**CANDIDATE PROPOSAL**

***For the position of Member in the Board of Nominees of Fondul Proprietatea S.A.***

The undersigned [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

(*name of the shareholder to be inserted*), identification number (or similar data which allows identification in the shareholders’ registry) [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

In my capacity of shareholder of FONDUL PROPRIETATEA S.A.,

I hereby propose the following person(s) as candidate(s) for the election of member(s) in the Board of Nominees of Fondul Proprietatea SA, election to be held on **4 September 2019**, as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Surname and forename** | **Citizenship** | **Domicile** | **Professional qualification** | **Proposed candidate is a shareholder in Fondul Proprietatea S.A. (YES/NO)** | **Proposal is made for the position currently held by: (the response should be Sorin Mindrutescu / Mark Gitenstein)** |
| 1. |  |  |  |  |  |  |

*Note:*

For each proposed candidate, the followings documents must be attached to this form:

* The attached questionnaire with responses for all questions;
* a copy of the ID card (passport);
* the resume which details his/her current professional activity;
* fiscal record or a self-liability statement, if the candidate is not a Romanian citizen;
* criminal record or a self-liability statement, if the candidate is not a Romanian citizen.

Date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Shareholder’s Name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Shareholder’s Legal Representative

Name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

**Questionnaire for candidates for Board members of Fondul Proprietatea:**

|  |  |  |
| --- | --- | --- |
| Question | Response | Please provide details if the response is Yes |
| Have you been the CEO/executive officer/senior employee of the Fund, of a company controlled by the Fund, or a similar position for the previous five years? |  |  |
| Have you been the CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group, or a similar position for the previous five years? |  |  |
| Have you been a director, employee or professional adviser of or to other investment companies or Funds that are managed by the same investment manager or alternative investment fund manager as the investment manager or as the alternative investment fund manager of the Fund, or managed by any other company in the same group as the investment manager or alternative investment fund manager of the Fund? |  |  |
| Have you been an employee of the Fund, of a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years? |  |  |
| Do you hold any cross-directorships or significant links with other CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group through involvement in other companies or bodies? |  |  |
| Have you received any remuneration or other advantages from the Fund or from a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years (apart from those corresponding to the quality of member of the Board)? |  |  |
| Have you been an employee of, or have you had any relationship, during the previous year, with a significant shareholder of the Fund, controlling more than 10% of voting rights applicable to the last quorum of the GSM, with a director, employee or professional adviser of such significant shareholder or with a company controlled by it? |  |  |
| Have you had during the previous 3 years a business or professional substantial relationship with the Fund or with a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group, either directly or as a customer, partner, shareholder, member of the Board/ Director, CEO/executive officer or employee of a company having such a relationship? |  |  |
| Have you been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the Fund or a company controlled by it, or of the Fund Manager of a company from Fund Manager group? |  |  |
| Have you been a CEO/executive officer in another company where another CEO/executive officer of the Fund or of the Fund Manager of a company from Fund Manager group is a non-executive director? |  |  |
| Have you been a member of the Board for more than three mandates of four years? |  |  |
| Do you have any family ties with a person in the situations referred to at points above? |  |  |
| Do you have more than 4 roles in your current activity (board / employee roles in Funds, companies, trusts or NGOs)? |  |  |
| Do you have any facts registered in your fiscal record? |  |  |
| Have you ever been convicted for a criminal act? |  |  |
| Do you hold shares in Fondul Proprietatea? If response is yes, please mention the details on your direct and indirect holdings. |  |  |