

Special power of attorneys for the
 Ordinary General Shareholders Meeting (OGM) of
 SC Fondul Proprietatea SA (the Company) from 04 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 OGM, 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 OGM of the Company which will take place in 04 April 2012 at 11:00 am hour at Hotel Hilton, 1-3 Episcopiei Street, Room Le Diplomate, 1st District, Bucharest.

to exercise the voting rights of my holdings registered in Shareholders Register at reference date, 22 March 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 OGM, its secretary should be elected 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 OGM agenda.

For	Against	Abstention

3. The recalling of the mandate of all members of the Board of Nominees, as following:

3.1. The revocation of the mandate of member of the Board of Nominees for Mr. Sorin Mihai Mindrutescu;

For	Against	Abstention

3.2. The revocation of the mandate of member of the Board of Nominees for Mr. Cristian Busu;

For	Against	Abstention

3.3. The revocation of the mandate of member of the Board of Nominees for Mr. Doru Petru Dudas;

For	Against	Abstention

3.4. The revocation of the mandate of member of the Board of Nominees for Mr. Simion Dorin Rusu.

For	Against	Abstention

4. The appointment of the member of the Board of Nominees as a result of the vacancy or members of the Board of Nominees, should the vote proposing recall of the existing members passed. The voting of the candidates proposed in order to replace Board of Nominees is related to the approval of the Points 3.1, 3.2, 3.3, and 3.4.

Note: The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record for each candidate proposed will be published on the webpage of the Company and shall be daily updated on the basis of received proposals. The Company shall up-date the special power of attorneys on 22 March 2012.

Note: Please note that will be appointed as member / members of Board of Nominees (depending by the votes for points 3.1, 3.2, 3.3 and 3.4 of the agenda the candidate / candidates that have the highest number of votes. If one of them is already a member of the Board of Nominees it is considered appointed the following candidate with the higher number of votes.

Candidate	For	Against	Abstention
1. Julian Rupert Francis Healy			
2. Cristian Buşu			
3. Laviniu Dumitru Beze			
4. Răzvan Mircea Milea			
5. Ilie Călugăru			
6. Piotr Rymaszewski			
7. Steven van Groningen			
8. Sorin-Mihai Mîndruţescu			
9. Victor Cionga			
10. Liviu – Claudiu Doros			
11. Simion-Dorin Rusu			

5. The approval of the template of the mandate agreement which will be signed by the members of the Board of Nominees – this point depends on the approval of the Point 4. Mr. Grzegorz Maciej Konieczny is empowered to sign the mandate agreements with the members of the Board of Nominees, for and on behalf of SC Fondul Proprietatea SA.

For	Against	Abstention

6. The approval of the Addendum 2 of the Investment Management Agreement (IMA) concluded between Franklin Templeton Investment Management Limited United Kingdom and SC Fondul Proprietatea SA establishing a revised management fee, having the content set out in Annex 2 of the convening notice. The Annex 2 is a part of the convening notice.

For	Against	Abstention

7. The empowerment of the Chairman of the Board of Nominees to sign on behalf of the Company the Addendum 2 to the IMA set out in item 6. The Chairman of the Board of Nominees may grant sub-power of attorney to any member of the Board of Nominees for the purpose of signing the addendum to the IMA.

For	Against	Abstention

8. The amendment of 2012 budget of the Company.

For	Against	Abstention

9. 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

10. The approval of 11 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:

1. Is valid only for the OGM (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 OGM for 25 April 2012, at 11:00 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 04 April 2012, at 11:00 am (Bucharest hour);
3. the deadline for the sending and registration of the special power of attorney for:
 - a. the first OGM from 04 April 2012 is 02 April 2012, 10:00 am;
 - b. the second OGM from 25 April 2012 is 23 April 2012, 10:00 am.
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)