

**PROCEDURE REGARDING THE PAYMENT OF COMPENSATION FOR THE FRACTIONS
RESULTING FROM THE NOMINAL VALUE CONSOLIDATION**

FONDUL PROPRIETATEA S.A.

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**”), informs the shareholders about the procedure for the payment of the compensations from the fractions resulting from the operation to consolidate the nominal value of the Company's shares from the nominal value of RON 0.52/share to the nominal value of RON 52/share, by increasing the nominal value of the shares concomitantly with the decrease of the total number of shares (100 shares with a nominal value of RON 0.52/share will represent one share with a nominal value of 52 RON/share) (the “**Nominal Value Consolidation**”).

The Nominal Value Consolidation is proposed for approval during the meeting of the Extraordinary General Meeting of Shareholders (“**EGM**”) convened on 28 May 2026 (first convening) / 29 May 2026 (second convening).

This procedure is subject to further amendments resulting from any legislative changes or changes to the applicable procedures and regulations of Depozitarul Central S.A. and of the Paying Agent (BRD), in which case the amended and restated version of this procedure will be republished by the Company.

According to the legal provisions applicable to the capital market, if fractions of financial instruments result following the application of the algorithm for calculating the number of shares due as a result of the Nominal Value Consolidation, the number of shares will be rounded down to the lower whole number.

If fractions of financial instruments result following the Nominal Value Consolidation, the Board of Directors has proposed for approval by the EGM a price per consolidated share, with which the respective fractions will be compensated.

The price thus proposed by the Fund Manager:

- amounts RON 79.14/consolidated share, for the compensation of the fractions of shares resulting from the Nominal Value Consolidation;
- was calculated by multiplying the amount of RON 0.7914 (representing the net asset value per share of the Company as of 31 March 2026 in the amount of RON 0.7914, being higher than the minimum price requirement (which refers to the higher of the following amounts: (i) average trading value of the share with a nominal value of RON 0.52, referring to the last 12 months prior to the convening of the EGM, adjusted for changes generated by any corporate events during this period, if applicable) and (ii) the nominal value of one (1) share prior to consolidation) by 100 (representing the ratio between the consolidated nominal value (RON 52/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.52/share)).

The effective compensation will comply with the following formula:

Compensation value = Compensation price of fractions of consolidated share (RON 79.14) x Resulting fraction

The consideration for the fractions resulting from the Nominal Value Consolidation, due to the shareholders registered in the Shareholders' Registry kept by Depozitarul Central S.A. as of 17 September 2026, the registration date, will be payable starting on 25 September 2026, the payment date for such fractions.

If the shareholder is represented by several Participants and/or appears with shares registered in both Sections 1 and 2 of Depozitarul Central, the new shares will be granted on a pro rata basis and rounding down to the lower whole number will be made in relation to each package of shares identified according to the above, and not in relation to the total shares held by the shareholder. As a consequence, in order to avoid possible rounding operations as a result of the Nominal Value Consolidation, in accordance with the applicable legal provisions, the recommendation addressed to shareholders is to ensure that, by 16 September 2026 inclusive (previous date to the *ex-date*), the portfolios they hold are unified, either in Section 1 or with a single Participant, and, regardless of the situation, they should be a number divisible by 100.

Also, shareholders who, following the Nominal Value Consolidation, would not benefit from the allocation of a whole number of shares, may trade on their own initiative, until 16 September 2026 inclusive (previous date to the *ex-date*), a number of shares with the symbol FP to ensure the allocation, following the Nominal Value Consolidation, of a whole number of shares. We also specify that shareholders who will have a number of less than 100 shares will lose the status of shareholder of Fondul Proprietatea as a result of the implementation of the Nominal Value Consolidation, and will be appropriately compensated for the resulting fraction. The processes indicated above can only be carried out by each shareholder according to their own decision, Fondul Proprietatea not being involved in this share trading process in any capacity.

The payment of the compensation of the resulting fractions will be made to all impacted shareholders starting with 25 September 2026, being subject to a statute of limitations term of 3 years, in accordance with the applicable legal provisions.

I. METHODS OF PAYMENT OF THE FRACTIONS

1. **Payments in the accounts of Participants (custodian banks or brokers, respectively an intermediary participating in the clearing-settlement and registry system of Depozitarul Central), for shareholders who hold accounts with the Participants.**

1.1. For shareholders who are individuals, legal entities, or entities that meet each of the following conditions:

(a) as at 17 September 2026 (the registration date pertaining to the Nominal Value Consolidation), they hold shares issued by the Company under Section II of Fondul Proprietatea's Shareholders Registry held by Depozitarul Central, in an account opened with the Participant; and

(b) as at 25 September 2026 (the payment date for such fractions), the Participant provides main and/or related financial investment services to them,

compensation for fractions shall be paid automatically by bank transfer via Depozitarul Central into the Participants' accounts on 25 September 2026, without the need to present any additional documents.

2. **By bank transfer to the accounts of the shareholders not represented by Participants, as per shareholder's request addressed directly to Depozitarul Central**

2.1. Depozitarul Central provides all shareholders not represented by Participants the possibility to receive any due amounts, including the compensation for fractions, through bank transfer into a bank account, irrespective of the issuer distributing such money or compensating such fractions,

and such option remains valid for future distribution/compensations unless expressly notified otherwise.

2.2. The shareholders who want to use this option have to fill in a specific payment request form (specifying the bank account and IBAN code, in Romanian “Formular colectare cod IBAN”), available <https://www.roclear.ro/Detinatori/DetinatoriDistribuireDividende>, and to submit it with Depozitarul Central along with the documents described in Annex 1, item A herein, by registered mail or directly at its headquarters at 4 – 8 Nicolae Titulescu street, America House Building, East Wing, 1st floor, Sector 1, Bucharest, Romania, postal code 011141. The documents must be provided to Depozitarul Central until 17 September 2026, the registration date.

2.3. In order to benefit of this payment method, shareholders are invited to contact directly Depozitarul Central using the e-mail address: dividende@depozitarulcentral.ro.

3. Through the paying agent – BRD – Groupe Société Générale (“BRD” or the “Paying Agent”) (either for cash or bank transfer payments)

3.1. In cash: only for individuals who do not have a bank account opened with a Participant and did not apply for payments through bank transfer: at BRD cash desks, in any BRD unit

For individual shareholders who do not fall under items 1 and 2 above, the compensations for fractions will be paid in cash at the BRD cash desks, in any BRD unit. The list of BRD units is available on the website www.brd.ro. Payments in cash shall be made within limits set forth by the applicable legislation. The payment requests shall be accompanied by the documents described in Annex 1 item B herein.

3.2. Through bank transfer: individuals and legal entities / other entities who do not have a bank account opened with a Participant

Individuals and legal entities / other entities who do not fall under items 1 and 2 above and who intend to receive the compensations for fractions through bank transfer may request to BRD the payment by bank transfer, by submitting to the BRD cash desks the application form for the payment of compensation for fractions through bank transfer accompanied by the supporting documentation set forth in Annex 1 item B herein. **Legal entities can collect the compensations for fractions only by bank transfer.**

If the supporting documents listed in Annex 1 are issued in a language other than Romanian, they must be accompanied by a notarised translation into Romanian and, if issued by a foreign authority, they must be authenticated by apostille or over legalized, as appropriate (save for ID documents).

Only the shareholder may be the holder of the bank account to which the transfer of the sums representing the compensation for the fractions resulted from the Nominal Value Compensation is requested.

The compensations for the fractions are set in accordance with the Romanian legislation in RON (i.e. the functional currency of Fondul Proprietatea). However, upon non-resident shareholders’ request, Fondul Proprietatea’s Paying Agent may disburse such amounts in other currency than RON as well, case when the transfer will be impacted by the Paying Agent’s exchange rate valid on the payment date. Exception to this rule are payments made to Participants, which are made only in RON.

BRD and Depozitarul Central S.A., as applicable, reserve the right to require the shareholder / its representative additional documents for performing the payment for the compensation of the fractions resulting from the Nominal Value Consolidation.

Additional information on the payment procedure regarding the fractions may be requested from:

- the Paying Agent (BRD) by e-mail at titluri@brd.ro or by phone at +40721.273.310, +40722.539.829 or +40722.642.649;
- Depozitarul Central, at e-mail address dividende@depozitarulcentral.ro;
- the Investor Relations department of Fondul Proprietatea at email address investor.relations@fondulproprietatea.ro or by phone at +4 021 200 96 28 or +4 021 200 96 42.

FP will have no liability if the payment will not be made or will be made late for reasons beyond FP, including, but not limited to, if FP is notified of establishment of sequestration on amounts due to the relevant shareholder representing the compensation for fractions resulting from the Nominal Value Consolidation or if the shareholder may not receive in cash the full amount as a result of exceeding any legal limits on cash payment.

ANNEX 1 – SUPPORTING DOCUMENTS FOR THE PAYMENT OF THE COMPENSATION FOR THE FRACTIONS RESULTING FROM THE NOMINAL VALUE CONSOLIDATION

ANNEX 1, ITEM (A)

Supporting documents for payment through bank transfer directly by Depozitarul Central

- 1.1 Individual shareholders shall submit with Depozitarul Central, personally or through legal or conventional representative, a request form specifying the bank and account (IBAN code) opened on behalf of the shareholder (the form is available on Depozitarul Central website – <https://www.rocclar.ro/Detinatori/DetinatoriDistribuireDividende> in Romanian and English), accompanied by:
- (a) A copy of the valid ID where the personal identification code is legible – authorized by the shareholder as a “certified true copy”;
 - (b) Statement of account or any other document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the shareholder, specifying the IBAN account (original);
 - (c) Copy of the documents attesting the capacity of the legal or conventional representative for the request signatory, if necessary – authorized by the shareholder as a “certified true copy”;
 - (d) The payment proof for the fee charged by Depozitarul Central for IBAN code registration.
- 1.2 Shareholders - legal entities (or those without legal personality) shall submit with Depozitarul Central, personally or through legal or conventional representative, a request form, specifying the bank and account (IBAN code) opened on behalf of the shareholder (the form is available on Depozitarul Central website – <https://www.rocclar.ro/Detinatori/DetinatoriDistribuireDividende> in Romanian and English), accompanied by:
- (a) Copy of the registration certificate or a similar document for the entities not having this registration requirement – authorized by the shareholder as a “certified true copy”;
 - (b) Copy of the documents attesting the capacity of the legal representative of the company (confirmation of company details issued by the Trade Registry / equivalent entity or similar document proving this quality – for foreign entities) – authorized by the holder as a “certified true copy”;
 - (c) Copy of the documents attesting the capacity of the conventional representative of the request signatory, if necessary – authorized by the shareholder as a “certified true copy”;
 - (d) Statement of account or any other document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the shareholder – legal person, specifying the IBAN account (original);
 - (e) The payment proof for the fee charged by Depozitarul Central for IBAN code registration.
- 1.3 Depozitarul Central verifies the documentation submitted by shareholders according to the provisions mentioned in paragraphs 1.1 and 1.2 above, and if the documentation is not complete, requests its completion.

ANNEX 1, ITEM (B)

Supporting documents for payment of the compensation for the fractions resulting from the Nominal Value Consolidation in cash or through bank transfer at BRD cash desks (in any BRD unit)

(1) Individuals – Payments in cash / by bank transfer at the desks of the Paying Agent:

1.1 As Romanian individual shareholders:

- payment request form signed by the shareholder (proxy) for the bank transfer payments;
- the identity card having the Personal Identification Number (PIN); the identification of the shareholder by the Paying Agent shall be performed based on the information recorded in the Personal Identification Number field.

1.2 As non-resident individual shareholder:

- payment request form signed by the shareholder (proxy) for the bank transfer payments;
- the identification document of the shareholder containing data which match the data recorded for the shareholder in Depozitarul Central's records.

1.3 As individual shareholder under 14 years old:

- the identity card of the legal guardian / parent with the Personal Identification Number;
- the shareholder's birth certificate with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Paying Agent);
- the legal document which establishes the guardianship if the legal guardian is not one of the parents + 1 true copy thereof (the copy shall be kept by the Paying Agent) and the identity card of the legal guardian / parent.

1.4 As curator of an individual shareholder:

- the identity card of the curator with the Personal Identification Number;
- the identity card of the shareholder with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Paying Agent);
- the legal document which establishes the curatorship + 1 true copy thereof (the copy shall be kept by the Paying Agent).

1.5 As attorney in fact of an individual shareholder:

- the special power of attorney authenticated by a notary public which grants the authority to collect the distributable amounts, issued no more than 3 years prior to the payment date, unless the power of attorney is valid for more than 3 years and is valid on the payment date + 1 true copy thereof (the copy shall be kept by the Paying Agent);
- the identity card of the attorney in fact with the Personal Identification Number.

Note 1: In case of co-owners (shareholders registered in joint accounts), the payments shall be processed provided that all co-owners are present at the BRD desk in person, or by means of their legal and / or conventional representative.

Note 2: Any documents submitted in a foreign language shall be accompanied by their legalized translation in Romanian (save for the identification documents), and, if they are issued by a foreign authority, they shall be apostilled or super-legalized, as the case may be.

Note 3: The Paying Agent shall be entitled to make cash payments respecting the conditions / limitations imposed by regulations in force.

Note 4: In case of payments performed by bank transfer to banks other than BRD, the account statement certified by the distributions transfer recipient bank shall also be attached to the aforementioned documents, or any other supporting document issued by the bank confirming the holder of the aforementioned bank account. The holder of the account may be the shareholder or, as the case may be, the shareholder's attorney in fact.

1.6 Exceptional situations

No payments will be made at the counter in the following cases:

- To shareholders whose Personal Identification Number recorded in the documents submitted at the bank is not the same with the one recorded in the Paying Agent's records received from the Central Depository;
- When the payment requests are submitted by the shareholders' heirs.

The payment requests for the above exceptional situations shall be referred to the Central Depository.

(2) Legal entities – Payments processed by bank transfer at the Paying Agent's desks

- Payment request form signed and stamped—if the case—by the legal representative of the legal entity (proxy);
- The certificate of registration of the legal entity with the Trade Registry / other equivalent document certifying the registration of the legal entity with the competent authority + 1 copy which shall be kept by the Paying Agent;
- The identity card of the legal representative or, as the case may be, of the attorney in fact;
- The confirmation of company's details issued by the Trade Registry / other equivalent document issued by the competent authority which is not older than 3 months and which mentions the legal representative of the company + 1 copy which shall be kept by the Paying Agent;
- The notarized power of attorney, in original or certified copy (the power of attorney shall be kept by the Paying Agent), if the case may be.

In case of the payments performed by bank transfer to banks other than BRD, the account statement certified by the compensation for fractions transfer recipient bank shall also be attached to the aforementioned documents, or any other supporting document issued by the bank confirming the holder of the aforementioned bank account.

The shareholders can send the documents by mail to the address: BRD GSG, Directia Titluri – Turn BRD 1-7 Blvd. Ion Mihalache, 1st District, Bucharest, Postal code: 011171.

The documents sent by mail for resident shareholders must be in original form or must be a notarised copy. The documents sent by mail for non-resident shareholders must be in original form or must be a notarised copy and, if the documents are issued by a foreign authority, they must be supra-legalised or apostilled, as applicable (note: apostilling / supra-legalisation is not required for

those countries with which Romania has concluded a bilateral convention to waive the requirement in this sense).

The payment request forms to be used can be downloaded from BRD's website (<https://www.brd.ro/en/financial-markets/custody-storageissuers/issuer-services>) or from Fondul Proprietatea's website (<https://www.fondulproprietatea.ro/home/investor-relations/dividendsdistributions.html>).