

Special power of attorneys for the  
Ordinary General Shareholders Meeting (OGM) 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 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 25 April 2012 at 11:30 am hour at Hotel Radisson Blu, 63-81 Road Victoriei, Atlas 2 Meeting Room, district 1, 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 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 Annual Activity Report of Sole Administrator of SC Fondul Proprietatea SA for the financial year 2011, including the financial statements for the year ended on 31 December 2011 prepared in accordance with the Romanian Reporting Standards, the approval of the report of auditor and the discharge of Sole Administrator. At this point, it will be presented the annual report of Board of Nominees, for the information of shareholders.

For	Against	Abstention

4. The approval of the net profit allocation for the financial year 2011 and the approval of the value of gross dividend proposed is RON 0.03854 per share. The Company will start the payment of dividends beginning with 29 June 2012.

For	Against	Abstention

5.1 The ratification of resolutions nos. 8 and 9 made by the OGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

5.2 The adoption of resolutions nos. 8 and 9 made by the OGM on 6 September 2010, in order to give full force and effect thereto.

For	Against	Abstention

6.1 The ratification of any and all of the other resolutions made by the OGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 8 and 9 of 6 September 2010), to give full force and effect thereto.

For	Against	Abstention

6.2 The adoption of any and all of the other resolutions made by the OGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 8 and 9 of 6 September 2010), to give full force and effect thereto.

For	Against	Abstention

7.1 The ratification of the provisions of the Management Agreement concluded on 25 February 2010 between Fondul Proprietatea S.A. and Franklin Templeton Investment Management Limited, as approved by the OGM pursuant to resolution no. 2 dated 10 February 2010 and as such has been subsequently amended, and of the appointment of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as a sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market, to give full force and effect thereto.

For	Against	Abstention

7.2 The adoption of the provisions of the Management Agreement concluded on 25 February 2010 between Fondul Proprietatea S.A. and Franklin Templeton Investment Management Limited, as approved by the OGM pursuant to resolution no. 2 dated 10 February 2010 and as such has been subsequently amended, and of the appointment of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as a sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market, to give full force and effect thereto.

For	Against	Abstention

8.1 The ratification of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on 24 April 2012, all to the extent made, made or issued in accordance with and within the limits of the above-mentioned Management Agreement, to give full force and effect thereto.

For	Against	Abstention

8.2 The adoption of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on 24 April 2012, all to the extent made, made or issued in accordance with and within the limits of the above-mentioned Management Agreement, to give full force and effect thereto.

For	Against	Abstention

9. The empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of FTIML 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' resolutions, including formalities for publication and registration thereof with the Trade Register or with any other public institution.

For	Against	Abstention

10. 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 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;

- II. Is valid also for the second meeting of the same OGM for 26 April 2012, at 11:30 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 11:30 am (Bucharest hour);
- III. the deadline for the sending and registration of the special power of attorney for: the first OGM from 25 April 2012 is 23 April 2012, 10:30 am; the second OGM 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 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, C.N.V.M. 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)