

NOTE

***For Presenting Point 5 On The Agenda Of The Ordinary General Shareholders Meeting
On 23 November 2012***

On 31 October 2012 some shareholders that own together more than 5% of the share capital sent requests for adding new points on the agenda of Extraordinary General Meeting of Shareholders and for adding new points on the agenda of Ordinary General Meeting of Shareholders proposed for 23 November 2012, with the motivation that the shareholders should consider taking this opportunity to issue certain further decisions that would reiterate the will of the majority of shareholders and would demonstrate our continuing support for and appreciation of the efforts of Franklin Templeton Investment Management Limited as manager of the Fund and as a result of some of the comments made a person litigating against the Fund and by some of the resulting negative media coverage.

As a result of these requests we present for shareholders' approval the re-adoption of the appointment of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Sole Administrator of SC Fondul Proprietatea SA and as Fund Manager pursuant to Law 297/2004 regarding the capital market. The appointing is made based on the Investment Management Agreement signed on 25 February 2010. The appointment of the Sole Administrator produces effects in accordance with the provisions of the Law 31/1990, beginning with the acceptance of the mandate. The mandate expires on 29 September 2014, subject to renewal in accordance with the provisions of the Constitutive Act of SC Fondul Proprietatea SA.

The list containing data regarding Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch:

Name: Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch

Headquarters: Bucharest, 78-80 Buzesti St., 7th and 8th floors, 1st District

The evidence that it is registered with Trade Register: registered with the Trade Register under no. J40/8587/2009, with Sole Registration Code RO 25851096

The evidence that it is registered in Public Register of CNVM: , registered with the Public Register of the National Securities Commission (CNVM) under no. PJM05SSAM/400001 as a branch of an Investment Management Company from a Member State of European Union. CNVM authorized the Romanian Branch of Franklin Templeton Investment Management Limited United Kingdom through Decizion 613 on 11 May 2010, for the management of the Fund. On 18 August 2010 CNVM authorised the registration of the Fund as closed-end investment fund under the condition that Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch to be the Sole Director of the Fund.

The Investment Management Agreement can be found here:
<http://www.fondulproprietatea.ro/about-fund/fund-overview/corporate-governance>

Investment Management Agreement endorsed by CNVM under legislation in force: the IMA was endorsed by Comisia Națională a Valorilor Mobiliare Decision no. 254 on 23 February 2010 for the initial agreement. On 31 January 2012 CNVM issued Decision no. 5 endorsing the amendment of the IMA as a result of EGM Resolution no. 7/23.11.2011.

Experience:

Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch is an integral part of and has access to the global resources of Franklin Templeton Investments and its group companies, with offices in 31 countries, investors in over 150 countries, just under 8,000 employees, and on-the-ground research capabilities around the world.

Franklin Templeton Investment Management Limited United Kingdom plays a leading role in the group's investment management activities throughout Europe and the Middle East. Backed by Franklin Group's global reach and technological resources, Franklin Templeton Investment Management Limited United Kingdom generates innovative investment ideas to meet a broad range of client needs.

Franklin Resources Inc. is the holding company of the global investment management organization known as Franklin Templeton Investments. Franklin Templeton Investment Management Limited United Kingdom is an indirect wholly-owned subsidiary of Franklin Resources Inc.: it is a subsidiary (100%) of Franklin Templeton Global Investors Limited, which in turn is a subsidiary (100%) of Templeton International Inc., which in turn is a subsidiary (100%) of Templeton Worldwide Inc., which in turn is a subsidiary (100%) of Franklin Resources Inc.

The products and services of the Franklin Templeton Investments group are branded according to six distinct investment management platforms: Franklin Equity Group, Templeton, Mutual Series, Franklin Templeton Fixed Income Group, Franklin Templeton Real Estate Advisors, and Darby Investments. Each of these platforms maintains its own process and approach to investment under its own brand, while retaining its individual style and specialties.

FRANKLIN TEMPLETON INVESTMENTS						
Total Combined Assets Under Management (AUM): US\$570.5 Billion ¹						
	Franklin Equity Group	Templeton	Mutual Series	Franklin Templeton Fixed	Franklin Templeton Real Estate	Darby
Established	1947 ²	1940	1949	1971 ³	1984 ⁴	1994
Focus	Global, International, & U.S. Equity	Global, International, & Emerging Markets Equity	Global & U.S. Equity; Distressed Debt	Global & Regional Fixed Income	Global Real Estate	Emerging Markets Private Equity & Mezzanine Finance
Style	Growth, Value, Core/Hybrid	Core Value	Deep Value	Single - Sector, Multi - Sector	Multi - Sector, Multi - Region	Multi-Sector
AUM¹	US\$100.0 Billion	US\$128.8 Billion	US\$56.4 Billion	US\$234.4 Billion	US\$3.5 Billion	US\$1.7 Billion
Institutional AUM: US\$149.3 Billion ¹						
Single Business Development, Relationship Management, and Consultant Relations Platform						

Sources:

1. *Franklin Templeton Investments, as of 30.06.10. Assets under Management (AUM) combine the institutional and non-institutional AUM of U.S. and non-U.S. investment management subsidiaries of the parent company, Franklin Resources Inc. [NYSE: BEN], a global investment organization operating as Franklin Templeton Investments. Institutional AUM is the combined institutional assets of Franklin Templeton Institutional, LLC, and its affiliates. Figures for the assets under management above may not correspond precisely to the assets under management for the units of Franklin Templeton Investments as defined for purposes of the Global Investment Performance Standards (GIPS^R). For GIPS^R purposes, Franklin Equity Group and Franklin Templeton Fixed Income are both units of the firm Franklin. Numbers may not equal 100% due to rounding. Please note that the table above does not include Bissett Asset Management or Bissett's SMA business (combined AUM of US\$11.4 billion as of 30.06.10), or Fiduciary Trust Company International (AUM of US\$19.2 billion as of 30.06.10). The firms are wholly owned subsidiaries of Franklin Templeton Investments and offer solutions to Canadian (Bissett) and high-net worth (Fiduciary) investors.*

2. Franklin Equity Group, a unit of Franklin, combines the expertise of the Franklin Advisers, Inc., Franklin Advisory Services LLC, and Fiduciary Global Advisors (formerly Fiduciary Trust Company International) equity teams (with origins dating back to 1947, 1987, and 1931, respectively).

3. Franklin Templeton Fixed Income, a unit of Franklin, combines the expertise of the Franklin Advisers, Inc., and Fiduciary Trust Company International fixed income teams (originating in 1971 and 1973, respectively).

4. Franklin Templeton Real Estate Advisors originated in 1984 as the global real estate team of Fiduciary Trust Company International.

Franklin Templeton Investments is one of the world's largest asset management groups with \$570bn in assets under management on behalf of over 23 million private, professional and institutional investors (as of June 30, 2010).

The group manages investment vehicles and discretionary investment mandates for a wide variety of individuals, institutions, pension plans, trusts, partnerships and other clients. The chart below depicts the main investment solutions proposed by Franklin Templeton Investments to its clients:

FRANKLIN TEMPLETON INVESTMENTS											
	U.S. Fixed Income	Global Fixed Income	Core/Hybrid	Value Equity	Growth Equity	Global Equity	Int'l Equity	Emerging Markets	Local Asset Mgmt	Private Equity	Real Estate
Key Strategies											
U.S. Retail	35 Municipal Bond Funds (1977)	Templeton Global Bond Fund (1986)	Franklin Income Fund (1948)	Mutual Shares Fund (1949)	Franklin Growth Fund (1948)	Templeton Growth Fund (1954)	Templeton Foreign Fund (1982)	Templeton Developing Markets Trust (1991)	Franklin India Growth Fund (2008)	N/A	Franklin Real Estate Securities Fund (1994)
Int'l Retail	FTIF Franklin U.S. Government Fund (1991)	FTIF Templeton Global Bond Fund (1991)	FTIF Templeton Global Balanced Fund (1994)	FTIF Franklin Mutual Beacon Fund (1997)	FTIF Franklin U.S. Opportunities Fund (2000)	Templeton Growth Fund (1982)	Templeton European Fund (1991)	Templeton Emerging Markets Investment Trust (1989)	FTIF Franklin World Perspectives Fund (2008)	Darby FT Private Equity Strategy (2008) India	FTIF Franklin Global Real Estate Fund (2005)
Global Inst.	Franklin Templeton U.S. High Yield (2002)	Franklin Templeton Global Bond Plus (1986)	Franklin Templeton Global & Non-U.S. Blend (2002)	Templeton Global Equity (1980)	FGA Global Equity (1991)	Templeton Global Equity (1980)	Templeton Non-U.S. Equity (1989)	Templeton Emerging Markets Equity (1992)	Franklin India Equity (2005)	Templeton Strategic Emerging Markets Fund III (2008)	Franklin Templeton Global Private Real Estate (1984)

Dates are inception dates for funds and institutional composites or strategies.

The shares of Franklin Resources Inc. are listed on the New York Stock Exchange, under the ticker BEN, and included in the S&P Index 500. Currently, the company has the following credit ratings: Standard & Poor's long-term and short-term ratings are AA- and A-1+, respectively; Moody's long-term and short-term ratings are A1 and P-1, respectively; Franklin Resources Inc. shares are also listed on the Pacific Exchange (ticker BEN) and the London Stock Exchange (ticker FRK).

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

Grzegorz Maciej Konieczny

Legal Representative