**Correspondence ballot**

**for legal person shareholders**

for the Ordinary General Meeting of Shareholders (OGMS) of

Fondul Proprietatea S.A.

of 13 November 2020

* *Indicative sample -*

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

(**ATTENTION**! to be filled in with the legal name of the legal person shareholder)

headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

holding a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares representing [\_\_\_\_] % from a total of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares issued by FONDUL PROPRIETATEA S.A., registered with the Bucharest Trade Registry under no. J40/21901/28.12.2005, having sole registration code 18253260, headquartered in Buzeşti Street 78-80, 7th floor, 1st District, Bucharest 011017, Romania (the **Company**),

which entitles us to a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] voting rights, representing [\_\_\_\_] % of the paid-up share capital and [\_\_\_\_]% of the total voting rights in OGMS,

knowing the agenda of the OGMS of the Company, dated 13 November 2020 at 12:00 PM (Romanian time) and the reference material related to the agenda of the OGMS, in compliance with FSA’s Regulation no. 5/2018, through this ballot I understand to express my vote for the OGMS of the Company which will take place at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, as following:

1. For item 1 on the agenda, respectively, the approval of 2021 budget of Fondul Proprietatea, in accordance with the supporting materials.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall meanthat the vote will be void/ will not be taken into consideration*.

1. For item 2 on the agenda, respectively, the appointment of two members in the Board of Nominees of Fondul Proprietatea following the termination of two of the mandates. The mandates of the new members are valid for a period of three (3) years, subject to the acceptance of the mandates. The proposals of the shareholders for the two mandates may be submitted by 12 October 2020, 5:00 PM (Romanian time), to the Company’s headquarters in Bucharest, 78-80 Buzești Street, 7th floor, 1st district, postal code 011017 or by e-mail at [office@fondulproprietatea.ro](mailto:office@fondulproprietatea.ro).

Each candidate for the Board of Nominees must submit the copy of his/her ID, the resume which details the current professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen, the questionnaire regarding the independence of the candidate, filled in and signed by the candidate, and the consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed by the candidate, whose templates are available in the informative materials.

Given the availability of two places for membership in the Board of Nominees, each candidate will have to opt for one vacancy. If a candidate opts for both vacancies, the candidature shall be deemed to have been cast for the last seat chosen in respect of which the intention to be elected as a member of the Board of Nominees was expressed within the legal term.

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, the independence questionnaire and the CV will be published on the webpage of the Company and shall be daily updated on the basis of received proposals[[1]](#footnote-1).

1. The appointment of a member of the Board of Nominees following the resignation of Mrs. Vivian Nicoli; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with the acceptance date (*secret vote*).

|  |  |  |  |
| --- | --- | --- | --- |
| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |

*Note: Please vote „FOR” for just one candidate. Voting „FOR” for more than one candidate will lead to the annulment of the ballot paper according to the Procedure regarding the organization and holding of General Meetings of Shareholders, available starting with 25 September 2020 on the Company’s website.*

1. The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Steven Cornelis van Groningen; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with the acceptance date (*secret vote*).

|  |  |  |  |
| --- | --- | --- | --- |
| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |

*Note: Please vote „FOR” for just one candidate. Voting „FOR” for more than one candidate will lead to the annulment of the ballot paper according to the Procedure regarding the organization and holding of General Meetings of Shareholders, available starting with 25 September 2020 on the Company’s website.*

1. For item 3 on the agenda, respectively, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, the approval of:
2. **3 December 2020** as the ***Ex – Date***, computed in accordance with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;
3. **4 December 2020** as the **Registration Date**, computed in accordance with the provisions of Article 86 paragraph (1) of Issuers’ Law.

As they are not applicable to this OGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

1. For item 4 on the agenda, the approval of the empowerment, with authority to be substituted, of Johan Meyer 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 Registry or with any other public institution.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

The deadline for the registration at the Company of the correspondence ballots is 11 November 2020, 12:00 PM (Romanian time).

We attach to this correspondence ballot original or true copy of the findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by a competent authority of the state where the undersigned is duly incorporated, all being no older than 12 months as from the date when the general meeting convening notice was published and allowing our identification on the Fondul Proprietatea shareholders registry on the reference date issued by Depozitarul Central SA. If Depozitarul Central SA was not timely informed of the name of the legal representative, (so that the shareholders’ registry at the reference date to reflect that), the findings certificate/similar documents mentioned above will have to prove the capacity of the undersigned’s legal representative.

For ballots sent electronically, the Company will send the shareholder a confirmation of receipt of the votes, according to the provisions of article 915 para. (2) of Issuers’ Law and of article 7 para. (1) of CE Regulation 1212/2018, in the format set out in Table 6 of Annex to the CE Regulation 1212/2018.

After the OGSM, the shareholder of a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation of recording and counting of votes by the Company. Such request of such a confirmation may be asked for within one month as of the voting date. In this case, the Company will send the shareholder an electronic confirmation of recording and counting of votes, according to the provisions of article 915 para. (3) of Issuers’ Law and of article 7 para. (2) of CE Regulation 1212/2018, in the format set out in Table 7 of Annex to the CE Regulation 1212/2018.

The correspondence ballot date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(ATTENTION! to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)

Signature:

(ATTENTION! to be filled in with the signature of the legal representative of the legal person shareholder and stamped, if the case)

1. The correspondence ballot form will be updated after the expiry of the deadline above-mentioned so to reflect the received proposal for candidates. [↑](#footnote-ref-1)