

**Resolution no. [...] / 28 April 2021  
of the Shareholders' Ordinary General Meeting of  
FONDUL PROPRIETATEA S.A.**

Headquarters: 78-80 Buzești Street, 7<sup>th</sup> floor, sector 1, Bucharest, Romania,  
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code  
18253260

Today, 28 April 2021, 12:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “Fund” or “Fondul Proprietatea”) have met during the Shareholders' Ordinary General Meeting (“OGM”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. [...], in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“Sole Director”).

Whereas:

- The convening notice of the OGM was published on the Fund's website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)) on 23 February 2021, in the Official Gazette of Romania, Part IV, number 778 of 24 February 2021 and in “Adevărul” newspaper number 8486 of 24 February 2021;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Article 21 of CNVM Regulation no. 4/2010 on the registration with CNVM and the operation of the company “Fondul Proprietatea” S.A., as well as on trading the shares issued by this company;
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;

- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote [...] of shareholders, which represents a number of [...] voting rights (i.e. [...])% of the total voting rights at the reference date 31 March 2021, i.e. [...]),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval to allocate to other reserves an amount of RON 671,941,938 to be used for covering the negative reserves estimated to arise from the cancellation of treasury shares acquired during 2020 through the 11th buy-back programme, in accordance with the supporting materials and annexed to this resolution.

This item is adopted with [...] votes, representing [...] % of the validly casted votes, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990. The casted votes were recorded as follows: [...] votes "for" and [...] votes "against". There were also registered: [...] abstains, [...] annuled votes and [...] votes „not given”.

- II. The approval of:

- (a) **The date of 27 May 2021** as the *Ex – Date*, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of  
**The date of 28 May 2021** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 86 paragraph (1) of Issuers’ Law.  
**The date of 22 June 2021** as the **Payment Date**, computed in accordance with the provisions of Article 178 paragraph (2) of Regulation no. 5/2018.

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.

- (b) 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.

This item is adopted with [...] votes, representing [...] % of the validly casted votes, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies’ Law no. 31/1990. The casted votes were recorded as follows: [...] votes “for” and [...] votes “against”. There were also registered: [...] abstains, [...] annuled votes and [...] votes „not given”.

This OGM decision no. [...] is drafted on behalf of the shareholders today, 28 April 2021, in 3 original counterparts by:

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[...]

Chairman

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[...]

Meeting secretary

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[...]

Technical secretary

*Annex – The proposal for allocation to other reserves, as presented in the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 28 April 2021*

**Sole Director’s Proposal to allocate amounts to other reserves**

On the agenda of 28 April 2021 Extraordinary General Shareholders’ Meeting, the Fund’s Sole Director proposes the cancellation of the 797,961,287 treasury shares repurchased through the eleventh buy-back programme. The estimated negative reserve that would arise when the cancellation of these shares would be recorded amounts to RON 671,941,938<sup>1</sup>. For prudential reasons, the Fund’s Sole Director recommends that RON 671,941,938 to be allocated to other reserves in order to be available for covering the negative reserves, from the following sources:

	RON
- Distributions for which the statute of limitation occurred	5,573,277
- 2017 unallocated profit	49,099,309
- 2018 unallocated profit	12,536,187
- 2019 unallocated profit	604,733,165

The actual coverage of this negative reserve using the said amount of RON 671,941,938 will be subject to shareholders’ approval during the shareholders’ meeting subsequent to the completion of all cancellation steps.

If the Fund’s Sole Director proposals for the retained profits allocation included on the agenda of 28 April 2021 General Shareholders’ Meeting are approved by the shareholders, the remaining balance of Fund’s unallocated retained earnings will be as follows:

<b>Retained earnings components</b>	<b>Audited balance as at 31 Dec 2020</b>	<b>Amounts proposed for allocation, subject for 28 April 2021 GSM approval</b>	<b>Remaining unallocated balances</b>
2016 unallocated profit	269,399,398	(269,399,398)	-
2017 unallocated profit	318,162,571	(318,162,571)	-
Retained earnings resulted from transition to IFRS 9 starting with 1 January 2018	4,248,175,069	-	4,248,175,069
2018 unallocated profit	12,536,187	(12,536,187)	-
2019 unallocated profit	2,319,385,862	(604,733,165)	1,714,652,697
Loss for the year ended 31 December 2020	(102,978,968)	102,978,968	-
<b>Total retained earnings</b>	<b>7,064,680,119</b>		<b>5,962,827,766</b>

<sup>1</sup> For further details see the memo regarding the share capital decrease published on the Fund’s website as supporting documentation for the annual General Shareholders Meeting held on 28 April 2021: [www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation](http://www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation).