**Special power of attorney**

**for legal person shareholders**

for the Ordinary General Meeting of Shareholders of Fondul Proprietatea SA

of 29/30 September 2025

valid for the first and second convening

(„**OGMS**”)

*- 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 OGMS,

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 Company’s OGMS which will take place on **29 September 2025 (first convening), 12:00 PM** (Romanian time), at **“Radisson Blu” Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania, respectively on **30 September 2025** (**second convening**), **12:00 PM** (Romanian time), at **“Radisson Blu” Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania, in case the OGMS cannot be validly held at the first convening, to exercise the voting rights pertaining to our holdings registered in the shareholders’ registry as at the OGMS reference date, as follows:

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

“*The approval of the cancellation of the current alternative investment fund manager and sole director selection process, launched following the resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 commencement of a new process by the Board of Nominees for the selection of an alternative investment fund manager ("****AIFM****") and sole director of FP and inserting, among others, the selection condition that the proposed alternative investment fund manager and sole director has assets under management at least equal to the value of the FP's assets (“****New Selection Process****”).*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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*.

**Note: With respect to item 2 and 14 on the OGM agenda, in case each item obtains the majority of votes held by the shareholders attending or being represented, the item to be deemed adopted will be the one which has obtained the highest number of votes “FOR”.**

1. **For item 3 on the agenda, respectively:**

“*The approval of mandating the Board of Nominees with the preparation of a detailed comparative report on the first three offers resulting from the New Selection Process, presentation of the report to the shareholders, and submission for their vote of the candidates corresponding to the first three selected offers.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 4 on the agenda, respectively:**

“*The approval of the distribution of dividends in gross aggregate amount equal to lei 37,200,000 from FP’s 2024 unallocated retained earnings, meaning a gross dividend per share of lei 0.0122825494 (taking into account the number of total shares in FP’s share capital, less treasury shares held by FP as of 1 August 2025; to the extent on the registration date FP will hold additional treasury shares when compared to the number of treasury shares held on 1 August 2025, no dividend will be distributed and payable in connection to such additional treasury shares and the corresponding amounts will remain available for shareholders’ future use under retained earnings); and (ii) setting the following dates in connection with the proposed distribution of dividends: (a) 3 November 2025 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; (b) 4 November 2025 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; and (c) 26 November 2025 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.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 5 on the agenda, respectively:**

“*The approval of, subject to items 1 and/or 2 on OGM Agenda not being approved:*

1. *the appointment of IRE AIFM HUB S.a R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager ("AIFM”) under Article 101-1 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended, whose registered office is located at 28 Boulevard d´Avranches 1160 Luxembourg Grand Duchy of Luxembourg and which is registered with the Luxembourg Registre de Commerce et des Sociétés under number B 245918, being the candidate proposed by the Board of Nominees further to the selection procedure carried out based on the OGSM Resolution no. 9/ 25 September 2023 (the “Candidate”), as sole director of Fondul Proprietatea that acts also as the AIFM of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new AIFM and sole director of Fondul Proprietatea are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive; if appointed, the Candidate will perform its mandate under an advisory model, with Impetum Management S.R.L., a Romanian advisory firm, as the advisor to the Candidate for such purposes; under this model, the advisor, based on its local Romanian expertise, will provide support to the Candidate in connection with the portfolio management function, under an Advisory Agreement substantially in the form set out in the supporting documentation regarding this point on the OGM agenda.*
2. *the objectives proposed for the new AIFM, i.e.: (a) an investment objective consisting of 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, as set out in the current Investment Policy Statement of Fondul Proprietatea, and which will apply until necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective (b) a new investment objective which will consist of delivering an attractive risk-return profile for shareholders including the increase of the net asset value per share, through a diversified portfolio of investments predominantly in Romanian equities and equity linked securities, including transactions where Fondul Proprietatea can gain indirect exposure to unlisted companies with high growth potential, and which will apply once necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective; (c) performance objectives consisting of a Discount Objective and NAV Objective, in line with the performance objectives which apply to the current AIFM, and as set out in the current Investment Policy Statement of Fondul Proprietatea, and which will apply until necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective; and (d) a Return Objective, with the new AIFM having as objective to achieve an internal rate of return of 8% per annum, comprised of returns from share price appreciation, dividends and share buybacks, which will apply once necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective;*
3. *the main remuneration conditions proposed for the new AIFM are structured into two phases: (a) fees applicable for portfolio management under Fondul Proprietatea’s existing investment strategy, which shall consists of a base fee of 1.20% per annum, applicable to Fondul Proprietatea’s market capitalization, subject to a minimum fee of EUR 1.8 million per annum which shall apply in case Fondul Proprietatea’s market capitalization falls below a threshold of EUR 150 million and a distribution fee of 1.75% applied to distributions (share buybacks and dividends); and (b) fees applicable for portfolio management under the investment strategy to be proposed by the new AIFM following its appointment becoming effective and subject to necessary shareholder and regulatory approvals being secured, where the base fee will be the aggregate of 1.20% per annum applicable to the discounted NAV of the existing portfolio assets, 1.50% per annum applicable to the NAV of new direct investments, 0.5% per annum applicable to cash and cash equivalents, as well as a performance fee of 15% carried interest above an 8% annual performance hurdle based on total share price return (with the AIFM – directly or by directing the advisor to do so - being under the obligation to reinvest 50% of the performance fee in Fondul Proprietatea shares, subject to a maximum holding of 5% of Fondul Proprietatea’s total issued share capital, applied as an aggregate to the AIFM’s and advisor’s holdings); and*
4. *the terms of, along with the execution of, the Management Agreement (substantially in the form set out in the supporting documentation) between Fondul Proprietatea and the Candidate, Mrs. Ilinca von Derenthall, the Chairperson of the Board of Nominees, being empowered (with authority to be substituted by another member of the Board of Nominees) to execute the mentioned Management Agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.*

(*secret vote*)

*(Item added on the agenda at the request of the Board of Nominees, on the basis of the mandate granted following resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023 for the selection of an AIFM and sole director of FP and representing the result of the aforementioned selection process, hereby finalized)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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*.

**Note: Item 5 will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if items 1 and/or 2 and/or 14 of this OGM agenda is not approved by the OGM.**

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

“*The approval of the appointment of a new sole director of Fondul Proprietatea that will act as alternative investment fund manager for a mandate of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new sole director of Fondul Proprietatea that will act as alternative investment fund manager are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive, according to legal provisions in force.*

*The approval of this item on the OGM agenda leads to the cancellation of the current alternative investment fund manager and sole director selection process, launched following the resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023.* *The Board of Nominees is hereby empowered (i) to negotiate the draft of the management agreement which shall be subject to the approval by the ordinary general meeting of shareholders; and (ii) to implement all relevant formalities for authorizing and finalizing the appointment as per this item.*

*Voting on this item on the agenda is subject to receipt of qualifying candidate proposals from any shareholder of Fondul Proprietatea. The proposals can be made until 3 September 2025, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzeşti Street, 7th floor, 1st District, zip code 011017, Romania, or by e-mail at agafp@fondulproprietatea.ro with qualified electronic signature as per Law no. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them. The proposals, together with professional qualification and the evidence related to the licenses that allow the candidate to manage Fondul Proprietatea, will be published on the webpage of the Company and will be updated on daily basis.*

*(secret vote)*”

**WILL NOT BE PUT TO VOTE because no candidacy proposals were submitted until the expiration of the deadline, respectively 3 September 2025, 5:00 PM (Romanian time).**

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

“*The approval of the renewal of the mandate of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, starting with 1 April 2026 (the “****New Mandate****”),* ***subject to neither point 5, nor point 6 of the OGM agenda being approved by the OGM****. The renewal of the mandate of Franklin Templeton International Services S.à r.l. is conditional upon Franklin Templeton International Services S.à r.l. and Fondul Proprietatea executing a management agreement covering the New Mandate before 1 April 2026. The list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders’ information.*

*The Board of Nominees is authorized 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.*

***Note****: This item was included on the agenda by the Fund Manager in accordance with Article 19 paragraph (3) of the Fund's Constitutive Act, which provides that the AIFM will ensure that the agenda of the ordinary general shareholders meeting will include points granting the options to (i) approve the renewal of the AIFM’s mandate, (ii) appoint a new AIFM in accordance with the legal provisions in force, with shareholders having the right to propose candidates for the respective position.*

*(secret vote)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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*.

**Note: Item 7 will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if neither item 5, nor item 6 of the OGM agenda is approved by the OGM.**

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

“*The appointment for a period of three (3) years of one (1) member of the Board of Nominees of Fondul Proprietatea following the resignation of Mrs. Ileana-Lăcrămioara Isărescu from the position as member of the Board of Nominees, which became effective on 5 August 2025.*

*The mandate of the new member of the Board of Nominees shall start on the date the respective candidate appointed by the OGM accepts such an appointment.*

*(secret vote)*”

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| **CANDIDATES** | **FOR** | **AGAINST** | **ABSTENTION** |
| 1. István Sárkány |  |  |  |
| 1. Sebastian-Valentin Bodu |  |  |  |
| 1. Marian-Cristian Mocanu |  |  |  |
| 1. Armand-Radu Tănase |  |  |  |
| 1. Tănase Stamule |  |  |  |

*Note: Please vote „FOR” for one (1) candidate only. Voting „FOR” for more than one (1) candidate will lead to the annulment of the ballot paper. Express 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 9 on the agenda, respectively:**

“*The appointment of Ernst & Young Assurance Services SRL, with its headquarters in Bucharest, 15 - 17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, 1st District, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, as the financial auditor of Fondul Proprietatea, setting the duration of the financial audit agreement for the period starting with 1 September 2026 to 31 August 2029; and setting the scope of work of the financial audit agreement: audit of the financial statements of Fondul Proprietatea for the financial years ended 31 December 2026, 31 December 2027 and 31 December 2028 to be prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, and setting the maximum level of its remuneration for the financial audit services described above at the level (without VAT) of EUR 130,295 per year plus the inflation adjustment. The inflation adjustment would be added to the services pricing based on the Harmonized Index of Consumer Prices (HICP), published on Eurostat website. The inflation adjustment mechanism will be detailed in the contractual agreement between Ernst & Young Assurance Services SRL and Fondul Proprietatea.*

*(secret vote)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 10 on the agenda, respectively:**

*The approval of the immediate revocation of the mandate of Ms. Ilinca von Derenthall as member of the Board of Nominees.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*

*(secret vote)*”

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 11 on the agenda, respectively:**

*The approval of the immediate revocation of the mandate of Mr. Ciprian Lăduncă as member of the Board of Nominees.*

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*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*

*(secret vote)*

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 12 on the agenda, respectively:**

*The approval of the immediate revocation of the mandate of Mr. Nicholas Paris as member of the Board of Nominees.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*

*(secret vote)*

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 13 on the agenda, respectively:**

*The approval of the immediate revocation of the mandate of Mr. Marius-Alin Andrieș as member of the Board of Nominees.*

*(Item added on the agenda at the request of a shareholders’ group holding more than 5% of the share capital)*

*(secret vote)*

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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 14 on the agenda, respectively:**

“*Alternative to item 2 of the OGM Convening Notice –*

*The approval of the initiation by the Board of Nominees of a new, simplified, transparent, and efficient selection process for an alternative investment fund manager (“****AIFM****”) and sole director of Fondul Proprietatea, selection process which shall not exceed 150 days, with associated costs limited to a maximum of 1,500,000 lei. The Board of Nominees will include in the procedure of the selection process an eligibility criteria pertaining to which the proposed alternative investment fund manager and sole director must have under management assets which are at least equal to the value of Fondul Proprietatea’s assets (the “****New Selection Process****”).*”

(*Item added on the agenda at the request of the shareholder Ministry of Finance*)

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| **FOR** | **AGAINST** | **ABSTENTION** |
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*Note: Express 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*.

**Note: Item 14 of this OGM agenda will be voted during the OGM immediately after item 2 of this OGM agenda, as they are alternative items.**

**Note: With respect to item 2 and 14 on the OGM agenda, in case each item obtains the majority of votes held by the shareholders attending or being represented, the item to be deemed adopted will be the one which has obtained the highest number of votes “FOR”.**

1. **For item 15 on the agenda, respectively:**

“*Alternative to item 6 of the OGM Convening Notice –*

*The approval that the eligible candidates put forward by any shareholder of Fondul Proprietatea, submitted under item 6, are subject to the evaluation by the Board of Nominees and analyzed against the criteria that formed the basis for the selection process of a sole director of the Fund, initiated as per the General Meeting of Shareholders’ Resolution no. 9 of September 25, 2023, with the evaluation results to be presented to the shareholders as a comparative report, with motivated recommendations, which shall contain the alternative investment fund managers that meet the criteria and conditions to be proposed for appointment as sole director of Fondul Proprietatea, within 90 days from the date of the present Resolution***.”**

(*Item added on the agenda at the request of the shareholder Ministry of Finance*)

**WILL NOT BE PUT TO VOTE because (i) this item is related to the candidacies submitted under item 6 and (ii) no candidacy proposals were submitted until the expiration of the deadline, respectively 3 September 2025, 5:00 PM (Romanian time).**

1. **For item 16 on the agenda, respectively:**

“*The approval of:*

1. *The date of* ***3 November 2025*** *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* ***4 November 2025*** *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* ***26 November 2025*** *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 Daniel Naftali 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: Express 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*.

This special power of attorney:

1. is valid only for the OGMS 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 OGMS secretaries;
2. **the deadline for registering the special power of attorney with the Company is 25 September 2025, 12:00 PM (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 qualified electronic signature as per Law no. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, 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 OGMS, 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 OGMS convening notice was published in the Official Gazette and allowing our identification on the Fondul Proprietatea shareholders registry on the OGMS reference date (***9 September 2025***) 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 OGMS 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)