

**CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF
SHAREHOLDERS OF FONDUL PROPRIETATEA S.A. DATED 29/30 SEPTEMBER 2026**

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 Register of 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 Buzzești Street, 7th floor, 1st District, Romania, registered with the Bucharest 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 31 July 2026 of the shareholder Lion Capital SA, which holds more than 5% of the share capital of Fondul Proprietatea, to convene the Ordinary General Shareholders’ Meeting of Fondul Proprietatea,

CONVOKES:

The **Extraordinary General Meeting of Shareholders** of Fondul Proprietatea on **29 September 2026 (first convening), 11:00 AM** (Romanian time), at „**Grand Hotel Bucharest**”, Rapsodia Ballroom, Nicolae Bălcescu Avenue, no. 4, 1st District, Bucharest, 010051, 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 **30 September 2026 (second convening), 11:00 AM** (Romanian time) at „**Grand Hotel Bucharest**”, Rapsodia Ballroom, Nicolae Bălcescu Avenue, no. 4, 1st District, Bucharest, 010051, Romania, with the same agenda as at the first convening.

and

The **Ordinary General Meeting of Shareholders** of Fondul Proprietatea on **29 September 2026 (first convening), 12:00 PM** (Romanian time), at „**Grand Hotel Bucharest**”, Rapsodia Ballroom, Nicolae Bălcescu Avenue, no. 4, 1st District, Bucharest, 010051, 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 **30 September 2026 (second convening), 12:00 PM** (Romanian time) at „**Grand Hotel Bucharest**”, Rapsodia Ballroom, Nicolae Bălcescu Avenue, no. 4, 1st District, Bucharest, 010051, Romania, with the same agenda as at the first convening.

Only the persons registered as shareholders of the Company on **14 September 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. The approval of the following amendments to the Constitutive Act of Fondul Proprietatea:

(a) Article 15 paragraph (1) shall be amended and shall read as follows:

“(1) The ordinary general meeting of the shareholders shall appoint the Board of Nominees formed of 5 members, and shall establish their remuneration. The members of the Board of Nominees may expressly waive the remuneration in writing, in whole or in part. The waiver shall take effect as of the date specified in the waiver statement or notice or, in the absence of such specification, as of the date of its receipt by Fondul Proprietatea, without affecting any amounts that have already become due and payable, unless the member of the Board of Nominees expressly provides otherwise.”

(b) At Article 18, following paragraph (2), a new paragraph (2[^]1) shall be inserted as follows:

“(2[^]1) The liability regime applicable to the members of the Board of Nominees shall be similar for all its members, regardless of whether they accept or waive, in whole or in part, the remuneration related to the activity carried out within Fondul Proprietatea.”

2. The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 26,218,123.05 from RON 332,881,589.66 to RON 306,663,466.61, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease approved through the EGSM Resolution no. 7/23 July 2026 (the “Share Capital Decrease**”), subject to the implementation and effectiveness of the Share Capital Decrease. Following the decrease, the**

corresponding amount will be transferred to Retained earnings, and will remain available for future use by shareholders.

3. The approval of:

- (a) The date of **15 October 2026** as the **Ex – Date**, computed in accordance with Article 176 paragraph (1), correlated with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018; and of

The date of **16 October 2026** as the **Registration Date**, computed in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, correlated 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.** The approval of: (i) the appointment of a new alternative investment fund manager that will act also as the sole director of Fondul Proprietatea for a mandate of 4 (four) years starting with 1 April 2027 (provided that all the legal requirements related to the appointment of the new alternative investment fund manager and sole director of Fondul Proprietatea are finalized by 31 March 2027, inclusive) and until 1 April 2031, from the three candidates of the Selection Process, respectively, Franklin Templeton International Services S.à r.l., INVL Asset Management UAB and SAI Muntenia Invest S.A., as well as any other potential candidates, in accordance with Article 19 paragraph (3) of the Constitutive Act (if the case); and (ii) the corresponding management agreement, including the remuneration of the alternative investment fund manager that will act also as sole director, as provided thereunder, in the form set out in the supporting documentation, in the event that the OGM appoints a candidate resulting from the Selection Process, as defined below (the OGM also acknowledging and agreeing all steps and actions undertaken by the Board of Nominees during and/or in relation with the Selection Process), or respectively the approval of the empowerment of the Board of Nominees to negotiate the management agreement with the appointed candidate resulting from qualifying candidate proposals received from any shareholder of Fondul Proprietatea.

Mr. Ștefan Nanu, the Chairperson of the Board of Nominees, is hereby empowered (with authority to be substituted by another member of the Board of Nominees) to execute the management agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.

In the context of the selection process commenced and conducted by the Board of Nominees pursuant to OGM Resolution no. 13 of 27 September 2024, OGM Resolution no. 10 of 29 September 2025, OGM Resolution no. 19 of 29 September 2025, OGM Resolution no. 18 of 23 July 2026 and OGM Resolution no. 19 of 23 July 2026 (the "**Selection Process**"), currently ongoing, the Board of Nominees will provide the detailed comparative report on the first three offers resulting from the Selection Process until **28 August 2026, 5:00 PM (Romanian time)**.

Voting on this item 1 on the agenda is also subject to:

(a) publishing on the webpage of the Company of the Board of Nominees' detailed comparative report on the first three offers resulting from the Selection Process and of the execution versions of the management agreement for each of the first three candidates resulting from the Selection Process until **28 August 2026, 5:00 PM (Romanian time)**;

and/or

(b) receipt of qualifying candidate proposals from any shareholder of Fondul Proprietatea. The proposals can be made until **31 August 2026, 5:00 PM (Romanian time)**, proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzești 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 documents attesting professional qualification and the evidence related to the necessary 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.

Note: This item was included on the agenda by the Fund Manager at the request of the Board of Nominees considering the ongoing Selection Process and in accordance with Article 19 paragraph (3) of the Fund's Constitutive Act.

(secret vote)

2. Subject to and conditional upon item 1 above not being approved by the OGM, the approval of (i) the extension 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 the sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a period of one (1) year starting with 1 April 2027 and until 1 April 2028 and (ii) the corresponding extension of the terms of the management agreement executed between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. on 26 March 2026, as approved by the OGM Resolution no. 1 of 26 February 2026 (the "**Management Agreement**") until 1 April 2028 (with the corresponding amendments to the provisions linked to the duration of the Management Agreement), in accordance with the Addendum to the Management Agreement in the form set out in the supporting documentation (the "**Addendum**"), with all the other provisions of the Management Agreement remaining unchanged.

The extended mandate and the corresponding Addendum will enter into force only to the extent that by 31 March 2027 (a) the OGM does not appoint a new AIFM (who shall also act as sole director), pursuant to the Selection Process or pursuant to receiving qualifying candidate proposals from any shareholder of Fondul Proprietatea (the "**Appointment**") or (b) such Appointment does not enter into force by the aforementioned date (i.e. 31 March 2027).

Mr. Ștefan Nanu, the Chairperson of the Board of Nominees is hereby empowered (with authority to be substituted by another member of the Board of Nominees) to execute the Addendum and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.

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.

(secret vote)

3. The approval of the distribution of a gross dividend in the amount of RON 0.046 per share to all shareholders of the Company entitled to receive such dividend in accordance with applicable law.

(Item added on the agenda at the request of the shareholder Lion Capital SA, which holds more than 5% of the share capital of Fondul Proprietatea and supported by the Sole Director).

4. The approval of the additional fees to be paid to Ernst & Young Assurance Services SRL, as the Fund's financial auditor for the audit of the financial statements of FP for the FY ended 31 December 2025 amounting to EUR 9,000 (before VAT).

5. The approval of:

- (a) The date of **15 October 2026** as the **Ex – Date**, computed in accordance with Article 176 paragraph (1), correlated with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018;

The date of **16 October 2026** as the **Registration Date**, computed in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, correlated with the provisions of Article 87 paragraph (1) of Issuers' Law; and of

The date of **9 November 2026** as the **Payment Date**, computed in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, correlated 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.

- (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

Information with respect to the OGM agenda

With respect to item 1 on the OGM agenda, the detailed comparative report on the first three offers resulting from the Selection Process and the list containing the data (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA, if applicable) regarding each of the candidates corresponding to such first three selected offers resulting from the Selection Process, as supporting documentation, will be published on the webpage of the Company until **28 August 2026, 5:00 PM** (Romanian time) and will be available at the headquarters of the Company for the shareholders' information.

With respect to item 1 on the OGM agenda, shareholders can propose candidates until **31 August 2026, 5:00 PM** (Romanian time), proposals that shall be filed at the headquarters of the Company, in Bucharest, 76-80 Buzesti Street, 7th floor, 1st District, zip code 011017, Romania, or 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 at agafp@fondulproprietatea.ro. 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 a daily basis.

With respect to item 1 on the OGM agenda, the execution versions of the management agreement for each of the first three candidates resulting from the Selection Process, as supporting documentation, will be published on the webpage of the Company and shall be made available at its headquarters for the shareholders' information within 30 days before the date of the OGM, according to the applicable legal provisions (respectively, not later than 28 August 2026).

With respect to item 2 on the OGM agenda, 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.

With respect to item 2 on the OGM agenda, please note that this item will be put to vote during the OGM and the votes cast by correspondence or via eVote platform shall be validated only if item 1 of this OGM agenda is not approved by the OGM.

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 Buzești Street, 7th floor, 1st district, postal code 011017, Romania by any type of courier service with proof of delivery (bearing the signature of the shareholder or its legal representative) 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 **31 August 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 Buzești Street, 7th floor, 1st District, postal code 011017 or to agafp@fondulproprietatea.ro, so that they are received by the Company by **25 September 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 **25 September 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 Buzești 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 form

Shareholders may delegate other persons, except for the Fund Manager, its employees or the 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 participates and 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 **25 September 2026, 11:00 AM** (Romanian time) for documents regarding the EGM and **25 September 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 **25 September 2026, 11:00 AM** (Romanian time) for documents regarding the EGM and **25 September 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 Buzzești Street, 7th floor, 1st District, postal code 011017 so that it is received by the Company by **25 September 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **25 September 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 formalities 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 Buzești 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 **25 September 2026, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **25 September 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 29/30 September 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 **28 September 2026, 11:00 AM** (Romanian time) **for EGM** and **28 September 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