

Memo regarding additional external audit fees for the financial year ended at 31 December 2021

Overview

According to Fondul Proprietatea (“Fondul / the Fund”) Constitutive Act, Article 12, paragraph (2), sub-paragraph f): ‘*The ordinary general meeting of the shareholders has the following competencies, duties and functions:[...] to approve the remuneration policy applicable to the members of the Board of Nominees and to the Alternative Investment Fund Manager, that includes the level of remuneration of the members of the Board of Nominees and of the Alternative Investment Fund Manager, and to set the level of the remuneration of the financial auditor for financial audit services.*’.

The purpose of this memo is to present and submit for approval to the shareholders the additional external audit fees requested by Deloitte Audit SRL (“Deloitte”). Please see the following sections for the description of the services provided and the table below for details regarding the additional fees.

Description	Additional fees (EUR, before VAT)
<i>1) New regulatory requirements</i>	
a) Remuneration report	5,000
b) ESEF reporting	2,500
<i>2) Additional audit work on certain specific topics</i>	
a) CN Aeroporturi Bucuresti SA (“Bucharest Airports”) litigation	6,750
b) Unpaid share capital collection	1,800
c) Additional valuation for the holding in Hidroelectrica SA	1,500
Total additional fees	17,550

All the services included above and their associated additional fees have been presented and discussed with the Audit and Valuation Committee of Fondul Proprietatea and prior approved by the Fund’s Board of Nominees during the meeting held on 24 February 2022.

Description of the additional services

The additional fees are related to work performed due to new regulatory requirements and also due to specific topics that required additional work during the year.

1) New regulatory requirements:

- a) Remuneration report;
- b) ESEF reporting.

a) Remuneration report

During 2021, both the Law¹ and Regulation² regarding the issuers of financial instruments and market operations were modified, the most significant change for the Fund being the requirement to publish a remuneration report regarding all payments made to Fund's leadership. By leadership the Law means all members of Management Board and of the Supervisory Board.

For the application of these new requirements, the Fund decided to include in this report payments made to members of the Board of Nominees and FTIS as Alternative Investment Fund Manager.

This report was drafted based on the remuneration policy as approved by shareholders in April 2021 and is submitted for shareholders' approval at the same time with the annual report for the financial year 2021 (i.e. during the April 2022 Annual GSM).

The form and contents of the remuneration report are described in Law 24/2017 on issuers of financial instruments and market operations. According to this Law, the financial auditor / audit firm performing the statutory audit verifies that the information provided in the article afferent to contents of the remuneration report has been provided accordingly.

For the services provided in order to check the contents of the remuneration report, Deloitte requested an additional fee of **EUR 5,000**.

b) ESEF reporting

According to the Regulatory Technical Standard on ESEF³, all natural and legal persons with securities listed on an EU regulated market have to prepare their annual financial reports in Extensible Hypertext Markup Language (xHTML) format starting with the Annual Report for FY 2020. The issuers who prepare consolidated financial statements also have to implement a tagging process of the financial statements using IFRS taxonomy – this is not required for the Fund, as it does not prepare consolidated financial statements due to its classification as an investment entity.

The resulting file is human-readable, just like a normal webpage. Some of the benefits of ESEF reporting are a single structured electronic format for EU annual financial reports, machine-readable financial statements, enhanced comparability and usability, better and more comprehensive use of company data by investors and analysts, enhance transparency of EU capital markets.

In March 2021, FSA issued the Regulation no.7/2021⁴, which was published in the Official Gazette of Romania and entered into force on 24 March 2021.

¹ Law no. 24/2017 regarding the issuers of financial instruments and market operations

² Regulation 5/2018 regarding the issuers of financial instruments and market operations

³ Regulatory Technical Standard - Commission Delegated Regulation (EU) 2019/815 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format - published in the Official Journal of the EU on 29 May 2019 and in force starting 18 June 2019

⁴ Regulation no.7/2021 regarding the obligations of issuers, whose securities are admitted to trading on a regulated market, to issue the annual financial statements in the single electronic reporting format

By means of this regulation, FSA delayed by one year the application of the ESEF requirements for listed companies' annual financial reports, thus becoming applicable for the financial reporting for the annual periods beginning on or after 1 January 2021.

The European Commission is of the view that ESEF Regulation is a binding legal instrument therefore its provisions shall be considered as “**statutory requirements**” within the meaning of Article 28(2) letter (c) point (ii) of the Audit Directive.

For the services provided in order to check 2021 ESEF reporting, Deloitte requested an additional fee of **EUR 2,500**.

2) Additional audit work on specific topics:

- a) Bucharest Airports litigation;
- b) Unpaid share capital collection;
- c) Additional valuation for the holding in Hidroelectrica SA.

a) CN Aeroporturi Bucuresti litigation

As detailed in the 2021 Annual Report, regarding the legal actions taken by Fondul Proprietatea in order to block the CN Aeroporturi Bucuresti (“CNAB”) capital increase, following the hearing that took place on 13 January 2022, the Bucharest Court of Appeal admitted the request for suspension filed by the Fund and ordered the suspension of the effects of the share capital increase until the claim for the annulment of the CNAB EGSM is irrevocably settled. As such the Fund decided upon its approach to not perform any additional adjustments to the value of the holding at 31 December 2021.

Please note that CNAB is a significant holding of the Fund and that “*Valuation of equity investments*” is considered by Deloitte to be a significant risk when planning and performing its audit procedures.

In order to verify the correctness of the Fund's assessment and its basis for the purpose of the year-end audit of the Fund's financial statements, the financial auditor involved its internal legal counsel as specific legal knowledge was required.

For the legal services provided to assess the CNAB litigations outcome, Deloitte requested an additional fee of **EUR 6,750**.

b) Unpaid share capital collection

On 1 February 2022, the Romanian State, represented by the Ministry of Finance paid RON 189,182,422 to the Fund, as payment for all unpaid shares owned by the Romanian State in the Fund (as at 31 December 2021, respectively 31 January 2022, the Romanian State held 363,812,350 unpaid shares, each share having a nominal value of RON 0.52).

The payment mentioned above was performed in exercise of the Romanian State's rights under Law 247/2005 on the reform in the fields of property and justice, as well as some adjacent measures. Consequently, starting 1 February 2022, the new value of the Fund's subscribed and paid-up share capital is RON 3,334,342,422.84 (divided into 6,412,196,967 shares with a nominal value of RON 0.52/share).

The Fund considered this to be a non-adjusting subsequent event for the purpose of 2021 year-end financial reporting. In order to assess the Fund's treatment of the event and also considering the specificity of this instance, Deloitte involved their IFRS specialist to perform additional audit work that was not included in their initial planning.

For the additional work related to the Romanian State payment, Deloitte requested an additional fee of **EUR 1,800**.

c) Additional valuation for the holding in Hidroelectrica SA

As per the regular process performed by the Fund regarding the valuation of its unlisted portfolio, the holdings in the unlisted companies are assessed on a regular basis in order to check if there have been significant developments which may warrant that a new valuation report needs to be prepared.

Even though the whole unlisted portfolio underwent a valuation process at 31 October 2021 (based on the financials of the companies as at 30 September 2021 and containing all relevant developments until the end of the year such as dividends or regulatory changes), due to Hidroelectrica's strong performance in the 4th quarter, the Fund decided that a new report is required for 31 December 2021 which would be based on 31 December 2021 financials of the company.

This new report was considered as an adjusting event in the financial statements for the year ended at 31 December 2021 and the related impact was considered in both assets (increase in holding value) and in profits and loss account (gains from fair value changes).

All valuation reports prepared with the help of KPMG Advisory SRL or Darian Evaluare SRL are thoroughly discussed and analysed by the Fund's representatives and the external auditor.

For the additional work performed in order to check the new valuation report for the Fund's holding in Hidroelectrica, Deloitte requested an additional fee of **EUR 1,500**.

Franklin Templeton International Services S.À R.L., as Sole Director of FONDUL PROPRIETATEA S.A.

Johan Meyer

Permanent Representative