

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

Current report according to Article 113 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 in the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments.

**Important events to be reported:**

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 (the "Fund"), would like to inform shareholders and investors of the Fund's intention to sell approximately 1.18 million of the ordinary shares (the "Placing Shares") it currently owns in SNTGN TRANSGAZ S.A. (the "Company") on the Bucharest Stock Exchange. The current intention is to sell 1.18 million Placing Shares which represents approximately 10% of the Company's ordinary shares and approximately 67% of the Fund's holding in the Company. However, the Fund reserves the right to increase or to reduce the size of the sale or not to proceed with the sale. The Fund has previously announced its evaluation of the strategic options regarding its holding in the Company.

The Placing Shares will be placed via an accelerated bookbuild in a private placement addressed to international qualified investors and, in some jurisdictions, other investors in accordance with the relevant legal provisions (including without limitation art. 15(1) item 3 of Regulation 1/2006 regarding issuers and securities operations, as amended, of the Romanian National Securities Commission) and Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act"), as well as to Qualified Institutional Buyers only in the United States of America within the meaning of Rule 144A under the Securities Act in transactions exempt from the requirements of the Securities Act (the "Private Placement").

The price per Placing Share and the final number of Placing Shares sold will be determined on completion of the

**Report date:**

10 December 2013

**Name of the issuing entity:**

S.C. Fondul Proprietatea S.A. (the "Fund")

**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 13,778,392,208

**Paid share capital:**

RON 13,413,137,586

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

Bucharest Stock Exchange

bookbuilding process and will be announced accordingly to the market.

Any of the Company's shares held by the Fund, which are not sold in the Private Placement will be subject to a 180 day lock-up. In connection with the Placing, Citigroup Global Markets Limited, Raiffeisen Capital & Investment S.A. and WOOD & Company Financial Services a.s. are acting as Joint Global Coordinators and Joint Bookrunners (together the "Banks").

### Disclaimer

Members of the general public are not eligible to take part in the Private Placement. The Private Placement is only addressed,

- (i) subject to the below, in any member state of the European Economic Area, to qualified investors within the meaning of article 2(1)(e) of the Directive 2003/71/EC of the European Parliament and of the Council ("Prospectus Directive");
- (ii) in Romania, to investors who acquire shares in the Private Placement for a total consideration of at least EUR 100,000 per investor;
- (iii) in Czech Republic, to qualified investors within the meaning of article of article 34/3 of the Act. No. 256/2004 Coll., Capital Markets Act and to fewer than 150 natural or legal persons, other than qualified investors;
- (iv) in the United Kingdom, (a) to investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended ("the Order) or (b) to persons to whom the Private Placement may be legally made on other legal grounds, in particular in other circumstances permitted in section 21 of the Financial Services and Markets Act 2000 (Financial Promotion);
- (v) in the United States of America, only to Qualified Institutional Buyers within the meaning of Rule 144A under the U.S. Securities Act of 1933, as

amended (the "Securities Act") in transactions exempt from the requirements of the Securities Act

(all such persons are collectively referred to in (i)-(v) are hereinafter referred to as "Relevant Persons").

Any investment decision of the Relevant Persons to buy shares in the Private Placement must be made solely on the basis of publicly available information. The information made available by the Company is not the responsibility of the Fund, the Fund Manager or the Banks and has not been independently verified by any of the Fund, Fund Manager or the Banks. The persons who are not Relevant Person must not rely on the information regarding the Private Placement set out in this report.

This report is not, and must not be construed as an offer, solicitation or invitation, nor part of such offer, solicitation or invitation, to subscribe for, underwrite, or otherwise acquire any securities of the Company. This report is not to be construed as a recommendation regarding any securities of the Company and is not intended to form the basis of any decision to purchase securities of the Company.

No prospectus and no offering document have been or will be prepared in connection with the Private Placement. No public offering of securities is being made in any other jurisdiction where the drawing up and/or publication of a prospectus within the meaning of the Prospectus Directive, and/or registration of the Company's shares and/or any other registration and/or approval formality would be required according to the applicable law.

This report may not be reproduced, re-distributed, disseminated, or disclosed, whether directly or indirectly, to any person, and may not be published in whole or part for any purpose whatsoever in any jurisdiction where action for that purpose is required. Failure to observe these restrictions may represent a breach of applicable laws regulating the trade in securities.

This report does not constitute an offer of securities for sale in the United States of America. The shares issued by the Company may not be offered or sold in the United States of America absent registration or an exemption from registration under the Securities Act. Neither the Company nor its shareholders intend to register any portion of the offering in the United States.

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

**Oana Valentina TRUȚA**

**Legal Representative**