**General power of attorney**

**for legal entity shareholders**

for the Extraordinary General Meetings of Shareholders of

Fondul Proprietatea S.A.

* *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)

as shareholder of FONDUL PROPRIETATEA S.A., a company 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/FP**),

hereby empower:

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

(**ATTENTION**! to be filled in with the first name and last name of the empowered individual being granted this power of attorney)

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

**OR**

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

(**ATTENTION**! to be filled in with the legal name of the empowered legal person being granted this power of attorney)

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)

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

as our representative in the Extraordinary Shareholders’ Meetings which the Company will organize during the duration of this mandate, with the discretionary power to decide as considerate it appropriate on any point which will be on the agenda of these meetings, including with respect to disposal acts, for the entire holdings the principal shareholder will have at the reference date of that respective meeting. **The duration of this general mandate awarded hereby expires on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_].**

(**ATTENTION!** **The duration of the mandate cannot exceed 3 years, unless the parties have expressly provided for a longer period**)

By the signature of this power of attorney, both by the principal shareholder and proxy, we declare that the proxy is not in a conflict of interest situation, such as:

1. is a majority shareholder of FP, or of another entity, controlled by that respective shareholder;
2. is a member of an administration, management or supervisory body of FP, of a majority shareholder or of another entity, controlled by that respective shareholder;
3. is an employee or auditor of FP or of a majority shareholder or of another entity, controlled by that respective shareholder;
4. is a spouse or relative (up to, and including, fourth degree filiation) of one of the individuals mentioned above.

This general power of attorney:

1. before its first use, it shall be submitted with FP no later than 48 hours before the shareholders’ meeting, or within the deadline provided in the Company’s Constitutive Act, in copy, certified as being the same with the original by the proxy or by e-mail **with incorporated extended electronic signature** as per Law no. 455/2001 on the electronic signature to office@fondulproprietatea.ro. The said copies are retained by FP, and a mention of this is inserted in the minutes of the general shareholders’ meeting;
2. shall be signed and dated by the principal shareholder; shall be countersigned by the proxy in order to certify the absence of a conflict of interest situation;
3. all the sections shall be filled in by the principal shareholder;
4. creates an *intuitu personae*, the proxy not being allowed to further empower another person, unless this right was expressly conferred to the proxy by the shareholder in a power of attorney. If the proxy is a legal entity, then the latter may carry out the general mandate through any member of its administration/management body or of one of its employees. These provisions do not affect the right of the shareholder to designated one or more alternate proxies, according to the regulations described above regarding special proxies.

It is attached to this general power of attorney:

* 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 principal shareholder is duly incorporated, all being no older than 12 months and allowing our identification on the Fondul Proprietatea shareholders registry 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 reflects that), the findings certificate/similar documents mentioned above will have to prove the capacity of the principal shareholder’s legal representative;
* a copy of the identity card of the empowered (identity document or identity card for Romanian citizens or passport for foreign citizens). In case of a empowered legal person, we also attach the original or true copy of the findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than 12 months.
* proof that the proxy is an intermediary in accordance with Article 2 para. (1) point (19) of Law no. 24/2017 or an attorney at law, and that the shareholder is the proxy’s client.

The issuing date of the general power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! if the shareholder sends more than one general power of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney)

Legal name of the legal entity **SHAREHOLDER**: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

(**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 of the **SHAREHOLDER**: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

**First and last name of the PROXY**: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION!** In case of a legal entity proxy, the company name along with the name of its representative shall be inserted)

**Signature of the PROXY**: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]