

**CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF
SHAREHOLDERS OF FONDUL PROPRIETATEA S.A.**

Franklin Templeton International Services S.à r.l., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8A, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016 (the **“Fund Manager”** / **“Sole Director”**), in its capacity as the alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A., a joint-stock company incorporated under the laws of Romania, qualifying as an alternative investment fund closed-end type, addressed to retail investors, with its headquarters in Bucharest, 76-80 Buzesti Street, 7th floor, 1st District, Romania, registered with the Trade Registry under no. J2005021901408, Sole Registration Code 18253260, with a subscribed and paid-up share capital of RON 1,664,407,948.32 (the **“Company”**/ **“Fondul Proprietatea”**/ **“FP”**),

Considering:

- The provisions of Articles 12 - 13 of the Company’s constitutive act (the **“Constitutive Act”**);
- The provisions of Companies’ Law no. 31/1990 (**“Companies’ Law no. 31/1990”**);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished (**“Issuers’ Law”**);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (**“Regulation no. 5/2018”**);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation, with its subsequent amendments and supplementations (**“Law no. 243/2019”**);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds, with its subsequent amendments and supplementations (**“Regulation no. 7/2020”**);
- The provisions of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (**“CE Regulation 1212/2018”**);
- The request dated 30 December 2025, from the Board of Nominees to convene the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea, in accordance with the provisions of Article 13 paragraph (11) of the Company’s Constitutive Act;

- The request dated 31 December 2025, from certain shareholders holding more than 5% of the share capital of Fondul Proprietatea, to convene the Ordinary General Meeting of Shareholders of Fondul Proprietatea, in accordance with the provisions of Article 119 paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (23) of Issuers' Law and the provisions of Article 13 paragraph (13) of the Company's Constitutive Act.

CONVOKES:

The **Extraordinary General Meeting of Shareholders** of Fondul Proprietatea on **26 February 2026 (first convening), 11:00 AM** (Romanian time), at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Constanța Ballroom, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania (the "**EGM**"),

Should the statutory quorum requirements for the EGM, laid down by the Companies' Law no. 31/1990 and/or the Company's Constitutive Act, not be met on the aforementioned date stated for the first convening, the EGM is convened on the date of **27 February 2026 (second convening), 11:00 AM** (Romanian time) at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Galați-Timișoara Room, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania, with the same agenda as at the first convening.

and

The **Ordinary General Meeting of Shareholders** of Fondul Proprietatea on **26 February 2026 (first convening), 12:00 PM** (Romanian time), at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Constanța Ballroom, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania (the "**OGM**").

Should the statutory quorum requirements for the OGM, laid down by the Companies' Law no. 31/1990 and/or the Company's Constitutive Act, not be met on the aforementioned date stated for the first convening, the OGM is convened on the date of **27 February 2026 (second convening), 12:00 PM** (Romanian time) at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Galați-Timișoara Room, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania, with the same agenda as at the first convening.

Only the persons registered as shareholders of the Company on **11 February 2026** (the "**Reference Date**") in the shareholders registry kept by Depozitarul Central S.A. have the right to participate and / or vote at the EGM and / or OGM, first and / or second convening.

I. The agenda of the EGM is as follows:

1. Presentation by the Board of Nominees on the outcomes of the shareholder questionnaires and the engagement process carried out with shareholders.

(Item added on the agenda by the Board of Nominees)

2. Approval to mandate the Fund Manager to implement the conclusions of the shareholders consultation in the Fund's Investment Policy Statement, in accordance with the legal provisions in force. The Investment Policy Statement will be presented for approval to the Fund's shareholders in accordance with the Constitutive Act of Fondul Proprietatea.

(Item added on the agenda by the Board of Nominees)

3. The in principle approval of the consolidation of the nominal value of a share of Fondul Proprietatea, by increasing the nominal value of the shares simultaneously with the reduction of the total number of shares (100 shares with a nominal value of 0.52 RON/share = 1 share with a nominal value of 52 RON/share), in accordance with the legal provisions ("**Nominal Value Consolidation**").

The Fund Manager is hereby empowered to submit for shareholders' approval within the 2026 annual Extraordinary General Meeting of Shareholders the necessary resolutions for the implementation of the Nominal Value Consolidation.

The Nominal Value Consolidation shall enter into force and is conditional upon a subsequent resolution of the Extraordinary General Meeting of Shareholders approving the specific terms of such operation, including the price, the terms and conditions of payment, and the related registration and implementation steps, as well as the corresponding amendments to the Fund's Constitutive Act in accordance with Article 91 paragraphs (5), (6) and (10) of Issuers' Law.

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

4. 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 131,090,615.24, from RON 1,664,407,948.32 to RON 1,533,317,333.08, pursuant to the cancellation of 252,097,337 own shares acquired by Fondul Proprietatea during 2025 through the 16th 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 1,533,317,333.08, divided into 2,948,687,179 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 1,533,317,333.08, divided into 2,948,687,179 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:

- (i) this resolution is published in the Official Gazette of Romania, Part IV for at least two months;
 - (ii) 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;
 - (iii) the shareholders' resolution for approving this share capital decrease is registered with the Trade Registry.
5. The approval of the Sole Director's authorization to buy-back shares of Fondul Proprietatea via trading on the regular market on which the shares of Fondul Proprietatea are listed or purchased by public tender offers, in compliance with the applicable law, for a maximum number of 294,868,717 shares, during the 2026 financial year, starting with the date when the resolution related to this approval is published in the Official Gazette of Romania, Part IV and until the maximum legal limit of 10% of the Fund's share capital, as decreased following the implementation of the EGM resolution approving the share-capital decrease in accordance with item 4 of this EGM agenda, is reached. The buy-back shall

be performed at a price that cannot be lower than RON 0.2 / share or higher than RON 2 / share, considering the current nominal value of 0.52 RON/share. The transaction can only have as object fully paid shares. The said buy-back programme is aimed at the share capital decrease of Fondul Proprietatea in accordance with Article 207 paragraph (1) letter (c) of Companies' Law no. 31/1990.

This buy-back programme implementation will be done exclusively from Fondul Proprietatea's own sources.

(Item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital and by the Sole Director)

6. The approval of:

- (a) The date of **19 March 2026** 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 **20 March 2026** 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.

- (b) The empowerment, with authority to sub-delegate, of Daniel Naftali to sign the shareholders' resolutions and the amended, renumbered and restated form of the Constitutive Act, 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.

II. The agenda of the OGM is as follows:

1. Considering Resolution no. 12 dated 29 September 2025 of the Shareholders' Ordinary General Meeting, by which the conditional renewal of the mandate of Franklin Templeton International Services S.à r.l. was approved and the Board of Nominees was authorized to negotiate the duration of the mandate, the commercial terms, and the draft of the management agreement, the approval of: (a) the appointment 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, for a duration of four (4) years starting with 1 April 2026 and until 1 April 2030 (the "**New Mandate**"); and (b) the commercial terms along with the execution of the new Management Agreement (in the form described in the supporting documentation) between Fondul Proprietatea and Franklin Templeton International Services S.à r.l.. Mr. Matej Rigelnik, the Chairperson of the Board of Nominees, and any other member of the Board of Nominees are empowered to sign, jointly or individually, the said Management Agreement for and on behalf of Fondul Proprietatea. 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.

(secret vote)

(Item added on the agenda by the Board of Nominees)

2. The appointment for a period of three (3) years of one (1) member of the Board of Nominees of Fondul Proprietatea.

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

(secret vote)

3. The approval of the operating rules for the Audit and Valuation Committee, as adopted by the Board of Nominees, in accordance with the Resolution no. 20 of the Ordinary Shareholders' Meeting of FP dated 21 November 2025.

The Board of Nominees is hereby authorized and empowered to modify the Operating Rules of the Audit and Valuation Committee.

4. The approval of the Operating Rules for the Board of Nominees in accordance with the Resolutions no. 21, 22 and 23 of the Ordinary Shareholders' Meeting of FP dated 21 November 2025.

The Board of Nominees is hereby authorized and empowered to modify the Operating Rules of the Board of Nominees.

5. The approval of the implementation of a permanent Market-Making Programme to ensure deep and consistent liquidity for the Fund's shares across the market.

The Sole Director is hereby mandated to identify and implement relevant measures in relation to the market-making programme in accordance with the regulatory framework and the legal responsibilities of the Fund Manager.

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

6. The approval of the implementation of enhanced transparency and disclosure standards, including clear strategic guidance on the Company's future.

The Sole Director is mandated to identify and implement relevant measures in a reasonable timeframe in accordance with the regulatory framework and the legal responsibilities of the Fund Manager.

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

7. Approval for the initiation of a full cost and fee structure review to ensure total alignment with shareholder value creation.

The Sole Director is mandated to identify and implement relevant measures in a reasonable timeframe and in accordance with the other resolutions of the General Shareholders Meetings, the regulatory framework and the legal responsibilities of the Fund Manager.

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

8. The approval of:

- (a) The date of **19 March 2026** 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 **20 March 2026** 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 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 and the payment date.

- (b) 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.

GENERAL INFORMATION WITH RESPECT TO THE EGM & OGM

With respect to item 2 on the OGM agenda, the following rules shall apply:

The candidates for the one (1) vacant position in the Board of Nominees shall be submitted to vote on the same list, with the first candidate receiving the highest number of votes "FOR", but not less than 50% + 1 of the votes held by all shareholders present or represented at this OGM / expressed votes (the legal majority required for the adoption of a decision in case of first convening, respectively second convening), being elected as member of the Board of Nominees.

Each shareholder may cast a "FOR" vote for one (1) candidate, as there is only one (1) member to be appointed to the Board of Nominees.

The proposals of the shareholders for the mandate within the Board of Nominees may be submitted by **30 January 2026, 5:00 PM** (Romanian time), to the Company's headquarters in Bucharest, 76-80 Buzesti Street, 7th floor, 1st district, postal code 011017 or by e-mail at agafp@fondulproprietatea.ro.

Each candidate for the Board of Nominees must submit the copy of the ID, the resume which details the professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen, the written statement attesting whether or not the candidate fulfils the independence criteria set forth in the applicable legislation and the Bucharest Stock Exchange Corporate Governance Code, filled in and signed by the candidate, a letter of intent setting out the reasons supporting the candidacy and the consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed by the candidate, whose templates are available in the GSM informative materials on the Company's webpage.

The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal records, the independence written statement, the CV

and the letter of intent will be published on the Company's official website and shall be updated daily based on the proposals received.

Persons who, under the law, are incapacitated or who have been prohibited by a final court judgment from exercising this position, or from holding the position of founder, director, manager, member of the supervisory board or management board, as a complementary penalty to a conviction for offences against property by breach of trust, corruption offences, embezzlement, forgery offences, tax evasion, offences under Law no. 129/2019 on the prevention and combating of money laundering and terrorism financing, as well as for amending and supplementing certain normative acts, or for the offences provided under Companies Law no. 31/1990, or for similar offences regulated under the laws of other states, cannot be members of the Board of Nominees and their candidacy shall not be submitted to shareholders for voting.

The right to include new items on the agenda. The right to present drafts of resolutions for the items included on the agenda or for the items proposed for inclusion on the agenda

In accordance with the provisions of Article 117¹, paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (3) of Issuers' Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (5) of the Constitutive Act, one or several shareholders representing individually or jointly at least 5% of the Company's share capital may request the Sole Director the introduction of additional items on the agenda of the EGM/OGM and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the EGM/OGM.

These requests must comply, cumulatively, with the following requirements:

- a) **in the case of natural person shareholders**, they must be accompanied by copies of the shareholders' identity documents / each shareholder in the case of collective shareholders (the identity documents presented by the shareholders must allow their identification in the Company's registry of shareholders kept by Depozitarul Central SA), and **in the case of legal entity shareholders**, they must be accompanied by:
 - the original or a 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 shareholder is duly incorporated, all being no older than twelve (12) months as of the date of the EGM/OGM convening notice publication in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry kept by Depozitarul Central SA;
 - the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled.
- b) both in the case of **natural persons shareholders**, and in the case of **legal person shareholders**, the requests must be accompanied by the following documents issued by Depozitarul Central SA or by the participants defined in Article 2 para. (1) item (19) of Regulation (EU) no. 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) no. 236/2012, who provide custodian services:
 - the statement of account certifying the capacity of shareholder and the number of shares held;

- documents attesting the registration of information regarding the legal representative with Depozitarul Central SA / the respective participants.
- c) they must be accompanied by a justification and/or a draft resolution proposed for passing, and
- d) they must be sent in original, signed (by each shareholder in the case of collective shareholders), to and registered at the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7th floor, 1st district, postal code 011017, Romania by any type of courier service with proof of delivery 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 ("**Law no. 214/2024**") by **30 January 2026, 5:00 PM** (Romanian time).

Information materials and questions related to the agenda

Each shareholder, irrespective of how many shares he/she/it owns in the Company's share capital, has the right to ask questions regarding the issues on the agenda of the general meeting. The questions shall be sent to the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7th floor, 1st District, postal code 011017 or to agafp@fondulproprietatea.ro, so that they are received by the Company by **24 February 2026, 11:00 AM** (Romanian time), for the purpose of good process and preparation of the general meetings. Shareholders who did not submit the questions by **24 February 2026, 11:00 AM** (Romanian time) can address the questions during the general meetings. The Company shall answer the questions asked by the shareholders during the meetings; the questions may be answered as well on the Q&A section of the website of the Company: www.fondulproprietatea.ro.

The identification requirements mentioned above in the section on supplementing the agenda are also applicable to a natural person and legal entity shareholder and/or the legal representative of a legal entity addressing questions regarding the items on the agenda of the EGM/OGM.

Commencing with the date of publication of this convening notice in the Official Gazette of Romania, the general procedure for organizing general shareholders meetings (including the procedure for voting through a representative with a special/general power of attorney, the procedure which allows voting by correspondence or alternatively, electronic voting via the eVote platform/eVotePRO platform, the procedure regarding secret vote, if applicable), the templates of special and general powers of attorney to be used for voting by representative by special/general power of attorney, and the templates to be used for voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzzești St., 7th floor, 1st District, postal code 011017, Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: www.fondulproprietatea.ro.

Commencing with one (1) month before the day of the meetings, all other information materials regarding the items included on the agenda of the EGM/OGM, including the draft resolutions proposed to be passed within the meeting, shall be available at the same coordinates above-mentioned.

The shareholders of the Company may receive, upon request, copies of the documents related to the issues on the agenda of the EGM/OGM.

The attendance and voting to the General Meetings

The shareholders registered in the shareholders registry on the Reference Date may attend the EGM/OGM and vote as follows.

- a) within the EGM/OGM – direct vote;
- b) by correspondence; or
- c) alternatively, by electronic voting, via the eVote platform/eVotePRO platform.

Voting within the EGM/OGM

Direct vote

Shareholders may exercise the direct (personal) vote after proving their identity:

- a) in the case of **natural persons who are sole shareholders** - by presenting the identity card; identity cards submitted by shareholders must allow for their identification on the Company's shareholders registry as at the Reference Date issued by Depozitarul Central SA;
- b) in the case of **natural persons who are collective shareholders** – by presenting the identity documents of each shareholder, with the presence of all shareholders being required (the identity documents presented must allow for the identification of the shareholders in the FP shareholders list as of the reference date issued by Depozitarul Central SA); for further details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- c) in the case of **legal entity shareholders**, by presenting:
 - an original or a 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 the competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania;
 - the identity card or passport of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens).

For all above-mentioned cases, documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for documents attesting the legal representative's capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

The Fund Manager kindly asks shareholders to follow the Company's website and the Bucharest Stock Exchange website as it will announce any updates on this matter by means of current reports.

Power of attorney

Shareholders may delegate other persons, except for the Fund Manager or its employees, Board of Nominees members, to represent them and vote in EGM/OGM based on a special or a general power of attorney described below as follows. For more details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website.

In case a shareholder is represented by a credit institution rendering custodian services, the latter may vote in the general shareholders' meeting based on and within the limits of the voting instructions received by electronic means, without being necessary that a special or general power of attorney to be drafted, provided that the said custodian credit institution submits to the Company a self-liability statement, signed by the bank's legal representative(s), stating (i) the name of the shareholder, written clearly, for which the credit institution votes in the EGM/OGM, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The said statement will have to be submitted in original with the Company, signed, and, if the case, stamped, or by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro until **24 February 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **24 February 2026, 12:00 PM** (Romanian time) **for documents regarding the OGM**.

Vote by representative holding a special power of attorney

A special power of attorney may be given for a single shareholders' meeting, as this EGM/OGM, and shall contain specific voting instructions for this particular meeting with a clear indication of the voting option for each item on the agenda of the general meeting. The representation of shareholders in the EGM/OGM may be conducted by representatives by duly filling in and signing the template for the special power of attorney. The representation may be conducted both by other shareholders and by third parties. Shareholders lacking exercise capacity or with limited exercise capacity may provide other persons with a special power of attorney.

The special power of attorney shall be sent either (i) in original, to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st District, postal code 011017, Romania, or (ii) by e-mail with qualified electronic signature as per Law no. 214/2024, at: agafp@fondulproprietatea.ro, so that it is received by the Company by **24 February 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **24 February 2026, 12:00 PM** (Romanian time) **for documents regarding the OGM**.

Documents accompanying the special power of attorney:

- a) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- b) in case of **collective natural person shareholders**, by presenting copies of the identity documents of all shareholders, which must allow for their identification in the FP shareholders list as of the reference date issued by Depozitarul Central SA, and a copy of the representative's identity document (ID card for Romanian citizens or passport for foreign citizens, including the personal identification number (PIN) – if applicable in the country of origin); the special power of attorney must be granted by all shareholders. For further details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- c) for **legal entity shareholders**:
 - 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 shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that

the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;

- for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
- copy of the identity card of the representative (the person especially delegated) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

A special power of attorney template:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials;
- b) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company's website in its updated form;
- c) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

If during the general meeting of shareholders certain items which were not included on the published convening notice are being discussed, in accordance with the legal provisions, the representative may vote on these items according to the interest of the represented shareholder.

Generally, a shareholder may mandate only one proxy to represent him/her/it at the EGM/OGM. However, the special power of attorney may nominate other person(s) as substitutes empowered to represent the shareholder at the EGM/OGM in case the said main proxy would be in impossibility to exercise his/her mandate. The special power of attorney must provide the order under which the said substitutes vote in case the proxy does not attend the EGM/OGM.

Vote by representative holding a general power of attorney

In opposition with the special one, the general power of attorney allows the proxy to vote on behalf of the shareholder in any aspect on the agenda of one or more companies identified in the power of attorney, individually or by general reference to a certain category of issuers, including disposal acts. The shareholder may grant a valid proxy for a period which shall not exceed three (3) years, unless the parties have expressly provided for a longer period.

For the mandate's validity, the proxy must be either an intermediary (in accordance with Article 2 para. (1) item (19) of Issuers' Law) or an attorney at law for whom the shareholder is a client.

Also, the proxy should not be in a conflict of interest situation, such as:

- a) It is a majority shareholder of FP, or of another entity, controlled by that respective shareholder;
- b) It is a member of an administration, management or supervisory body of FP, of a majority shareholder or of another entity, controlled by that respective shareholder;
- c) Is an employee or auditor of FP or of a majority shareholder or of another entity, controlled by that respective shareholder;

- d) Is a spouse or relative (up to, and including, fourth degree filiation) of one of the individuals mentioned above.

The proxy cannot be replaced by another person unless this right was expressly conferred to him/her by the shareholder in a power of attorney. If the proxy is a legal entity, then the latter may carry out the general mandate through any of member of its administration/management body or of one of its employees. These provisions do not affect the right of the shareholder to designated by a power of attorney one or more alternate proxies, according to the regulations described above regarding special proxies.

In view of the EGM/OGM, and before their first use, the general powers of attorney are to be sent to the Company's headquarters in Bucharest, 76-80 Buzesti Street, 7th floor, 1st District, postal code 011017 so that it is received by the Company by **24 February 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **24 February 2026, 12:00 PM** (Romanian time) **for documents regarding the OGM**, in copy, certified as being the same with the original by the proxy or by e-mail with qualified electronic signature as per Law no. 214/2024, to agafp@fondulproprietatea.ro. The said copies are retained by FP, and a mention of this is inserted in the minutes of the general shareholders' meeting.

Documents accompanying the general power of attorney:

- a) proof that the proxy is an intermediary in accordance with Article 2 para. (1) item (19) of Issuers' Law or an attorney at law, and that the shareholder is the proxy's client;
- b) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- c) in case of **collective natural person shareholders**, by presenting copies of the identity documents of all shareholders, which must allow for their identification in the FP shareholders list as of the reference date issued by Depozitarul Central SA, and a copy of the representative's identity document (ID card for Romanian citizens or passport for foreign citizens, including the personal identification number (PIN) – if applicable in the country of origin); the general power of attorney must be granted by all shareholders. For further details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- d) for **legal entity shareholders**:
- 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 shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform timely Depozitarul Central SA of its legal representative (so that the shareholders' registry at the reference date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
 - copy of the identity card of the representative (the proxy) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents

attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

The Company accepts a general power of attorney given by a shareholder, as a client, to an intermediary or to a lawyer, without requiring additional documents relating to that shareholder, if the general power of attorney is signed by that shareholder and is accompanied by an own responsibility statement given by the legal representative of the intermediary or by the lawyer who has received the general power of attorney, indicating that:

- a) the shareholder is a client of the proxy;
- b) the general power of attorney is signed by that respective shareholder (ink signed or through a qualified electronic signature, as the case may be).

The said statement must be submitted in original at FP's headquarters or by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro (in the same time with the general power of attorney and at the same coordinates as indicated in this convening notice) signed by the intermediary/attorney at law (without other criteria being necessary as pertaining with its form).

A template of the general power of attorney for EGM/OGM shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials. The Company does not impose the use of the said forms.

Vote by correspondence

The vote of the shareholders at the EGM/OGM can also be expressed by correspondence, by duly filling in and signing the forms for the vote by correspondence.

The ballots by correspondence will be sent either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to the Company's headquarters in Bucharest, 76-80 Buzesti St., 7th floor, 1st District, postal code 011017, Romania or (ii) by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro, so that they are received by the Company by **24 February 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **24 February 2026, 12:00 PM** (Romanian time) **for documents regarding the OGM**.

Documents accompanying ballot papers:

- a) for **natural person shareholders** – copy of identity card, allowing for identification thereof in the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for Romanian citizens or passport for foreign citizens) along with the proof of legal representative capacity;
- b) in case of **collective natural person shareholders** – by presenting copies of the identity documents of all shareholders, with the personal identification number (PIN) clearly legible – if applicable in the country of origin, which must allow for their identification in the FP shareholders list as of the reference date issued by Depozitarul Central SA, and, if applicable, a copy of the legal representative's identity document (ID card for Romanian citizens or passport for foreign citizens, with a clearly legible personal identification number (PIN) – if applicable in the country of origin), together with proof of the capacity of legal representative. For more details, please refer to the *Procedure regarding the organization and*

holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders) available on the Company's website;

c) for **legal entity shareholders**:

- 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 shareholder is duly incorporated, all being no older than twelve (12) months as from the date of the general meeting convening notice was published in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
- the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
- for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania.

Documents in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative drafted in a language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

A ballot template for voting by correspondence:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials and the forms for the special powers of attorney;
- b) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company's website in its updated form.

If a shareholder voted by sending a ballot paper by correspondence, but then attends the EGM/OGM either personally or through a proxy (provided a special/general power of attorney has been submitted under the conditions above-mentioned), the correspondence vote shall be annulled and only the direct or the vote expressed through the proxy shall be taken into consideration.

If the person representing the shareholder at the general shareholders' meeting is other than the person who expressed the correspondence vote, then for its validity, the proxy must present at the general meeting a written revocation of the correspondence vote, signed by the shareholder or by the representative who expressed the correspondence vote. This will not be applicable if the shareholder or its legal representative is present at the general meeting.

Voting by correspondence may be expressed by a representative only if he/she:

- a) has received from the shareholder that he/she represents a special/general power of attorney; or
- b) the representative is a credit institution providing custody services.

The general procedure for the organization of general meetings (which shall be available at the same coordinates and in the same conditions as the information materials) details the procedure allowing both the vote by representative with special/general power of attorney, vote through a custodian bank and the vote by correspondence, and the shareholders must comply with the said procedure. Special/General

powers of attorney and ballots for voting by correspondence must be signed by all the natural person collective shareholders or their legal representatives (in the case of natural persons lacking exercise capacity or with limited exercise capacity), who shall assume both their capacity (proven by means of evidentiary documents attached to the special/general power of attorney/ballot) and the signature authenticity.

The checking of the special/general powers of attorney submitted, as well as the centralization, checking, and records of the votes by correspondence shall be performed by a commission established within the Company, whose members shall safely keep these documents, as well as the confidentiality of the votes thus expressed.

If the EGM/OGM agenda includes resolutions requiring a secret vote, the special power of attorney / the voting ballot by correspondence shall be submitted through means that do not allow the disclosure of the secret vote until the moment the relevant agenda items are submitted to vote, and only to the members of the commission.

In this regard, shareholders are advised to place the identification documents in a separate envelope / separate file in case of submission by e-mail with qualified electronic signature (marked with the Shareholder's Name – Identification Documents for the OGM/EGM dated 26/27 February 2026), so that the commission members can carry out the necessary verifications.

In the case of submitting special powers of attorney and voting ballots by correspondence, together with the identification documents, in a single envelope / file, it shall be deemed that the shareholder has waived the secrecy of the vote; shareholders are informed and agree that, for the purpose of verifying and validating the related documentation, the envelope / file may be opened by the commission members prior to the OGM/EGM, and the commission members shall maintain the confidentiality of the votes thus expressed.

Powers of attorney and voting ballots shall be checked and validated by the EGM/OGM secretary.

In the event that the agenda is supplemented, and the shareholders fail to send the updated special powers of attorney and/or ballots for voting by correspondence, the special powers of attorney and ballots sent prior to the supplementation of the agenda shall be considered only with reference to the items therein which are also found on the supplemented agenda.

All discussions held during the EGM/OGM are audio recorded under the supervision of the Sole Director. If participants want to obtain a copy of the recordings, these will be available at the FP registered office, in exchange for a fee (the cost will not exceed the value of expenses incurred by FP in relation to transferring the audio recording to material support), within thirty (30) days after the EGM/OGM date. Additional information may be obtained from the Department for Shareholders' Relations at the telephone number + 40 21 200 96 28 (or through reception at + 40 21 200 96 00; fax: +40 316 300 048; e-mail: agafp@fondulproprietatea.ro) and on the Company's website: www.fondulproprietatea.ro.

After the EGM/OGM, the shareholder or 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. The request of such confirmation may be asked for within one (1) 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.

Electronic voting via the eVote platform/eVotePRO platform

Alternatively, shareholders registered at the Reference Date on the list of the Company's shareholders issued by Depozitarul Central SA may also vote by electronic means via the eVote platform/eVotePRO platform for professional investors, as defined by Law no. 126/2018 regarding financial instruments markets, in accordance with the provisions of Art. 197 of Regulation no. 5/2018, following prior verification of the shareholders' identity.

Electronic voting may be used **exclusively before the EGM/OGM, at least 24 hours before the EGM/OGM**, namely until **25 February 2026, 11:00 AM** (Romanian time) **for EGM** and **25 February 2026, 12:00 PM** (Romanian time) **for OGM**, by accessing **fp.evot.ro**, using any available devices (e.g. computer, laptop, smartphone, tablet, etc.) connected to internet. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is conducted by accessing the dedicated domain assigned to each professional shareholder, in compliance with the legal identification requirements specified under section B below.

In order to comply with the above-mentioned deadline, shareholders should consider that before exercising their voting rights via the eVote platform/eVotePRO platform, they must complete the identity verification and enrolment process described below, and their voting account has to be validated by the Company. By registering on the eVote/eVotePRO platform, shareholders agree to be contacted by Fondul Proprietatea via phone or e-mail.

Shareholders who are natural persons have to complete the enrolment process only once and update their information whenever necessary (at least upon expiration or change of their identity document, or more frequently, at the request of the Company).

Shareholders that are legal persons / entities without legal personality have to complete it with respect to each GSM, except for professional shareholders voting via the eVotePRO platform, whose identification documents have been previously validated, remain valid (within 12 months from the issuance date) and have not undergone any amendments and/or replaced by new documents. In case the voting account is not validated as to enable a shareholder to exercise its voting right at least 24 hours before the EGM/OGM, shareholders may vote using one of the voting methods provided by Art. 105 para (19) of Issuers' Law (i.e., within the EGM/OGM, directly or by representative, or by correspondence).

The enrolment can be done using the following methods:

- directly via the eVote platform and/or eVotePRO platform for professional shareholders; or
- via the Investors Enrolment online platform of Depozitarul Central SA (available only for shareholders that are natural persons, Romanian residents, using either their identity card or a qualified digital certificate, as detailed on the website of Depozitarul Central).

For identity verification and access on the platform for electronic voting before the EGM/OGM, shareholders will provide the following information:

A. For shareholders who are natural persons:

- i. name and surname;
- ii. personal identification number;
- iii. e-mail address;
- iv. selfie with the identity document (e.g., identity card, passport, or residence permit), clearly visible next to your face, **OR** a copy of the identity document electronically signed with qualified electronic signature, in accordance with Law no. 214/2024; the documents shall be uploaded in the designated online field, in one of the following formats: .jpg, .pdf, .png;

- v. phone number; or
- vi. they can connect directly using the access credentials generated following identification through the Investor Enrolment platform developed by Depozitarul Central SA: <https://www.roclear.ro/Inrolare-Investitori>, available only for Romanian residents.

B. For shareholders that are legal persons, including professional shareholders / entities without legal personality:

- i. the name of the legal person;
- ii. unique registration code (CUI) / legal entity identifier (LEI);
- iii. the name and surname of the legal representative;
- iv. the personal identification number of the legal representative;
- v. e-mail address;
- vi. a selfie with the identity document (e.g., identity card, passport, or residence permit) clearly visible next to the legal representative's face, **OR** a copy of the legal representative's identity document electronically signed with qualified electronic signature, in accordance with Law no. 214/2024; the documents shall be uploaded in the designated online field, in one of the following formats: .jpg, .pdf, .png;
- vii. 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 shareholder is duly incorporated, all being no older than twelve (12) months as of the date of the EGM/OGM convening notice publication in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry kept by Depozitarul Central SA;
- viii. the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder has not informed on time Depozitarul Central SA about its legal representative or this information is not updated in the shareholders' register of FP, then the capacity of legal representative shall be attested based on an up to date excerpt issued by the Trade Registry or based on any other document issued by a competent authority from the country where the shareholder is registered, in original or certified copy, no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania; the electronic copies of the relevant documents will be uploaded in the dedicated online field, in one of the following extensions: .jpg, .pdf, .png;
- ix. for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania;
- x. phone number (optional).

C. Collective shareholders cannot vote via the eVote platform.

Electronic voting via the eVote platform/eVotePRO platform may not be exercised via representative (proxy), neither based on a general nor a special power of attorney.

The platforms contain voting options for each and all items on the agenda. Electronic voting is exercised by ticking a voting option "for" or "against" or to mention "abstention", followed by pressing the "register vote" button. Votes marked in the platform without pressing the "register vote" button will not be taken into account.

During the period when electronic voting via the eVote platform/eVotePRO platform is available, the electronic voting bulletin can be filled in and rectified by the shareholder as many times as it deems appropriate. Only the last expressed option existing in the web application will be taken into consideration. After the expiry of the period designated for electronic voting, as indicated in the convening notice and/or subsequent announcements, such method cannot be used anymore.

The platform for electronic voting will allow the subsequent verification of the way in which the vote was exercised in the EGM/OGM and, at the same time, ensure possibility that every shareholder participating to the EGM/OGM can verify its vote.

SOLE DIRECTOR

Franklin Templeton International Services S.à r.l.

By: _____
Călin METEȘ

Substitute to Permanent Representative as per the FTIS Decision no. 9/20.06.2025