**Correspondence ballot**

**for individual shareholders**

for the Ordinary General Meeting of Shareholders of

Fondul Proprietatea SA

of 26 March 2024

(“**OGMS**”)

*- indicative form -*

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 76-80 Buzeşti Street, 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, 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.*

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*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 |
|  |  |  |

*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)*

|  |  |  |  |
| --- | --- | --- | --- |
| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |

*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 meanthat the vote will not be taken into consideration*.

**Note: The correspondence ballots will be updated on the Company’s website with candidates’ names after the expiry of the deadline for making proposals.**

*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)*

|  |  |  |  |
| --- | --- | --- | --- |
| CANDIDATE | FOR | AGAINST | ABSTENTION |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |
| 1. [...] |  |  |  |

*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: The correspondence ballots will be updated on the Company’s website with candidates’ names after the expiry of the deadline for making proposals.**

1. **For item 5 on the agenda, respectively:**

*The approval 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.*

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*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).**

I attach to this correspondence ballot:

* a copy of my identity card (identity document or identity card for Romanian citizens or passport for foreign citizens); and
* if 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), along with the proof of the capacity of legal representative,

allowing my identification on the Fondul Proprietatea shareholders registry on the OGMS reference date (29 February 2024) issued by Depozitarul Central SA.

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

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)