

Special power of attorneys for the
Extraordinary General Shareholders Meeting (EGM) of
SC Fondul Proprietatea SA (the Company) from 25 April 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. [____], 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. (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/ headquarter of representative elected by owner of securities),
having Identity card/passport series [____], no. [____] CNP [____] (for private individual shareholder),

as my representative in EGM of the Company which will take place in 25 April 2012 at 10:30 am hour at Hotel Hotel Radisson, 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, 9 April 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 authorization of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch in order to buy-back shares of S.C. „Fondul Proprietatea” S.A., for a maximum number of 1,100,950,684 shares that will be repurchased during the period of 18 months after the shareholders resolution is published in Official Gazette, Section IV, at a price that cannot be lower than RON 0.2 / share or higher than RON 1.5 / share. The nominal value of the own shares repurchased by the Company cannot exceed RON 1,100,950,684. The transaction can only have as object fully paid shares. The buy-back programme has as object the share capital decrease. The shareholders’ decision regarding the share capital decrease and the change of the Constitutive Act will be approved by shareholders, with the respect of the Constitutive Act, after the buy-back programme is completed. The buy-back programme execution will be subject to the availability of the necessary cash.

For	Against	Abstention

4.1 The ratification of resolutions nos. 1 and 2 made by the EGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

4.2 The adoption of resolutions nos. 1 and 2 made by the EGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

5.1 The ratification of any and all of the resolutions made by the EGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 1 and 2 of 6 September 2010), in order to give full force and effect thereto.

For	Against	Abstention

5.2 The adoption of any and all of the resolutions made by the EGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 1 and 2 of 6 September 2010), in order to give full force and effect thereto.

For	Against	Abstention

6.1 The ratification of the Constitutive Act of Fondul Proprietatea S.A. in the form approved by Resolution no. 1 made by the EGM on 6 September 2010; each and every amendment to such Constitutive Act as of the date of the approval of such amendment by the relevant EGM; and all operations and acts concluded by or on behalf of Fondul Proprietatea S.A. in accordance with the provisions of such Constitutive Act as subsequently amended; in order to give full force and effect thereto.

For	Against	Abstention

6.2 The adoption of the Constitutive Act of Fondul Proprietatea S.A. in the form approved by Resolution no. 1 made by the EGM on 6 September 2010; each and every amendment to such Constitutive Act as of the date of the approval of such amendment by the relevant EGM; and all operations and acts concluded by or on behalf of Fondul Proprietatea S.A. in accordance with the provisions of such Constitutive Act as subsequently amended; in order to give full force and effect thereto.

For	Against	Abstention

7. 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.

For	Against	Abstention

8. The approval of 14 May 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:

- I. 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;
- II. Is valid also for the second meeting of the same EGM for 26 April 2012, at 10:30 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 25 April 2012, at 10:30 am (Bucharest hour);
- III. the deadline for the sending and registration of the special power of attorney for: the first EGM from 25 April 2012 is 23 April 2012, 10:30 am; the second EGM from 26 April 2012 is 23 April 2012, 10:30 am.
- IV. 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;
- V. Shall be signed on each page and dated by the principal shareholder;
- VI. Shall be completed by the principal shareholder in respect with all resolutions.
- VII. 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)