

Special power of attorneys for the  
Ordinary General Shareholders Meeting (OGM) 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 OGM, 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 OGM of the Company which will take place in 27 June 2012 at 11:00 am Bucharest hour at Hotel Radisson Blu, 63-81 Road Victoriei, Atlas 2 Meetig Room, district 1, 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 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 approval of the budget for the implementation of the admission and introduction to trading on the main market of the Warsaw Stock Exchange of all the ordinary class of the shares issued by SC Fondul Proprietatea SA, 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.

For	Against	Abstention

**4. The amendment of 2012 budget of the Company.**

For	Against	Abstention

**5. The approval of the Addendum 1 for the Audit Agreement signed by Deloitte Audit SRL as financial auditor and SC Fondul Proprietatea SA as client.**

For	Against	Abstention

**6. The approval of engaging, on behalf of the Company, of independent valuers with the aim of performing valuation of certain holdings of the Company in unlisted portfolio companies, in order to use the valuation reports for NAV calculation and for impairment tests performed for the preparation of IFRS financial statements, the cost of such valuation reports being borne by the Company. The Sole Administrator is empowered to take all measures necessary to comply with this approval, as it deems appropriate for the benefit of the Company, with the Board of Nominees prior approval.**

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. 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 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 28 June 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 27 June 2012, at 11:00 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)