

Memo regarding the appointment of a member in the Board of Nominees

In accordance with the provisions of Fondul Proprietatea's Constitutive Act ("the Constitutive Act"), the Board of Nominees is composed of five members.

Due to the fact that on 5 May 2025, Mrs. Ileana-Lăcrămioara Isărescu notified Fondul Proprietatea of her resignation from her positions held within the Fund's Board of Nominees and the Nomination and Remuneration Committee. The termination of the mandate agreement has become effective on 5 August 2025 (respectively, 3 months from the date of the notification),

we propose that the agenda of the Ordinary Shareholders' Meeting of 29 September 2025 to include the appointment of one member, as per Articles 12 (2) letter c), 15 (2) and (3) and 16 (5) of the Constitutive Act.

Please find below the procedure to be observed for the election of the members of the Board of Nominees.

The conditions that must be met simultaneously by the candidates for the position of member of the Board of Nominees are as follows:

1. May be Fondul Proprietatea's shareholders, or
2. Other persons appointed by the shareholders, and
3. Must have the adequate expertise and knowledge to receive the Fund Manager's and the advisers' reports and to make judgments based on the information received regarding Fondul Proprietatea's management, within the objectives and principles set out in the investment policy and also by the applicable laws and regulations, and
4. Must have the suitable qualification to decide (if necessary, with the help of an independent consultant) whether the transactions proposed by the Fund Manager, which require the approval of the Board of Nominees, are made for the benefit of the shareholders.

Each shareholder of Fondul Proprietatea may submit candidate proposals for the position of member of the Board of Nominees to the Fondul Proprietatea's headquarters in Bucharest, 76-80 Buzesti Street, 7th floor, 1st District, postal code 011017 or by e-mail at agafp@fondulproprietatea.ro by **3 September 2025, 5:00 PM** (Romanian time). The proposal documentation shall include:

1. The template candidate proposal, available in the informative materials published on Fondul Proprietatea's website, together with all documents listed therein;
2. A questionnaire of independence, filled in and signed personally by the candidate, whose template is also available in the informative materials published on Fondul Proprietatea's website;
3. A letter of intent setting out the reasons supporting the candidacy (i.e., a statement from the candidate setting out the reasons why shareholders should support their election to the Board of Nominees), prepared and submitted by the candidate; and
4. The consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed personally by the candidate, whose template is also available in the informative materials published on Fondul Proprietatea's website.

Daily during the proposal period and promptly after its expiration, Fondul Proprietatea will make available to the shareholders the list of candidates, together with the proposal documentation submitted in this respect. The information made available to the shareholders regarding each candidate proposal will include at least the following:

- the candidate's curriculum vitae and letter of intent;
- the candidate's current and past professional commitments and engagements, including executive and non-executive positions in companies, public authorities, non-profit organisations or other entities;
- any existing or potential conflicts of interest (including business, family or other relationships) that could affect their performance as members of the Board;
- the shareholder that made each proposal.

The Nomination and Remuneration Committee will analyse the list of candidates and the proposal documentation and will make preliminary recommendations to the Board of Nominees.

The Board's recommendation is not binding to the shareholders.

Based on the information made available by the Board of Nominees and on each shareholder's independent research and judgement, the Ordinary General Meeting of the Shareholders shall

decide upon the election of a candidate and their appointment as the member of the Board of Nominees.

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