

Memo regarding the authorisation of the Chairperson of the Board of Nominees of Fondul Proprietatea SA in connection with the mandates received from the shareholders following the Ordinary General Meeting of Shareholders held on 29 September 2025

Considering:

- (a) Ordinary General Meeting of Shareholders (“**OGMS**”) Resolution no. 9 dated 29 September 2025 approving the cancellation of the alternative investment fund manager (“**AIFM**”) and sole director selection process, launched following OGMS Resolution no. 9 dated 25 September 2023;
- (b) OGMS Resolution no. 19 dated 29 September 2025 approving the initiation by the Board of Nominees (“**BoN**”) of a new transparent and efficient selection process for an AIFM and sole director, selection process which shall not exceed 150 days, with associated costs limited to a maximum of 1,500,000 lei;
- (c) OGMS Resolution no. 12 dated 29 September 2025 approving (i) the renewal of the mandate of Franklin Templeton International Services S.à r.l. as sole director and AIFM of Fondul Proprietatea, starting 1 April 2026, subject to the signing by Franklin Templeton International Services S.à r.l. and Fondul Proprietatea of a management agreement for the new mandate prior to 1 April 2026; and (ii) authorizing the BoN to negotiate the duration of the mandate, the commercial terms, and the draft of the management agreement prior to the convening of the general meeting of shareholders for the approval of the new management agreement.

The Fund Manager proposes that the shareholders approve item 3 on the agenda of the OGMS of 20 / 21 November 2025:

*“The approval of the authorisation of the Chairperson of the Board of Nominees (with authority to be substituted by another member of the Board of Nominees), to represent Fondul Proprietatea and to sign on its behalf, such person’s signature being binding upon the Fund (the “**Authorisation**”):*

- a. the agreements with the advisors selected by the Board of Nominees to assist Fondul Proprietatea and the Board of Nominees in connection with the mandates granted by the shareholders following the OGSM meeting held on 29 September 2025;*
- b. any documents (as well as any amendments thereto) relating to the mandates granted by the shareholders following the OGSM meeting held on 29 September 2025; and*
- c. all agreements with advisors and any other documents that are necessary, desirable and/or appropriate, and which have been approved by the Board of Nominees, in order to fulfil the Authorisation granted hereby.”*

Franklin Templeton International Services S.À R.L., in its capacity of alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A.

Daniel Naftali
Permanent representative