 for the approval of an addendum to the Investment Management Agreement signed with the Fund Manager,
- OGM Resolution no. 8/04.04.2012 for modifying the 2012 budget of SC Fondul Proprietatea SA,
- OGM Resolution no. 9/25.04.2012 for the approval of the financial statements of SC Fondul Proprietatea SA for 31.12.2011,
- OGM Resolution no. 10/25.04.2012 for the approval of the profit allocation for 2011,

- OGM Resolution no. 11/25.04.2012 for the ratification of the OGM Resolutions 8 and 9 / 06.09.2010,
- OGM Resolution no. 12/25.04.2012 for the adoption of the OGM Resolutions 8 and 9 / 06.09.2010,
- OGM Resolution no. 13/25.04.2012 for the ratification of the any and all OGM Resolutions adopted between 6.09.2010 and 24.04.2012,
- OGM Resolution no. 14/25.04.2012 for the adoption of the any and all OGM Resolutions adopted between 6.09.2010 and 24.04.2012,
- OGM Resolution no. 15/25.04.2012 for the ratification of the Investment Management Agreement with all subsequent changes,
- OGM Resolution no. 16/25.04.2012 for the adoption of the Investment Management Agreement with all subsequent changes,
- OGM Resolution no. 17/25.04.2012 for the ratification of the all legal acts issued or signed by the Fund Manager,
- OGM Resolution no. 18/25.04.2012 for the adoption of the all legal acts issued or signed by the Fund Manager,
- OGM Resolution no. 19/27.06.2012 for the approval of the budget for the secondary listing,
- OGM Resolution no. 20/27.06.2012 for modifying the 2012 budget of SC Fondul Proprietatea SA,
- OGM Resolution no. 21/27.06.2012 for the approval of an addendum for the agreement signed with the financial auditor,
- OGM Resolution no. 22/27.06.2012 for the approval of using independent evaluators for unlisted companies of the portfolio.