**Correspondence ballot**

**for individual shareholders**

for the Ordinary General Meeting of Shareholders of

Fondul Proprietatea SA

of 30 April 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 for **30 April 2024 at 12:00 PM** (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 presentations of:*

1. *The Alternative Investment Fund Manager of the Performance Report for the period 1 January 2023 – 31 December 2023; and*
2. *The* *Board of Nominees of its annual report for 2023 financial year, including its Review Report in relation to the Performance Report.”*

**is not subject to voting**.

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

“*The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the financial year 2023, including the financial statements for the year ended on 31 December 2023 prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and applying the Financial Supervisory Authority Norm no. 39/ 28 December 2015, including in the format according to provisions of the EU Delegated Regulation 2019/815 of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format), based on the auditor’s report (all as presented in the supporting documentation, on the website of Fondul Proprietatea), the ratification of all legal acts concluded, adopted or issued on behalf of Fondul Proprietatea, as well as of any management/administration measures adopted, implemented, approved or concluded during 2023 financial year, along with the discharge of the Sole Director’s for any liability for its administration during 2023 financial year*.”

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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 the Remuneration Report of Fondul Proprietatea for the 2023 financial year.”*

*(consultative vote)*

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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 approval to cover, from Other reserves, the negative reserves of RON 908,845,063.69 incurred in 2023 financial year derived from the cancelation of the treasury shares acquired during the 13th buy-back programme, 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 5 on the agenda, respectively:**

**“***The approval to cover, from various elements of Retained earnings, the accounting loss of RON 904,097,085.75 incurred in 2023 financial year, in accordance with the supporting materials.*”

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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 not be taken into consideration.*

1. **For item 6 on the agenda, respectively:**

“*The approval of the value of the gross dividend of RON 0.06 per share from Retained earnings, subject to the approval by the OGM of item 5 as set out in the 30 April 2024 OGM agenda, in accordance with the supporting documentation.*

*The approval for starting the payment of the dividends on 7 June 2024 (the Payment Date of this OGM as defined at item 9 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on 17 May 2024 (the Registration Date as defined at item 9 of this OGM). Treasury shares do not constitute dividend entitlement.*”

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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 not be taken into consideration.*

1. **For item 7 on the agenda, respectively:**

“*The approval of the additional fee amounting to EUR 27,000 (before VAT) to be paid to Ernst & Young Assurance Services SRL, with its headquarters in Bucharest, 15 -17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, Sector 1, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, in its capacity as the financial auditor of Fondul Proprietatea, and the approval of the corresponding change of the 2024 budget of Fondul Proprietatea, in accordance with the supporting materials*.”

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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 not be taken into consideration.*

1. **For item 8 on the agenda, respectively:**

*“The approval of:*

1. *The date of* ***16 May 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* ***17 May 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.*

*The date of* ***7 June 2024*** *as the* ***Payment Date****, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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 date of the guaranteed participation.*

1. *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 26 April 2024, 12:00 PM (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 (***17 April 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)