

SPECIAL POWER OF ATTORNEY

The undersigned: _____,
 (the full name of private individual shareholder or the first name and last name of legal representative of company shareholder), legal representative of _____,
 (it shall be completed only by company shareholder using full legal name and sole registration code of the company), having B.I./C.I./passport series _____, no. _____, CNP _____ having a number of _____ shares. The number of shares represents _____% from a total of 13,778,392,208 shares issued by S.C. FONDUL PROPRIETATEA S.A, registered at Trade Register from Bucharest under no. J40/21901/28.12.2005, having sole registration code 18253260, and offers a number of _____ voting rights, representing _____% from a total voting rights number _____.

I, the undersigned, empower by the present power of attorney, in General Shareholders Meetings, of _____, (the first name and last name of representative which is granted the power of attorney) having domicile/headquarter in _____ (The Adresse / Headquarter of representative elected by owner of securities), having B.I./C.I./passport series _____, no. _____ CNP _____ (for private individual shareholder),

as my representative in General Extraordinary Shareholders Meetings of S.C. FONDUL PROPRIETATEA S.A. which will take place on **November 29, 2010, at 12:00 hour, at Radisson Blu Hotel, 63-81 Victoriei Road, Atlas 2 Meeting Room, District 1, Bucharest,**

to exercise the voting rights of my holdings registered in Shareholders Register at reference date November 12, 2010, as follows:

- Change of paragraph 17 article 17 from Constitutive Act, as follows:
 ““(17) Recommends to the general assembly of the shareholders the termination of the management agreement if the Body of Nominees considers that is to the benefit of shareholders.”

For	Against	Abstention

- Change of paragraph 19 of article 17 from Constitutive Act, as follows:
 ““(19) Recommends to the extraordinary general assembly of the shareholders, based on the Fund Manager’s proposal, the appointment of the public offer intermediary, as well as on the intermediary’s remuneration, when it becomes necessary that such a company be appointed in relation to the admission to trading of Fondul Proprietatea.”

For	Against	Abstention

3. Approval of the new Constitutive Act of S.C. Fondul Proprietatea S.A. The new Constitutive Act has all the modifications from September 6, 2010, meeting and the present meeting and the content is set out in Appendix 1 of the present Convening notice.

For	Against	Abstention

4. Approval of cancellation of Fondul Proprietatea Inc working point/branch from 15 Victoriei Road, E entry, 2 Floor, District 3, Bucharest.

For	Against	Abstention

5. Approval of the establishment of date December 15, 2010 as registration date, according to the provisions under art. 238 paragraphs (1) of Law no. 297/2004 on the capital market as subsequently amended and supplemented.

For	Against	Abstention

6. Approval of the authorization of the legal representative of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, to sign the decisions of the extraordinary general meeting of shareholders, as well as any other documents related to the meeting and to perform all procedures and formalities provided by law in order to fulfil the decisions of the Meeting, including the formalities of publication and recording of the decisions of the Meeting with the Trade Register Office and with any other public institutions. The person authorized by the Meeting shall have the right to delegate this power to any persons it deems appropriate.

For	Against	Abstention

Note: Indicate your vote by placing an „X” in one of the columns for each resolution: „For”, „Against” and „Abstention”. Placing more than one „X” in respect of the same resolution will void your vote on that resolution.

The present power of attorney contains information according to the Constitutive Act of Fondul Proprietatea SA, Law 31/1990, Law 297/2004, C.N.V.M. Regulation no. 15/2004 and CNVM Regulation no. 6/2009. The present power of attorney shall be sign and date by the principal shareholder. The power of attorney shall be completed by the attorney at all the entries submitted.

The validity of power of attorney is just for GSM which was requested and the attorney has the obligation to vote in accordance with the instructions given by the principal shareholder. If the instructions made by principal shareholder will not be respected the vote shall be cancelled by the GSM secretaries.

The present power of attorneys shall be signed on each page.

The power of attorney is made in 3 originals: 1 original is for the principal shareholder, one original is for attorney and one original will be deposited/send to S.C. FONDUL PROPRIETATEA S.A. headquarter.

If, for any reason, the GSM does not meet the legal or statutory requirements for convening on November 29, 2010, the validity of this power of attorney shall remain in force also for the second convening notice of the same GSM for December 03, 2010, at the same address: Radisson Blu Hotel, 63-81 Road Victoriei, Atlas 2 Meeting Room, district 1, Bucharest.

The power of attorney date: _____

The full name:

(the full name of private individual shareholder or legal representative of company shareholder, clearly, in capital letters)

Signature:

(the signature of private individual shareholder or the signature and the stamp of company shareholder)