

Power of attorney for the OGM of SC Fondul Proprietatea SA
from 27 April 2011

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), having B.I./C.I./passport series _____, no. _____, CNP _____ being a number of ___ shares. The number of shares represents _____% from a total of _____ RON 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 Addressee / 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 OGM of S.C. FONDUL PROPRIETATEA S.A. which will take place in 27 April 2011 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 14 April 2011, as follows:

- 1. The election** of the secretary of the meeting from the shareholders of the Company and the appointment of the technical secretary.

Note: The present point is not applicable („na”) for the representative vote. In thee meeting, its secretary should be choice by the shareholders and the technical secretary should be appointed by the Sole Administrator.

For	Against	Abstention
na	na	na

- 2. The approval** of the financial statements for fiscal year 2010, of the annual report of the Sole Administrator, of the auditor report and the discharge of Sole Administrator.

For	Against	Abstention

3. The approval of net profit allocation for the fiscal year 2010, the value of gross dividend proposed to be adopted is RON 0.01569 per share and approval of 16 May 2011 as “**registration date**”. The payment starts with 30 June 2011.

For	Against	Abstention

4. The approval of Addendum to the Contract 12437/FP92/10 December 2010 concluded with Deloitte Audit S.R.L. in order to perform the audit of the separate financial statements of the Company prepared in accordance with International Financial Reporting Standards (“IFRS”), for the year ended 31 December 2010.

For	Against	Abstention

5. The appointment of a member of Board of Nominees taking into consideration the vacancy as a result of the resignation of Mr. Corin-Ioan Trandafir.

Note: This table can be change by the Sole Administrator after the finalizing of the list of the candidates. In this case, the power of attorney will be republished. Please notice that if you vote "for" for more than one candidate, the vote will be declared void for this point of the agenda. Please write the name of the candidates.

Candidate	For	Against	Abstention
1.			
2.			
3.			
4.			
5.			

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 OGM, as well as any other documents related to the meeting and to perform all procedures and formalities provided by law in order to fulfill the decisions of the OGM, including the formalities of publication and recording of these with the Trade Register Office and with any other public institutions. The person authorized by the OGM shall have the right to delegate this power to any persons he/she 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, CNVM Regulation no. 15/2004 and CNVM Regulation no. 6/2009. The present power of attorney shall be signed and dated by the principal shareholder. The power of attorney shall be filled in respect with all resolutions.

The validity of this power of attorney is just for OGM 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 are not respected by the attorney, the vote shall be cancelled by the OGM secretaries.

The present power of attorney 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/sent to S.C. FONDUL PROPRIETATEA S.A. headquarters.

If, for any reason, the OGM does not meet the legal or statutory requirements for convening on 27 April 2010, the validity of this power of attorney shall remain in force also for the second convening notice of the same OGM for 28 April 2011, 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)