

Special power of attorneys for the
Extraordinary General Shareholders Meeting (EGM) of
SC Fondul Proprietatea SA (the Company) from 27 June 2012

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 Identity card/passport series [____], no. [____], personal registration number [____] being a number of [____] shares. The number of shares represents [____] % from a total of [____] RON shares issued by S.C. FONDUL PROPRIETATEA S.A. (the Company), 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 the paid-up share capital and representing [____]% from the total voting rights,

I, the undersigned, empower by the present power of attorney, in EGM, of [____], (the first name and last name of representative which is granted the power of attorney)
having domicile/headquarter in [____]
(the address/ headquarters of representative elected by owner of securities),
having Identity card/passport series [____], no. [____] personal registration number [____] (for private individual shareholder),

as my representative in EGM of the Company which will take place in 27 June 2012 at 10:00 am Bucharest hour at Hotel Radisson Blu, 63-81 Victoriei Road, Atlas I+II Room, 1st district, Bucharest.

to exercise the voting rights of my holdings registered in Shareholders Register at reference date, 8 June 2012, as follows:

1. The election of the meeting secretary among the shareholders, and the designation of the technical secretary.

Note: The present point is not applicable (na) for the representative vote. During the EGM, 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 EGM agenda.

For	Against	Abstention

3. The approval of the of the admission and the introduction of the shares issued by SC Fondul Proprietatea SA to trading on the regulated market of the Warsaw Stock Exchange and their registration with the Polish National Depository for Securities, as follows:

3.1.(i) The admission and introduction to trading on the main market of the Warsaw Stock Exchange will be sought with regard to all the ordinary class of shares of SC Fondul Proprietatea SA, issued and outstanding within its share capital, as at the date of filing the respective applications for the admission of the shares to the main market of the Warsaw Stock Exchange and for the registration of such shares with the Polish National Depository of Securities, as secondary administrative listing; and (ii) all the necessary actions and steps to that end will be taken by the Company for the purposes of implementing

- items (i) above, including the preparation and publication of a respective listing memorandum and the execution and filing of all the required documents, such as the respective applications for the admission and introduction of the shares in the Company to listing on the regulated market operated by the Warsaw Stock Exchange and interacting and dealing with all entities relevant for the above.
- 3.2. (i) All the ordinary class of shares of the Company issued and outstanding within its share capital at as the date of the filing of the respective applications for the admission of the shares to the main market of the Warsaw Stock Exchange and for the registration of such shares with the Polish National Depository of Securities will be registered with the securities depository operated by the Polish National Depository for Securities, with its registered office in Warsaw (in Polish: Krajowy Depozyt Papierów Wartościowych S.A. z siedzibą w Warszawie), the registration of which will be effected for the purposes of secondary administrative listing on the main market of the Warsaw Stock Exchange of all the shares in the Company as specified above and will be subject to the agreement for the registration of the shares with the Polish National Depository for Securities specified above; and (ii) the Company will take all other necessary actions and steps to that end, including actions aimed at the establishment of all the necessary settlement and clearing connections (direct or indirect (through intermediaries), as the case may be) and the appointment of custodians, if necessary.
 - 3.3. The Sole Administrator of the Company is empowered to: (i) prepare all documentation, including drafting, executing, filing and registering all the necessary documentation for or in connection with the admission and introduction to trading on the regulated market of the Warsaw Stock Exchange of all the ordinary class of shares in the Company and their registration with the Polish National Depository for Securities; (ii) seek all necessary regulatory approvals thereof; (iii) carry out promotional campaign regarding the admission and introduction of the shares in the Company to trading on the main market of the Warsaw Stock Exchange as the secondary market; and (iv) perform any other action or formality which may be necessary or desirable to ensure the full effectiveness of the actions specified in points 3.1 and 3.2 above, in particular to grant any power of attorney or contract on behalf of the Company counsels, as appropriate, within the applicable budgets; such authorization of the Sole Administrator of the Company shall be valid until 31 December 2012.
 - 3.4. The approval of the forms of the applications for admission and introduction of the shares issued by the Company to trading on the main market of the Warsaw Stock Exchange, which may be subject to future amendments and modifications adopted by, or agreed with, the relevant bodies, are approved.
 - 3.5. The confirmation of the fact that the shares issued by SC Fondul Proprietatea SA referred to in item 3.1 and 3.2 above are dematerialized in the meaning of the Romanian Companies' law and are registered with the Central Depository in Romania.
 - 3.6. The appointment of the consortium composed of J.P. Morgan Securities Ltd., UniCredit Group via UniCredit Bank AG, London Branch, UniCredit CAIB Poland S.A., UniCredit CAIB Securities Romania SA, UniCredit CAIB Romania SRL and KBC Securities N.V. (Spolka Akcyjna) Oddział w Polsce and its affiliates of as the intermediary that will work with the Sole Administrator of the Company mainly with respect to the admission and introduction of the shares in the Company to trading on the regulated market of the Warsaw Stock Exchange. The Sole Administrator of the Company is empowered to implement the aspects pertaining to the collaboration with the consortium described above, subject to item 3.7 below.
 - 3.7. The approval of the costs associated with services of the consortium mentioned at 3.6 above capped at EUR 1.075 million (net of any applicable taxes).

For	Against	Abstention

4. 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 16

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

For	Against	Abstention

Note: Indicate your vote by placing an „X” in one of the columns for each resolution: „For”, „Against” or „Abstention”. Placing more than one „X” in respect of the same resolution or no placing an „X” in any one of the columns will void your vote on that resolution.

This special power of attorney:

1. Is valid only for the EGM (having a single exception mentioned below at point 2) which was requested and the attorney has the obligation to vote in accordance with the instructions given by the principal shareholder under the sanction of cancellation of the vote by the EGM secretaries;
2. Is valid also for the second meeting of the same EGM for 28 June 2012, at 10:00 am (Bucharest hour) at the following address: Radisson Blu Hotel, 63-81 Road Victoriei, Atlas 2 Meeting Room, district 1, Bucharest, if the EGM does not meet the legal or statutory requirements for convening on 27 June 2012, at 10:00 am (Bucharest hour);
3. the deadline for the sending and registration of the special power of attorney is 25 June 2012, 10:00 am (Bucharest hour).
4. Is made in 3 originals: one original is for the principal shareholder, one original is for attorney and one original will be sent to the Company’ headquarter;
5. Shall be signed on each page and dated by the principal shareholder;
6. Shall be completed by the principal shareholder in respect with all resolutions.
7. 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 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)