

*Memo regarding the advisory budget to be used by the Board of Nominees*

According to ordinary general meeting of shareholders ("OGMS") resolution no. 9 of September 25, 2023, the Board of Nominees ("BoN") of Fondul Proprietatea S.A. ("FP") was empowered to initiate and organize a transparent and competitive selection procedure for a new alternative investment fund manager ("AIFM"), establish new objectives, performance criteria and remuneration conditions realigned with these objectives and present these for approval by the GSM.

Taking into consideration the mandate granted, the BoN concluded that it needs the support of suitably experienced independent advisers to assist it throughout this process.

To this end, having analysed its advisory needs, the budget for such services to be provided to the BoN was reasonably estimated to be in the amount of RON 3,8 million (including all applicable taxes and out-of-pocket expenses).

Considering the above, we propose shareholders to approve item 6 of the 27 September 2024 OGMS agenda:

*"The approval of a maximum advisory budget of RON 3,8 million, including all applicable taxes and out-of-pocket expenses, to be used by the members of the Board of Nominees, for the payment of the services to be provided by Deutsche Numis pursuant to any appointment in accordance with a resolution adopted by the OGM following a favourable vote on item 5 of this OGM agenda, as well as for any other services related to the selection of an AIFM, including financial advisory services and legal services required for this purpose."*

**Board of Nominees of FONDUL PROPRIETATEA S.A.**

**Chairperson of Board of Nominees – Mrs. Ilinca von Derenthall**