



NOTE

Regarding The Empowerment Of The Chairman Of The Board Of Nominees To Sign Addendum No. 2 To The Investment Management Agreement On Behalf Of SC Fondul Proprietatea SA

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch („FTIML Bucharest”), in its capacity of Sole Administrator and Fund Manager of SC Fondul Proprietatea SA received a request from Manchester Securities Corporation, a shareholder owning more than 5% of the Fund, to convene the Ordinary General Shareholders Meeting of the Fund (OGM), having on the agenda the amendment of the Investment Management Agreement (“IMA”) concluded between Franklin Templeton Investment Management Limited United Kingdom and Fondul Proprietatea for establishing a revised management fee.

Pursuant to the provisions of Article 19 paragraph (5) of the Constitutive Act of SC Fondul Proprietatea SA in force, as approved by Resolution no. 1 of 23 November 2011 of the Extraordinary General Shareholders Meeting, *“The Investment Management Agreement can be modified or replaced in accordance with Articles 12 and 14, with the approval of the shareholders. Any replacement document or addendum of the Investment Management Agreement will be signed on behalf of Fondul Proprietatea by the Chairman of the Board of Nominees or by a member of the Board of Nominees empowered by the Chairman.”*

Considering the above mentioned, we submit for approval to the Ordinary General Shareholders Meeting of SC Fondul Proprietatea SA the empowerment of the Chairman of the Board of Nominees to sign on behalf of SC Fondul Proprietatea SA Addendum no. 2 to the Investment Management Agreement, as set out above.

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