**Correspondence ballot**

**for legal person shareholders**

for the Ordinary General Meeting of Shareholders of

Fondul Proprietatea S.A.

of 26 March 2024

(the “**OGMS**”)

*- indicative form -*

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 [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], LEI code (if the case) [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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 76-80 Buzeşti Street, 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, convened on **26 March 2024 at 11:00 AM** (Romanian time), and the information materials related to the agenda of the OGMS, in compliance with FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, through this ballot I understand to express my vote with respect to the OGMS of the Company which will take place at “INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, as following:

1. **For item 1 on the agenda, respectively:**

*The approval of the terms of, along with the execution of, the Management Agreement (in the form set out in the supporting documentation) between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. for a duration of one (1) year starting 1 April 2024 and until 31 March 2025.*

*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 execute the mentioned Management Agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.*

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| FOR | AGAINST | ABSTENTION |
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*Note: Express 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 not be taken into consideration*.

1. **For item 2 on the agenda, respectively:**

*The approval of the Remuneration Policy of Fondul Proprietatea in force starting 1 April 2024, as described in the supporting documentation, to reflect the provisions of the Management Agreement, subject to point 1 on the OGM agenda being approved.*

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| FOR | AGAINST | ABSTENTION |
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*Note: Exercise 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 not be taken into consideration*.

1. **For item 3 on the agenda, respectively:**

*The approval of 2024 budget of Fondul Proprietatea, in accordance with the supporting materials.*

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| FOR | AGAINST | ABSTENTION |
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*Note: Exercise 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 not be taken into consideration*.

1. **For item 4 on the agenda, respectively:**

*The appointment for a period of three (3) years of two members in the Board of Nominees of Fondul Proprietatea following the expiration of two mandates on 6 April 2024, as follows:*

*a. The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Nicholas Paris on 6 April 2024; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with 7 April 2024 or the acceptance date for the new mandate, whichever occurs later.*

*(secret vote)*

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| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. Nicholas Paris |  |  |  |
| 1. Marian-Cristian Mocanu |  |  |  |
| 1. Raluca Ana-Maria Nicolescu |  |  |  |
| 1. Dorin-Alexandru Badea |  |  |  |

*Note: Please vote „FOR” for just one candidate. Voting „FOR” for more than one candidate will lead to the annulment of the ballot paper. Express 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 not be taken into consideration.*

*b. The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Omer Tetik on 6 April 2024; the mandate of the new member is valid for a period of three (3) years starting with 7 April 2024 or the acceptance date for the new mandate, whichever occurs later.*

*(secret vote)*

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| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. Marian-Cristian Mocanu |  |  |  |
| 1. Marius-Alin Andrieș |  |  |  |
| 1. Daniela-Camelia Nemoianu |  |  |  |
| 1. Raluca Ana-Maria Nicolescu |  |  |  |

*Note: Please vote „FOR” for just one candidate. Voting „FOR” for more than one candidate will lead to the annulment of the ballot paper. Express 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 not be taken into consideration.*

***Note: Please do not vote „FOR” for the same candidate voted at point a.***

1. **For item 5 on the agenda, respectively:** ”*Alternative to item 1 of the OGMS Convening Notice* –

*The approval of the terms of, along with the execution of, the Management Agreement between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. for a period of one (1) year starting 1 April 2024 and until 31 March 2025 in the form set out in the supporting documentation relating to OGMS agenda item 1, with a change in the base fee rate such that the base fee is 1.35%,* ***subject to item 1 of the OGMS agenda not being approved by the OGMS****.*

*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 execute the mentioned Management Agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.*

(*Item added on the agenda at the request of the shareholder Ministry of Finance*)

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| FOR | AGAINST | ABSTENTION |
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***Note: Agenda item 5 should not be voted in the same way as item 1 as they are mutually exclusive.***

*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 6 on the agenda, respectively:** ”*Alternative to item 2 of the OGMS Convening Notice –*

*The approval of the Remuneration Policy of Fondul Proprietatea in force starting 1 April 2024, to reflect the provisions of the Management Agreement, in the form provided in the supporting documentation related to item 2 on the OGMS agenda with a change in the base commission rate so that the base commission is 1.35 %,* ***subject to item 2 of the OGMS agenda not being approved by the OGMS****.*

(*Item added on the agenda at the request of the shareholder Ministry of Finance*)

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| FOR | AGAINST | ABSTENTION |
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***Note: Agenda item 6 should not be voted in the same way as item 2 as they are mutually exclusive.***

*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 7 on the agenda, respectively:** ”*The approval of the Strategy of the Fund applicable to the mandate period 1 April 2024 to 31 March 2025 so that it includes the preservation of the current portfolio managed by Franklin Templeton International Services S.à r.l.*

(*Item added on the agenda at the request of the shareholder Ministry of Finance*)

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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 8 on the agenda, theapproval of:**

*(a) The date of 11 April 2024 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;*

*The date of 12 April 2024 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.*

*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 the payment date and the date of guaranteed participation.*

*(b) The empowerment, with authority to sub-delegate, 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 |
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*Note: Exercise 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 not be taken into consideration*.

**The deadline for the registration with the Company of the correspondence ballots** **with respect to the OGMS is 22 March 2024, 11:00 AM (Romanian time).**

We attach to this correspondence ballot original or true copy of the up-to-date 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 twelve (12) months as from the date when the OGMS convening notice was published in the Official Gazette and allowing our identification on the Fondul Proprietatea shareholders registry on the OGMS reference date (*29 February 2024*) 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 97para. (2) of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as supplemented and amended (“**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 OGMS, the shareholder or 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: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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)