

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

The current report according to Art. 113 point A, paragraph (1) letter c) of the Romanian National Securities Commission Regulation no. 1/2006 regarding the issuers and the operations with securities, as subsequently amended and supplemented, as well as the provisions of Art. 99 of the Rulebook of the Bucharest Stock Exchange as Market Operator

**Important events to be reported:**

### **The resolutions of the Extraordinary and Ordinary General Shareholders Meetings of 28 April 2014**

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch ("**FTIML Bucharest Branch / the Fund Manager**"), in its capacity as Sole Administrator and Fund Manager of Fondul Proprietatea SA ("**the Fund**") hereby announces that on 28 April 2014 were held at JW Marriott Hotel, in Bucharest, the Fund's Extraordinary General Shareholders Meeting commencing with 10.00 a.m. (Romanian time) and the Fund's Ordinary General Shareholders Meeting commencing with 11.00 a.m. (Romanian time).

The meetings were chaired by Mr. Grzegorz Maciej Konieczny, the Legal Representative of the Fund Manager.

The shareholders of the Fund decided the following:

#### **A. Extraordinary General Shareholders Meeting ("EGM"):**

1. To approve the EGM agenda.
2. To approve the amendment of the Constitutive Act of Fondul Proprietatea SA as follows:
  - a. Article 19, paragraph 1 will be amended mentioning that Fondul Proprietatea SA is managed by Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch without mentioning the management agreement signed in February 2010.
  - b. The introduction after paragraph 4 of Article 34 of the Constitutive Act of a new paragraph mentioning that Fondul Proprietatea SA 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

**Report date:**

28 April 2014

**Name of the issuing entity:**

Fondul Proprietatea S.A.

**Registered office:**

78-80 Buzesti St.,  
7<sup>th</sup> 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 13,538,087,407

**Paid share capital:**

RON 13,174,101,815

**Regulated market on which the issued securities are traded:**

Bucharest Stock Exchange

interpretations.

3. To approve the secondary listing of Fondul Proprietatea SA on the London Stock Exchange and all the details related to it;
4. To approve the decrease of the subscribed share capital of Fondul Proprietatea SA from RON 12,861,183,036.65 to RON 11,815,279,886.85, pursuant to the cancellation of 1,100,950,684 own shares acquired by the Company during 2013 and the change of Article 7 of the Constitutive Act after the share capital decrease is effective;
5. To approve the amendment of the Investment Policy Statement;
6. To approve the authorization of the Sole Administrator to buy-back shares of Fondul Proprietatea S.A., for a maximum number of (i) 990,855,616 shares or (ii) 10% of the issued share capital at the relevant time, whichever is the lesser, starting with the date when the buy-back programme approved through the Extraordinary General Meeting of Shareholders Resolution no. 15/22 November 2013 is completed (or otherwise cancelled by the shareholders), for a maximum period of 18 months as of the date when the shareholders' resolution is published in the Official Gazette of Romania, Part IV. The buy-back shall be performed at a price that cannot be lower than RON 0.2 / share or higher than RON 2 / share. The transaction can only have as object fully paid shares. The buy-back programme is aimed at the share capital decrease. The shareholders' decision regarding the share capital decrease and the change of the Constitutive Act will be approved by the shareholders, with the observance of the provisions of the Constitutive Act, being agreed that the shareholders may approve one or more share capital decreases as the shares are being bought back and the shareholders are convened by the Sole Administrator. This buy-back programme implementation will be subject to the availability of the necessary cash;
7. To ratify and to approve all resolutions taken by the extraordinary general shareholders' meetings and all of the legal acts (including decisions and contracts) concluded, adopted and issued in the name of Fondul

Proprietatea SA through Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, between 6 September 2010 and 27 April 2014 and to approve and to ratify any implementation acts, facts and operations based on such, including the management of the Company under an unitary system;

8. To approve 15 May 2014 as the registration date, in accordance with the provisions of Article 238 para. (1) of Capital Market Law no. 297/2004;
9. To empower, with authority to be substituted, Grzegorz Maciej KONIECZNY, as legal representative of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch, to sign the shareholders' resolutions and the amended and restated form of the Constitutive Act, as well as any other documents in connection therewith.

## **B. Ordinary General Shareholders Meeting (“OGM”):**

1. To approve the OGM agenda;
2. To approve the execution of the Investment Management Agreement between Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch and Fondul Proprietatea SA as negotiated between the Board of Nominees and Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch and to empower the Chairman of the Board of Nominees to execute it on behalf of Fondul Proprietatea SA;
3. To approve the renewal / extension of the current mandate of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch for a duration of 2 years starting with 30 September 2014;
4. To approve the Annual Activity Report of the Sole Administrator of Fondul Proprietatea SA for the financial year 2013, including the financial statements for the year ended on 31 December 2013 prepared in accordance with the Romanian Accounting Regulations, to approve the report of auditor and the discharge of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch for any liability for the administration during 2013;
5. To approve the net profit allocation for the financial year

2013;

6. To approve the amended budget for 2014 for Fondul Proprietatea SA (Addendum no. 1 to the 2014 Budget of Fondul Proprietatea S.A.);
7. To approve the addendum to the audit contract with Deloitte Audit SRL for other services related to the secondary listing described under point 3 of the EGM agenda;
8. To ratify and to approve all OGM decisions and all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented by it, approved or concluded between 6 September 2010 and 27 April 2014. The ratification and the appointment of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Sole Administrator of Fondul Proprietatea SA and as Fund Manager pursuant to Law no. 297/2004 regarding the capital market and according to Investment Management Agreement signed on 25 February 2010 and the ratification and the approval of the Investment Management Agreement signed on 25 February 2010 including all amendments thereto. The appointment of the Sole Administrator produces effects in accordance with the provisions of the Law 31/1990, beginning with the acceptance of the mandate. The mandate expires on 29 September 2014;
9. To approve 15 May 2014 as the registration date, in accordance with the provisions of Article 238 para. (1) of Capital Market Law no. 297/2004;
10. To empower, with authority to be substituted, Grzegorz Maciej KONIECZNY, as legal representative of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch, to sign the shareholders' resolutions, as well as any other documents in connection therewith.

**Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, acting as Sole Administrator on behalf of FONDUL PROPRIETATEA SA**  
**Oana Valentina TRUȚA**  
**Legal Representative**