**Special power of attorney**

**for legal person shareholders**

for the Extraordinary General Meeting of Shareholders of

Fondul Proprietatea SA

of 30 April 2024

(„**EGMS**”)

*- 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 Buzeşti Street 76-80, 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 EGMS,

hereby empower:

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

(**ATTENTION**! to be filled in with the first name and last name of the empowered individual being granted this power of attorney)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

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

(**ATTENTION**! to be filled in with the legal name of the empowered legal person being granted this power of attorney)

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 [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the first name and last name of the legal representative)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

as our representative in the EGMS which will take place on **30 April 2024, 11:00 AM (Romanian time)**,at “INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST” Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, to exercise the voting rights pertaining to our holdings registered in the shareholders’ registry as at the EGMS reference date, as follows:

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

“*The* *approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea, as follows:*

*The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea by RON 1,098,437,022.28, from RON 2,947,779,186.56 to RON 1,849,342,164.28, pursuant to the cancellation of 2,112,378,889 own shares acquired by Fondul Proprietatea during 2023 through the 14th buy-back programme.*

*Once the share capital decrease is finalized, the subscribed and paid-up share capital of Fondul Proprietatea shall have a value of RON 1,849,342,164.28, divided in 3,556,427,239 shares, each having a nominal value of RON 0.52 per share.*

*The first paragraph of Article 7 of the Constitutive Act of Fondul Proprietatea after the share capital decrease is finalized will be changed as follows.*

*“(1) The subscribed and paid-up share capital of Fondul Proprietatea is in the amount of RON 1,849,342,164.28, divided in 3,556,427,239 ordinary nominative shares, having a nominal value of RON 0.52 each”.*

*The subscribed and paid-up share capital decrease will take place on the basis of Article 207 paragraph (1) letter c) of Companies’ Law no. 31/1990 and will be effective after all the following conditions are met:*

1. *this resolution is published in the Official Gazette of Romania, Part IV for at least two months;*
2. *Financial Supervisory Authority authorizes the amendment of Article 7 paragraph (1) of the Constitutive Act of Fondul Proprietatea as approved by shareholders during this meeting, where required by applicable law or regulation;*
3. *the shareholders’ resolution for approving this share capital decrease is registered with the Trade Registry.*”

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

*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 2 on the agenda, respectively:**

“*The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 57,097,985.69 from RON 646,653,823.00, representing 21.94% of the share capital, to RON 589,555,837.31, representing 20.00% of the share capital, as of December 31, 2023. The amount of RON 57,097,985.69 is transferred to Retained earnings and remains available for future use by shareholders.”*

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

*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 3 on the agenda, respectively:**

“*The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 219,687,404.45 from RON 589,555,837.31 to RON 369,868,432.86, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease contemplated under item 1 of the 30 April 2024**EGM agenda* ***and subject to (i) the approval by the EGM of item 1 as set out in the 30 April 2024 EGM agenda and (ii) the implementation and effectiveness of the share capital decrease contemplated under item 1 of 30 April 2024 EGM agenda****. Following the decrease, the corresponding amount will be transferred to Retained earnings and remain available for future use by shareholders.”*

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

*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*.

**4. For item 4 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; and of*

*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.*

*As they are not applicable to this EGM, 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 and the payment date.*

1. *The empowerment, with authority to sub-delegate, of Johan Meyer to sign the shareholders’ resolutions and the amended, renumbered and restated form of the Constitutive Act, if the case may be, 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’ resolutions, 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*.

This special power of attorney:

1. is valid only for the EGMS it was issued for, and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder under the sanction of cancellation of the vote by the EGMS secretaries;
2. **the deadline for registering the special power of attorney with the Company is 26 April 2024, 11:00 AM (Romanian time);**
3. is executed in 3 originals: one original is for the principal shareholder, one original is for the empowered person and one original will be submitted to the Company’s headquarters or is sent by e-mail, with an extended electronic signature incorporated in accordance with Law 455/2001 on electronic signature, to agafp@fondulproprietatea.ro;
4. shall be signed and dated by the principal shareholder;
5. all the sections shall be filled in by the principal shareholder;
6. contains information according to the Constitutive Act of the Company, Law no. 31/1990 on companies, republished, as amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as supplemented and amended (“**Issuers’ Law**”) and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations;
7. for powers of attorney sent electronically, the Company will send the shareholder a confirmation of receipt of the votes, according to the provisions of article 97para. (2) of 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;
8. after the EGMS, the shareholder of 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.

We attach to this special power of attorney:

* 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 principal shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the EGMS convening notice was published in the Official Gazette and allowing our identification on the Fondul Proprietatea shareholders registry on the EGMS reference date (***17 April 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 principal shareholder’s legal representative, and
* a copy of the identity card of the empowered (identity document or identity card for Romanian citizens or passport for foreign citizens).

In case of an empowered legal person, we also attach the original or true copy of the up-to-date findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than twelve (12) months as from the date when the EGMS convening notice was published in the Official Gazette.

The special power of attorney date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! if the shareholder sends more than one special power of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney)

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)