Resolution no. [...] / 26 February 2026
of the Shareholders' Extraordinary General Meeting of
FONDUL PROPRIETATEA S.A.

Headquarters: 76-80 Buzești Street, 7th floor, 1st District, Bucharest, Romania,
Registered with the Trade Registry under number J2005021901408, fiscal registration code 18253260

Today, 26 February 2026, 11:00 AM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the "**Fund**" or "**Fondul Proprietatea**") have met during the Shareholders' Extraordinary General Meeting ("**EGM**") of the Fund, at the first convening, at **"JW MARRIOTT BUCHAREST GRAND HOTEL", Constanța Ballroom, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania**, the EGM being opened by its Chairman, namely Mr. Daniel Naftali, in his capacity of permanent representative of 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, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea (the "**Sole Director**").

Whereas:

- The convening notice of the EGM was published on the Fund's website (www.fondulproprietatea.ro) on 13 January 2026, in the Official Gazette of Romania, Part IV, number 122 of 14 January 2026 and in Adevărul newspaper number 9475 of 14 January 2026 and republished with additions on the Fund's website on 4 February 2026, in the Official Gazette of Romania, Part IV, number 598 of 5 February 2026, and in Adevărul newspaper number 9488 of 5 February 2026;

- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations ("**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 provisions of the Fund's Constitutive Act ("**Constitutive Act**"),

it is necessary to have a number of shareholders holding at least 25% of the total voting shares in order to meet the quorum conditions, in the present EGM, at the opening of the meeting a total of [...] exercisable voting rights were registered (i.e. [...]% of the total exercisable voting rights at the reference date 11 February 2026, i.e. [...]; i.e. [...]% of the total number of shares in issue as of the reference date 11 February 2026, i.e. [...]),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 115 paragraphs (1)-(2) of the Companies' Law no. 31/1990 and art. 14 I paragraph (3) letter (a) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows:

I. The approval of the reduction of the subscribed share capital of Fondul Proprietatea S.A. from the amount of RON 1,664,407,948.32 to the amount of RON 1,600,392,258, through the reduction of the nominal value of the shares from 0.52 RON to 0.50 RON per share.

   The reduction is motivated by the optimization of the share capital and the return to the shareholders of a part of their contributions, proportional to their participation in the paid-up share capital of Fondul Proprietatea S.A. The payment to the shareholders will be made in accordance with the provisions of art. 207 para. (2) letter b) of Law no. 31/1990. The payment deadline is set for 29 June 2026.

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 1,600,392,258, divided into 3,200,784,516 ordinary nominative shares, having a nominal value of RON 0.50 each".

The subscribed and paid-up share capital decrease will take place on the basis of Article 207 paragraph (2) letter b) 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.

(New item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital dated 28 January 2026)

This item is approved with [...] votes, representing [...]% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a) of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- [...] votes "for";
- [...] votes "against";
- [...] abstentions;
- [...] votes "not given";
- [...] votes annulled from correspondence;
- [...] votes annulled in the EGM meeting.

II. The approval of:

(a) The date of **8 June 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;

The date of **9 June 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; and of

The date of **29 June 2026** 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 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.

(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.

This item is approved with [...] votes, representing [...]% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a) of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- [...] votes "for";
- [...] votes "against";
- [...] abstentions;
- [...] votes "not given";
- [...] votes annulled from correspondence;
- [...] votes annulled in the EGM meeting.

This EGM Resolution no. [...] is drafted on behalf of the shareholders today, 26 February 2026, in 3 original counterparts by:

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Daniel NAFTALI
Chairman

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[...]
Meeting secretary