**Correspondence ballot**

**for individual shareholders**

for the Ordinary General Meeting of Shareholders (OGMS) of

Fondul Proprietatea S.A.

of 15 December 2021

* *Indicative sample -*

I, the undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

(**ATTENTION**! to be filled in with the first and last name of the individual shareholder)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

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

(**ATTENTION**! to be filled in with the first name and last name of the legal representative of the individual shareholder only in case of shareholders who are natural persons lacking exercise capacity or having limited capacity)

identified with identity card/passport series [\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

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 76-80, 7th floor, 1st District, Bucharest 011017, Romania (the **Company**),

which entitles me 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 15 December 2021 at 2:00 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, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, as following:

1. For item 1, respectively, the approval of 2022 budget of Fondul Proprietatea, in accordance with the supporting materials.

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|  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 2, respectively, the approval of a gross special dividend of RON 0.06 per share, in accordance with the supporting documentation. The shareholders approve that the payment of the dividends to start on the Payment Date of this OGM (as defined at point 4 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on the Registration Date (as defined at point 4 of this OGM). Unpaid shares and treasury shares do not constitute dividend entitlement.

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|  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 3, respectively, the approval of the terms along with the execution of the Management Agreement (in the form described in the supporting documentation) between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. for a duration of two (2) years starting with 1 April 2022. Mrs. Ilinca von Derenthall, the Chairperson of the Board of Nominees is empowered (with authority to be substituted by another member of the Board of Nominees) to sign the said Management Agreement for and on behalf of Fondul Proprietatea.

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|  FOR | AGAINST |  ABSTENTION |
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*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, respectively, the approval of:
2. The date of **27 January 2022** as the ***Ex – Date***, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; and of

The date of **28 January 2022** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers’ Law.

The date of **18 February 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

1. 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’ resolution, including formalities for publication and registration thereof with the Trade Registry or with any other public institution.

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| --- | --- | --- |
|  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 13 December 2021, 2:00 PM (Romanian time).

I attach to this correspondence ballot a copy of my identity card and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for Romanian citizens or passport for foreign citizens) allowing my identification on the Fondul Proprietatea shareholders registry on the reference date issued by Depozitarul Central SA, along with the proof of legal representative capacity.

For ballots sent electronically, the Company will send the shareholder a confirmation of receipt of the votes, according to the provisions of article 97 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 97 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: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_­]

Fist name and last name: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

Signature:

(ATTENTION! In case of collective shareholders, it will be signed by all the shareholders)