

***BOARD OF NOMINEES ANNUAL REPORT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024***

I. THE ROLE OF THE BOARD OF NOMINEES

INTRODUCTION:

The Board of Nominees (“*BoN*”) of Fondul Proprietatea SA (the “*Fund*” / “*Fondul Proprietatea*”) is a body which does not have an equivalent correspondence in the corporate body structure regulated by the Companies’ Law no. 31/1990, was created in accordance with Article 224 para. (4) of National Security Commission’s Regulation no. 15/2004 (“*For concluding the administration contract in case of an investment firm which is not self-managed, and also for verifying the unrolling of this contract, the general shareholding can appoint representatives*”) and operates in accordance with the Fund’s Constitutive Act and the legal provisions in force.

The Board of Nominees consists of members appointed by the Ordinary General Shareholders’ Meeting (“*OGM*”) for a mandate of three (3) years, which upon expiry is automatically extended until the next OGM.

The members of the Board of Nominees shall be the persons designated by the Fund’s shareholders (and may themselves be shareholders) and shall hold adequate experience and qualifications to decide (if necessary, by assistance of an independent consultant) whether the transactions proposed by the Fund Manager, which require the approval of the Board of Nominees, are carried out for the benefit of the shareholders. The Board has a diligence and loyalty duty to the Fund, acting in the best interests of its shareholders.

The Board of Nominees shall meet at least quarterly. The convening of the meeting shall be made by the chairperson of the Board of Nominees (selected by the members thereof), by a member of the Board of Nominees or by the Fund Manager. The meeting of the Board of Nominees shall assemble within seven (7) days of convening. The resolutions of the Board of Nominees shall be passed statutorily with a quorum representing the majority of the total members thereof, with the vote of the majority of the voting rights held by the members of the Board of Nominees.

The main duties of the Board of Nominees are described in the Constitutive Act. The [current Constitutive Act](#) is published on the Fund’s website in section *About the Fund – Corporate Governance*.

SHORT PRESENTATION OF THE BOARD OF NOMINEES' ACTIVITY FOR 2024:

Composition of the Board of Nominees

The structure of the Board of Nominees as at 31 December 2024 was the following:

Name	Position	Mandate expiring on
Mrs Ilinca von Derenthall	Chairperson	26 November 2026
Mr Ciprian Lăduncă	Member	16 November 2026
Mr Nicholas Paris	Member	2 December 2027
Mr Marius-Alin Andrieș	Member	7 April 2027
Mrs Ileana-Lăcrămioara Isărescu	Member	1 October 2027

During the Shareholders' Ordinary General Meeting ("OGM") of 26 March 2024, the shareholders decided to appoint Mr. Marius-Alin Andrieș as member of the Board of Nominees, for a mandate valid for a period of three (3) years.

During the OGM of 27 September 2024, the shareholders decided to appoint Mrs. Ileana-Lăcrămioara Isărescu as member of the Board of Nominees, for a mandate valid for a period of three (3) years.

During the OGM of 2 December 2024, the shareholders decided to appoint Mr. Nicholas Paris as member of the Board of Nominees, for a new mandate valid for a period of three (3) years.

During this period, the Alternative Investment Fund Manager and Sole Director of Fondul Proprietatea was Franklin Templeton International Services S.à r.l. (the "*Fund Manager*").

Meetings & Relevant Decisions

In accordance with the provisions of Article 16 of the Constitutive Act of the Fund adopted by the Extraordinary General Shareholders Meeting Decision no. 5 of 29 November 2010, as subsequently amended and the provisions of Chapter III of the Regulation for organization and functioning of the Board of Nominees approved by the Board of Nominees' Decision no. 2 of 14 October 2010, as subsequently amended, there were nine (9) meetings of the Board of Nominees in 2024, as follows:

- **22 January 2024 – video conference call** (Members of the Board joining the conference call: Mrs. Ilinca von Derenthall – Chairperson, Mr. Martin Bernstein, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Ömer Tetik);
- **23 February 2024 – meeting** (Members of the Board attending the meeting: Mr. Martin Bernstein – Chairperson of the meeting, Mr. Ciprian Lăduncă and Mr. Nicholas Paris);
- **25 March 2024 – meeting** (Members of the Board attending the meeting: Mrs. Ilinca von Derenthall – Chairperson, Mr. Martin Bernstein, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Ömer Tetik);
- **29 April 2024 – meeting** (Members of the Board attending the meeting: Mrs. Ilinca von Derenthall – Chairperson, Mr. Martin Bernstein, Mr. Ciprian Lăduncă and Mr. Nicholas Paris);
- **17 July 2024 – meeting** (Members of the Board attending the meeting: Mrs. Ilinca von Derenthall – Chairperson, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Alin Andrieș);

- **8 August 2024 – video conference call** (Members of the Board joining the conference call: Mrs. Ilinca von Derenthall – Chairperson, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Alin Andries);
- **26 September 2024 – meeting** (Members of the Board attending the meeting: Mrs. Ilinca von Derenthall – Chairperson, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Alin Andries);
- **21 October 2024 – video conference call** (Members of the Board joining the conference call: Mrs. Ilinca von Derenthall – Chairperson, Mrs. Lacramioara Isarescu, Mr. Nicholas Paris, Mr. Ciprian Lăduncă and Mr. Alin Andries);
- **2 December 2024 – meeting** (Members of the Board attending the meeting: Mrs. Ilinca von Derenthall – Chairperson, Mrs. Lacramioara Isarescu, Mr. Ciprian Lăduncă, Mr. Nicholas Paris and Mr. Alin Andries).

During 2024, the Board of Nominees issued a total number of 31 (thirty-one) decisions. Among such, the most important resolutions referred to:

- ✓ The approval of the Fund Manager’s Annual Activity Report of Fondul Proprietatea SA for the financial year ended 31 December 2023 including the auditor’s report for 2023 financial year;
- ✓ The approval of the proposal of the Fund Manager of Fondul Proprietatea for the coverage of the negative reserve incurred during the financial year ended 31 December 2023;
- ✓ The approval of the proposal of the Fund Manager of Fondul Proprietatea with respect to the profit allocation;
- ✓ The approval of the proposal of the Fund Manager of Fondul Proprietatea with respect to the decrease of the legal reserves;
- ✓ The approval of the Annual Report of Board of Nominees, including the Review Report drafted by the Board of Nominees in relation to the Performance Report prepared by the Alternative Investment Fund Manager for the financial year ended on 31 December 2023;
- ✓ The approvals regarding the convening notices and supporting documents related to the General Shareholders Meetings held during 2024;
- ✓ The approval of the Fund Manager’s proposals for amending the Constitutive Act of Fondul Proprietatea;
- ✓ The approval of the Fund Manager’s proposal with respect the decrease of the subscribed registered share capital of Fondul Proprietatea;
- ✓ The approval for amending several procedures;
- ✓ The approval of the costs related to signing different arrangements for rendering various services to the Fund;
- ✓ The approval of the buyback programmes of the own shares issued by the Fund.

The selection process of a new Fund Manager and AIFM

During 2024, the BoN has performed several tasks meant to ensure the completion of the mandate granted in accordance with the OGSM of September 25, 2023, namely:

a. The appointment of the selection advisor (Deutsche Numis - DN) based on a competitive selection process and requests for proposals.

Given the complexity of the mandate granted, with effect from April 1st, 2025, the BoN decided to engage a suitably experienced independent financial adviser to assist the BoN throughout this process.

Four potential advisers were approached with known capabilities to advise on changes of managers of closed end companies and three of those had prior knowledge of Fondul Proprietatea activities.

Out of the four candidates approached, two candidates decided not to submit an offer, while two other candidates presented credible proposals.

Following a thorough examination of both proposals, the BoN decided to select Deutsche Numis based on metrics considering the advisory services provided and the fee structure.

Following the negotiation of the offer submitted with the selected candidate, the BoN decided to submit for shareholders' approval (within the OGSM of September 27th, 2024):

- The appointment of Deutsche Numis (DN) as the BoN designated selection advisor, which shall assist the BoN in all procedures related to the selection of the new fund manager of Fondul Proprietatea; and
- The selection budget that the BoN will be entitled to use for selection purposes.

b. Jointly with the appointed selection advisor, preparing the documentation used for selection purposes of the new fund manager of Fondul Proprietatea.

Together with the selection advisor, the BoN has prepared/approved the final form of the request for proposal documentation (RFP) which was sent to interested parties and a scoring matrix of the potential offers to be received. The scoring matrix outlined the criteria to be used for assessing the offers to be received and the scoring attached to each aspect.

In a first step, 32 potential candidates (international or local fund managers) were approached by DN, with a request to receive the RFP documentation, out of which 13 candidates solicited or received the RFP.

Upon sending the RFP documentation the BoN also participated at introductory calls with interested candidates which expressed an interest to have an exploratory discussion with the BoN.

c. Organizing regular calls with the selection advisor for managing the selection process

The BoN holds regular calls with the selection advisors to discuss any development on the selection of the selection process, approve documentation to be used for selection purposes or communiques addressed to all investors, related to the development of the selection process.

d. Ensuring adequate communication with Fondul Proprietatea shareholders regarding the status of the selection process.

In this respect:

- At the date of October 7th, 2024, the BoN informed shareholders that it has initiated the selection process of a new fund manager, using the services of DN, based on the selection criteria approved through OGSM of September 27th, 2024;
- On the date of October 22, 2024, the BoN informed shareholders that it has decided to prolong the period for collecting expression of interest from interested fund managers from October 21, 2024, to November 4, 2024;
- On the date of October 30, 2024, the BoN published its response letters to the enquires formulated by two of Fondul Proprietatea shareholders;
- On the date of November 26th, 2024, the BoN informed the shareholders that it has received five expressions of interest from potential interested candidates;
- On the date of December 2nd, 2024, the BoN informed the shareholders as regards the two offers received from interested candidates, following the expiration of the term for submitting proposals.

During 2024, the BoN communicated mostly on a weekly basis, either through conference calls or in written form (emails) as the process evolved and organized BoN meetings when needed to formalize discussions - results are reflected in the BoN only meetings list in which the BoN discussed and/or approved:

- Meeting of May 17th, 2024, in which the BoN discussed about the recruitment of a selection advisor and the analysis of the offers received from interested advisors and future steps to be taken in relation to the selected financial advisor.
- Meeting of June 10th, 2024, in which the BoN discussed about the selection of D N, as selection advisor based on the competitive offers collected and the potential selection criteria for the future fund manager, future timetables and possible implications.
- Meeting of July 18th, 2024, in which the BoN discussed the proposed terms of the Engagement Letter proposed by DN and the proposed terms of its own legal advisor.
- Meeting of September 10th, 2024, in which the BoN discussed each topic of the agenda of the OGSM and EGSM of September 27th, 2024, and the issuance of guidance letters from the BoN, addressed to Fondul Proprietatea shareholders, as regards each proposed topic of the agendas.

- Meeting of October 17th, 2024, in which the BoN members discussed the current status regarding collection of expression of interested managers of Fondul Proprietatea. As a result of this meeting the BoN members decided to prolong the period for collection of expression of interest from interested fund manager from October 21st, 2024, to November 4, 2024.
- Meeting of November 15th, 2024, in which the BoN members discussed:
 - ✓ The updated list of candidates and subsequent discussions held with three of the candidates which expressed an interest to have exploratory discussions with the BoN;
 - ✓ The scoring matrix proposed by DN;
 - ✓ The draft process letter proposed by DN; and
 - ✓ the public dissemination of certain information regarding the selection process.
- Meeting of November 25th, 2024, in which the BoN members discussed and approved the revised scoring matrix circulated by DN and also agreed on a formal voting process for all decisions falling within BoN competence/mandate related the Fund Manager selection process.
- Meeting of December 1st, 2024, in which the BoN members approved the form of the public announcement, informing Fondul Proprietatea shareholders as regards the results of the selection process (the offers submitted by two interested candidates).
- Meeting of December 10th, 2024, in which the Bon members discussed certain aspects related to the requests formulated by one of the candidates participating in the selection process.
- Meeting of December 20th, 2024, in which the BoN members decided on the in principle approval to proceed with the selection process with the two candidates which provided offers to participate in the selection process.

During the performance of its mandate, the BoN took all appropriate measures to ensure avoidance of any conflict of interest and was assisted upon request, by its appointed legal advisors and commissioned several opinions/memorandums addressing:

- the legal compliance of the investment strategies included in the offers submitted by both participants;
- the fulfilment by both participants in the selection process of the selection criterion;
- the authority of the Chairperson of the BoN S.A. to represent the BoN and to enter into documents regarding the selection process;
- BoN role during the selection process.

SHORT PRESENTATION OF THE CONSULTATIVE COMMITTEES OF FONDUL PROPRIETATEA

At Fondul Proprietatea’s level, two permanent Consultative Committees are established, in accordance with the applicable legal provisions in force, namely:

- The Audit and Valuation Committee of Fondul Proprietatea (“AVC”);
- The Nomination and Remuneration Committee of Fondul Proprietatea (“NRC”).

➤ Overview of the activity performed by the Audit and Valuation Committee of Fondul Proprietatea during 2024

Introduction:

A permanent Audit and Valuation Committee composed of at least three Board of Nominees members was established to provide assistance to the governing bodies of the Fund in the area of risk management, internal control and financial reporting. This committee reviews the annual financial statements and the proposal for profit allocation/ coverage of accounting losses and performs other activities under the new European audit regulation. In addition, the Audit and Valuation Committee analyses the proposal for appointing the independent financial auditor, who is appointed by shareholders at an OGM.

The Committee also supervises the Fund’s risk management strategy and its financial performance and assesses any issues brought to its attention by the internal auditor.

The Fund Manager reports to the Audit and Valuation Committee at least once a year on the internal audit plan and on any material relevant matters.

The Audit and Valuation Committee consists only of members of the Board and should be composed of at least three members. The majority of the members of the Audit and Valuation Committee should be independent. The majority of members, including the chairperson, should have proven an adequate qualification relevant to the functions and responsibilities of the committee. At least one member of the Committee must be authorized as a financial auditor and registered in the electronic public register by the competent authority of Romania, another Member State, the European Economic Area or Switzerland or have at least 3 years of experience in statutory auditing, acquired through participation in statutory audit missions, proven by supporting documents.

The Audit and Valuation Committee must have the qualifications required by law in the area in which the Fund, as the audited entity, operates. The Chairperson of the Audit and Valuation Committee should be an independent non-executive member, being appointed by the members of the Audit and Valuation Committee or by the Board of Nominees.

Membership of the Audit and Valuation Committee

As at 31 December 2024, the membership of the Audit and Valuation Committee was the following:

Name	Position	Mandate expiring on
Mr. Ciprian Lăduncă	Chairperson	16 November 2026
Mr. Nicholas Paris	Member	2 December 2027
Mr. Marius-Alin Andrieș	Member	7 April 2027

During 2024, there were 6 (six) meetings of the Audit and Valuation Committee, as follows:

- **11 January 2024 – video conference call** (Members of the AVC joining the conference call: Mr. Ciprian Lăduncă – Chairperson, Mr. Nicholas Paris and Mr. Martin Bernstein. Mr. Ömer Tetik attended as invitee)
- **23 February 2024 – meeting** (Members of the AVC joining the meeting: Mr. Ciprian Lăduncă – Chairperson, Mr. Nicholas Paris and Mr. Martin Bernstein)
- **25 March 2024 – meeting** (Members of the AVC joining the meeting: Mr. Ciprian Lăduncă – Chairperson, Mr. Nicholas Paris and Mr. Martin Bernstein)
- **8 August 2024 – ad-hoc video conference call** (Members of the AVC joining the conference call: Mr. Ciprian Lăduncă – Chairperson, Mr. Nicholas Paris and Mr. Alin Andries)
- **26 September 2024 – meeting** (Members of the AVC joining the meeting: Mr. Ciprian Lăduncă – Chairperson, Mr. Nicholas Paris and Mr. Marius-Alin Andrieș)
- **21 October 2024 – ad-hoc video conference call** (Members of the AVC joining the conference call: Mr. Ciprian Lăduncă – Chairperson and Mr. Marius-Alin Andrieș)

➤ *Overview of the activity performed by the Nomination and Remuneration Committee of Fondul Proprietatea during 2024*

Introduction

A permanent Nomination and Remuneration Committee composed of at least three Board of Nominees members was established at the level of Fondul Proprietatea, to provide assistance to the governing bodies of the Fund in the area of nomination and changes in remuneration, being independent from the Fund Manager.

The responsibilities of the Nomination and Remuneration Committee are:

- drafting an annual activity report for the evaluation of its activity;
- analysing the reasons for which the changing of the Fund Manager is required, if necessary, and enfoldng the process for the appointment of a temporary Fund Manager, if the Fund Manager is removed from its position;
- elaborating a remuneration policy;
- presenting to the Board of Nominees an analysis regarding the implementation of the management agreement, and proposals regarding the remuneration of the members of the Board of Nominees making sure that these proposals are in accordance with the remuneration policy adopted by Fondul Proprietatea;
- leading the process for Board appointments and making recommendations to the Board.

For the fulfilment of its responsibilities, the Committee shall adopt proposals and recommendations and submit them for implementation to the Sole Director of Fondul Proprietatea and to the Board of Nominees.

The Committee will have the obligation to present reports to the Board of Nominees periodically or on the terms established by the Board of Nominees.

The Nomination and Remuneration Committee shall assist the Fund Manager in fulfilling its responsibilities.

The Nomination and Remuneration Committee consists only of members of the Board and should be composed of at least three members. The majority of the members of the Nomination and Remuneration Committee should be independent.

Membership of the Nomination and Remuneration Committee

As of 31 December 2024, the membership of the Nomination and Remuneration Committee was the following:

Name	Position	Mandate expiring on
Mr. Nicholas Paris	Chairperson	2 December 2027
Mr. Marius-Alin Andrieş	Member	7 April 2027
Mrs. Ilinca von Derenthall	Member	26 November 2026

During 2024, there were 4 (four) meetings of the Nomination and Remuneration Committee, as follows:

- **23 February 2024 – meeting** (Members of the NRC joining the meeting: Mr. Nicholas Paris, Mr. Martin Bernstein);
- **25 March 2024 – meeting** (Members of the NRC joining the meeting: Mrs. Ilinca von Derenthall, Mr. Nicholas Paris, Mr. Martin Bernstein);
- **29 April 2024 – meeting** (Members of the NRC joining the meeting: Mrs. Ilinca von Derenthall, Mr. Nicholas Paris, Mr. Martin Bernstein);
- **26 September 2024 – meeting** (Members of the NRC joining the meeting: Mrs. Ilinca von Derenthall, Mr. Nicholas Paris, Mr. Alin Marius Andrieş).

II. THE OPINION OF THE BOARD OF NOMINEES REGARDING THE ANNUAL REPORT FOR THE YEAR END 31 DECEMBER 2024:

ANNUAL ACTIVITY REPORT PRESENTED BY THE FUND MANAGER

The Board of Nominees, after reviewing the financial information and related statements set out in the Financial Information chapter of the Annual Sole Director’s Report for FY 2024 and in the IFRS Financial Statements, Annex 1 of the Annual Sole Director’s Report for FY 2024, concluded that is satisfied that they correctly reflect in all material aspects the activity of the Fund during 2024.

OPINION OF THE EXTERNAL AUDITORS

The Board of Nominees has reviewed the Independent Auditor's Report issued by Ernst and Young Assurance Services (EY) ("Audit Report"), which is presented together with the statutory financial statements for the FY 2024. The Board has had the opportunity to discuss the report in detail with EY.

The Audit Report contains an unqualified audit opinion on the Fund's annual financial statements for the year ended 31 December 2024.

Profit appropriation proposal

The Board reviewed all relevant information from the Annual Sole Director's Report for the FY 2024 related to profit appropriation proposal. The Board of Nominees also reviewed and approved on 14 March 2025 all supporting materials prepared by the Fund Manager for the 29/30 April 2025 Annual GSM (available on the Fund website at section *Investor Relations – GSM Information – GSM Documentation*).

2024 BUDGET COMPARED TO ACTUAL RESULTS

The Board of Nominees asked the Fund Manager to analyse the significant variances in the main categories of income and expenses of Fondul Proprietatea by comparing the budget for the year ended 31 December 2024 (approved by shareholders on 27 September 2024) to the audited actual results for the same period.

The result of this analysis has been reviewed by the Board of Nominees, which is satisfied with the explanations given for any significant variances. The Board also reviewed, on a quarterly basis, the actual vs. budget interim analysis prepared by the Fund Manager.

The BoN noted that the detailed analysis of the 2024 Budget vs Actual Analysis is presented in the Fund's 2024 Annual Report. For more details, please see the Fund's Annual Sole Director's Report for FY 2024 - *Annex 5 Actual versus Budget Analysis for year end 31 December 2024*.

III. PORTFOLIO INVESTMENT OF THE FUND:

THE BOARD OF NOMINEES OPINION REGARDING THE INVESTMENT POLICY OF THE FUND AND THE DEGREE OF COMPLIANCE WITH THE INVESTMENT POLICY AND ANY CHANGES AND ACTIONS THAT LEAD TO TARGETED RESULTS

The investment objective of the Fund is the maximization of returns to shareholders and the increase of the net asset value per share via investments mainly in Romanian equities and equity-linked securities, subject to legislation and regulations in force. Details of the investment policy can be found in the Investment Policy Statement ("IPS") and the Constitutive Act, on the Fund's website. The current IPS was approved by shareholders during the 15 December 2021 EGM and entered into force on 1 April 2022.

The Board of Nominees considers that during 2024, the Fund Manager was in compliance with the applicable investment policy adopted by the Fund.

BOARD OF NOMINEES OPINION REGARDING PORTFOLIO INVESTMENTS DURING 2024

The main portfolio updates during 2024 refer to the collaboration with Societatea Nationala a Sarii and the majority shareholder in order to prepare for a possible initial public offering, the finalisation of the sale of Fund's entire shareholding in Engie Romania SA for RON 432.6 million through a transaction finalised in February 2024 and the developments of the legal actions initiated by the Fund against CN Aeroporturi Bucuresti SA regarding the share capital increase with the land inside Baneasa airport (on 7 March 2024 the Bucharest Court of Appeal admitted the claim filed by the Fund, annulling GSM Resolution no. 15/ 26 October 2021 of CN Aeroporturi Bucuresti SA; on 27 January 2025, the Bucharest Court of Appeal issued the reasoning of Decision no. 373/7 March 2024 (The decision of the Court of Appeal is final.)).

Also, during 2024 the Fund received gross dividends of RON 145.8 million from the portfolio companies.

The Board holds frequent and detailed discussions with the Fund Manager regarding strategies and actions to maximize shareholder value. This includes developing a consistent approach for appropriate actions aimed at increasing the net asset value per share while simultaneously reducing the discount at which the Fund's shares are traded on the Bucharest Stock Exchange. The Board continues to be supportive of the implementation of various Discount Control Mechanism techniques including daily buyback programmes, tender offers, returns of capital and dividends. The Board also discusses during its meetings with the Fund Manager potential strategies for unlocking the value of the individual unlisted investments. However, past performance is not a guarantee of future performance which can be influenced by various factors, as set out by the Fund Manager in the Performance Report.

BOARD OF NOMINEES OPINION REGARDING THE SIGNIFICANT TRANSACTIONS OF THE FUND FOR 2024

The Board of Nominees reviewed the significant transactions during 2024, as presented in the relevant sections of Fund's Annual Sole Director's Report for FY 2024 and considered that these transactions were performed in the interest of the shareholders.

BOARD OF NOMINEES OPINION REGARDING KEY PORTFOLIO VALUATIONS DURING THE PERIOD

During 2024, the Fund continued to closely monitor the evolution of financial markets and that of the specific industries the portfolio companies operate in for each NAV reporting date and whenever necessary, updates on the valuation of unlisted holdings were prepared in accordance with the International Valuation Standards, with the assistance of KPMG Advisory and Darian DRS.

For 31 December 2024 NAV, valuation updates in accordance with the International Valuation Standards were prepared for 15 holdings, representing all the unlisted portfolio and 2 listed companies with low liquidity. Following this update, the value of portfolio holdings for which valuation reports were prepared (both unlisted and listed illiquid companies) increased by RON 191.9 million (+11.4%) in 31 December 2024 NAV compared to 31 December 2023 NAV.

On 15 January 2025 the Fund published the Preliminary results report for 2024 together with 31 December 2024 NAV. Subsequent to the publication, the Fund has analysed the events between 31 October 2024 (date of valuation reports for 31 December 2024 NAV) and 31 December 2024 and has adjusted the value of 6 holdings for a total negative impact of RON 87.9 million. The difference in valuation of equity investments in the IFRS financial statements of the Fund authorised for issue on 14 March 2025 vs. the NAV reporting at 31 December 2024 published on 15 January 2025 was mainly driven by the newly introduced tax on special constructions (in case of CN Administratia Porturilor Maritime SA, CN Administratia Canalelor Navigabile SA, CN Administratia Porturilor Dunarii Fluviale SA, CN Administratia Porturilor Dunarii Maritime SA) and the performance of certain companies in Q4 2024 (Societatea Nationala a Sarii SA, Complexul Energetic Oltenia SA).

The Board of Nominees considers that the valuations were carried out in accordance with appropriate valuation methodology, procedures and international standards.

IV. BOARD OF NOMINEES OPINION REGARDING THE ANNUAL REPORT OF THE INTERNAL AUDITORS AND THE ANNUAL COMPLIANCE REPORT

The Board of Nominees has reviewed the internal audit reports prepared by Fondul Proprietatea's internal auditor, Mazars, and has been informed about the internal audit performed by Franklin Templeton Investments Internal Audit team, for the year ended 31 December 2024.

The overall objective of the report of the internal auditors was to assess whether the key risks relating to Fondul Proprietatea's operations are being managed in an appropriate manner and in compliance with applicable regulatory requirements and FTI policies and procedures.

The reports have not identified any major deficiencies regarding the design and effectiveness of controls which were subject to the internal audit work.

The Board of Nominees received and reviewed the Annual Compliance Report prepared by the local compliance officer, addressing the management of the compliance risk within the company / Fund.

The compliance report covered the activities performed by Franklin Templeton International Services S.à r.l. Bucharest Branch and Fondul Proprietatea in respect of compliance with applicable local rules and regulations and internal procedures.

No material compliance exceptions have been reported in 2024.

In the opinion of the Board of Nominees, both the Annual Report of the Internal Auditors and the Annual Compliance Report have been prepared to an adequate standard.

V. THE GENERAL EVALUATION OF THE ACTIVITY OF THE FUND MANAGER FOR 2024

Considering the list of 2024 key highlights mentioned in the Annual Sole Director's Report for FY 2024, section Overview of 2024, the Board of Nominees considered that the actions taken by the Fund Manager in an effort to meet the objectives of increasing NAV per share and reducing the discount level were appropriate and consistent with the interests of the Fund's shareholders.

VI. RECOMMENDATIONS FOR SHAREHOLDERS:

In view of the proposed points of the agenda of the 2025 Annual GSM, the Board of Nominees recommends to shareholders that they approve all the proposals of the Fund Manager submitted during this meeting.

Please note that this report is the 2024 Annual Report of the Board of Nominees prepared on the basis of Article 17 of the Constitutive Act of Fondul Proprietatea.

The Board of Nominees
REVIEW REPORT

Pursuant to Article 9.4 of the Management Agreement effective as of 29 March 2024 (“**Management Agreement**”), the Fund Manager is obliged to submit to the Board of Nominees a report on its activities and performance in the Reporting Period (as defined above) (the “**Performance Report**”).

The reporting period covered by the Performance Report was 1 January 2024 - 31 December 2024 (the “**Reporting Period**”).

The Performance Report should include:

- a) reporting on the fulfilment of the Discount Objective as defined in the Investment Policy Statement (“**IPS**”);
- b) reporting on the fulfilment of the NAV Objective, as defined in the IPS;
- c) reporting on the fulfilment of obligations regarding Discount Control Mechanisms (“**DCM**”);
- d) a summary of the regulatory issues affecting the performance during the Reporting Period;
- e) a summary of market conditions affecting the performance during the Reporting Period;
- f) such other matters as the Fund Manager wishes to bring to the attention of the shareholders in relation to its activities and performance in the Reporting Period.

The Fund Manager presented its Performance Report to the NRC and BoN during the meetings that took place on 14 March 2025.

In accordance with its obligations under clause 9.6 of the Management Agreement in force, the BoN has reviewed the Performance Report and is submitting this Review Report for the information of shareholders of the Fund at their annual GSM on 29/30 April 2025. This Review Report covers the contents of the Performance Report and an evaluation of the performance of the Fund Manager, as well as any other factors considered relevant by the BoN to the decision of the shareholders at the GSM.

1) CONTENTS OF THE PERFORMANCE REPORT

The BoN considers that the Performance Report has been prepared with due care and contains all material relevant information.

2) EVALUATION OF THE FUND MANAGER’S PERFORMANCE

The Discount Objective

As set out in the Performance Report, the Discount range for the Fund during the Reporting Period was 13.7% – 58.6%, closing the year at 52.4%. The Discount Objective, as defined in the IPS, is to achieve a discount level of less than 15% during at least than 2/3 of the trading days in the Reporting Period.

In the period between 1 January 2024 and 31 December 2024, the share price discount to NAV was above 15% in 99.6% of the trading days. The average Discount for the Reporting Period was 34.2%.

The Discount Objective has not been achieved.

The Fund's discount to NAV during 2024 increased significantly. During this period new legislation was introduced limiting share buy-backs to 10% of share capital. Additionally, a significant shareholder requested new points to be added to the 27 September 2024 GSM agenda, including the preservation of the portfolio and the prohibition of further share buy-backs. These points were rejected by the majority of shareholders during the meetings in question. Furthermore, during 2024 there has been a significant shift in the shareholder structure of the Fund from institutional investors to retail investors, which underlines the selling pressure which has led to the widening of the discount to NAV.

During the Reporting Period, the Fund Manager undertook a number of actions aimed at reducing the Discount level and increasing demand for the Fund's shares. These actions are described on page 12 of the Performance Report and include the distribution of RON 428.8 million to shareholders through dividend distributions and buy-backs, as set out on pages 14 and 15 of the Performance Report. The BoN supports these efforts by the Fund Manager to address the Discount level and increase demand for the Fund's shares. The BoN believes in employing diverse instruments to create liquidity for making cash distributions (including proceeds from portfolio disposals and dividends received from investee companies). The BoN continues to encourage the Fund Manager to make increased efforts to convert liquid portfolio investments into cash, given the Fund's persistent discount.

The NAV Objective

As set out in the Performance Report, the Adjusted NAV per share (as defined in the IPS) as at 31 December 2024 was RON 0.7727 and was higher than the NAV per share as at 31 December 2023, of RON 0.6608.

The NAV Objective, as defined in the IPS, is to ensure that the Adjusted NAV per share at the end of the Reporting Period was higher than the NAV per share as at the end of the previous reporting period (*i.e.* 31 December 2023) and this has been achieved.

In the Performance Report, the Fund Manager has described factors contributing to the NAV evolution during the Reporting Period and also the most important actions it has undertaken to protect and enhance the value of portfolio companies.

The BoN continues to support appropriate shareholder activism implemented by the Fund Manager on behalf of the Fund at companies in which it has minority stakes and which are controlled by the Romanian State or other dominant investors in order to ensure that the companies are managed for the best interest of the shareholders. The BoN fully agrees with the Fund Manager's robust and consistent approach to corporate governance and its commitment to trying to ensure the recruitment of independent and qualified professional management teams and competent boards of directors at portfolio companies.

3) DCM ACTIVITIES

The BoN has noted the account of DCM activities by the Fund Manager, in relation to its obligations under the Management Agreement in force, as set out in the Performance Report.

4) REGULATORY AND MARKET FACTORS AND OTHER MATTERS

The Performance Report provides summary descriptions of the factors (regulatory, market and others) which the Fund Manager considers have had an impact on its performance in seeking to fulfil the two Objectives set out in the IPS. The Fund Manager conducts an on-going detailed analysis of the potential impact of the various sovereign risk factors. The BoN considers that the Fund Manager has set out a fair account of these factors and in appropriate detail and that all of them are relevant and useful for an assessment of the Fund Manager's performance in the Reporting Period.

5) SUMMARY CONCLUSION

Based on all relevant information available to it, the BoN considers that the Performance Report provides a fair and materially accurate account of the Fund Manager's performance during the Reporting Period in respect of the two above IPS Objectives and in respect of its fulfilment of its obligations as regards DCMs.

The BoN emphasizes that, in accordance with the Management Agreement and IPS in force, the Fund Manager's performance in the Reporting Period is being evaluated in this Review Report against the two above IPS Objectives and as regards its DCM obligations and not as measured against other possible benchmarks such as, for example, Romanian and frontier stock market indices or global stock market indices.

Based on its review of the Performance Report and its regular meetings and interaction with the Fund Manager, the BoN considers that the performance of the Fund Manager has been creditable during the Reporting Period and evaluates the Fund Manager's efforts and actions positively.

Mrs. Iinca von DERENTHALL – Chairperson _____

Mr. Marius-Alin ANDRIEȘ – Member _____

Mr. Ciprian LĂDUNCĂ – Member _____

Mr. Nicholas PARIS – Member _____

Mrs. Ileana-Lăcrămioara ISĂRESCU – Member _____