

To: **Bucharest Stock Exchange
Financial Supervisory Authority**

Current report according to Article 113 point A, paragraph (1) of the Romanian National Securities Commission Regulation no. 1/2006 regarding the issuers and the operations with securities, as subsequently amended and completed, as well as the provisions of Article 99 of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments.

Important events to be reported:

Financial Supervisory Authority has endorsed several amendments to the Constitutive Act

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch (**“the Fund Manager”**), in its capacity as sole administrator and fund manager of Fondul Proprietatea SA (**“the Fund”**), would like to inform shareholders that the Financial Supervisory Authority (**“FSA”**), by Decision no. 218/11 November 2014, endorsed without comments several amendments to the Fund’s Constitutive Act as approved by shareholders during the 23 September 2014 Extraordinary General Shareholders Meeting (**“EGM”**), namely:

- article 12 paragraph 2 letter d) of the Fund’s Constitutive Act approved through EGM Resolution no. 12/23 September 2014, as follows: *“d) to appoint the Fund Manager in accordance with the law and to cancel its appointment”*.
- article 12 paragraph (2) letter f) of the Fund’s Constitutive Act approved through EGM Resolution no. 13/23 September 2014, as follows: *“f) to set the level of the remuneration of the members of the Board of Nominees, the Fund Manager and of the financial auditor for financial audit services for the ongoing fiscal year”*.
- article 13 paragraph (9) of the Fund’s Constitutive Act approved through EGM Resolution no. 14/23 September 2014, as follows: *“(9) The notice for the first general meeting of the shareholders may provide also the day and hour of the second meeting, having the same agenda as the first, in order to cover the situation in which the first meeting cannot take place if the quorum is*

Report date:

13 November 2014

Name of the issuing entity:

Fondul Proprietatea S.A.

Registered office:

78-80 Buzesti St.,
7th floor, district 1,
Bucharest, postal code 011017

Phone/fax number:

Tel.: + 40 21 200 9600

Fax: + 40 21 200 9631

Sole Registration Code with the Trade Register Office:

18253260

Order number in the Trade Register:

J40/21901/2005

Subscribed share capital:

RON 11,815,279,886.85

Paid-up share capital:

RON 11,469,658,154.35

Regulated market on which the issued securities are traded:

Bucharest Stock Exchange

not being met”.

- article 34 following the insertion of paragraph (5) of the Fund’s Constitutive Act approved through EGM Resolution no. 13/23 September 2014, as follows: “(5) *Fondul Proprietatea will not engage in any “raising of capital” activities, within the sense of Article 4 (1) (a) (i) of EU Directive 2011/61 as detailed by European Securities and Markets Authority’s related guidelines and interpretations, save for the situation where such would be imposed under Article 10 para. (2) of Law no. 247/2005, with further amendments and supplements.”*

Please find enclosed in the Annex herein the English translation of FSA’s Decision no. 218/11 November 2014.

The Constitutive Act updated with the amendments endorsed by FSA is published on the webpage of the Fund, and may be accessed [here](#).

Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, acting as Sole Administrator on behalf of FONDUL PROPRIETATEA S.A.

Oana Valentina TRUȚA

Legal Representative

Translation from Romanian

Stamp applied: Financial Supervisory Authority
Exit No. SI/DAS 10713.1
12.11.2014



DIVISION FOR AUTHORIZATION AND SUPERVISION OF REGULATED
ENTITIES
FINANCIAL INSTRUMENTS AND INVESTMENTS SECTOR

Stamp applied: SC Fondul Proprietatea SA
Entry No.1973 of 12.11.2014

FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED

United Kingdom, Bucharest Branch
78-80 Buzesti Street, 7th -8th floor, Premium Point
1st district, 011017, Bucharest, Romania
Fax: 021/200.96.31/32

To Mrs. Oana Valentina Truta – Manager

Dear Madam,

Referring to SC Fondul Proprietatea SA letter, registered with FSA under the number
RG/103579/25.10.2014, we hereby submit as attachment, in original, FSA Decision no.
218/11.11.2014

Sincerely yours,

Head of Department
Claudia Catalina SAVA
Illegible signature
Stamp of Financial Supervisory Authority applied

FINANCIAL SUPERVISORY AUTHORITY
FINANCIAL INSTRUMENTS AND INVESTMENTS SECTOR

DECISION NO. 218/11.11.2014

According to the provisions of art. 1 paragraph (2), art. 2 paragraph (1) let. a) and d), art. 3 let. a), art. 6 paragraphs (1) and (3) and art. 27 of the Government Emergency Ordinance no. 93/2012 on the establishment, organization and functioning of Financial Supervisory Authority (named hereinafter FSA), approved with the amendments and supplementing by Law no. 113/2013, with the further amendments and supplementing,

based on FSA Decision no. 925/31.07.2014,

according to the provisions of art. 14 paragraph (1) let. b) and line (3) of CNVM Regulation no. 4/2010 on the registration with the National Securities Commission and operation of the Trade Company "Fondul Proprietatea SA", and the trade of shares issued by it, considering SC Fondul Proprietatea SA request registered with FSA under the no. RG/103579/25.10.2014,

based on the analysis of the specialty division, FSA Vice-President - Financial Instruments and Investments Sector decided on the issue of the following individual deed:

ENDORSEMENT

Art. 1. Amendments made to art. 12 paragraph (2) let. d) of SC Fondul Proprietatea SA Constitutive Act are approved according to the Resolution of the General Extraordinary Meeting of Shareholders no. 12/23 September 2014.

Art. 2. Amendments made to art. 12 paragraph (2) let. f) of SC Fondul Proprietatea SA Constitutive Act are approved according to the Resolution of the General Extraordinary Meeting of Shareholders no. 13/23 September 2014.

Art. 3. Amendments made to art. 13 paragraph (9) of SC Fondul Proprietatea SA Constitutive Act are approved according to the Resolution of the General Extraordinary Meeting of Shareholders no. 14/23 September 2014.

Art. 4. Amendments made to art. 34 of SC Fondul Proprietatea SA Constitutive Act are approved following the insertion of paragraph (5) according to the Resolution of the General Extraordinary Meeting of Shareholders no. 15/23 September 2014.

Art. 5. This Approval shall become effective at the date it is communicated to SC Fondul Proprietatea SA and shall be published in the Bulletin of the Financial Supervisory Authority, electronic form.

VICEPRESIDENT
FINANCIAL INSTRUMENTS AND INVESTMENTS SECTOR
MIRCEA URSACHE
illegible signature
stamp of Financial Supervisory Authority applied