

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

Current report according to Article 99 letter (s) of the Rule book of the Bucharest Stock Exchange Market Operator, Title II, Issuers and Financial Instruments

Important events to be reported:

The resolutions of the Extraordinary and Ordinary General Shareholders Meetings of 27 April 2015

Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch (**“the Fund Manager”**), in its capacity as Sole Administrator and Fund Manager of Fondul Proprietatea SA (**“the Fund / the Company”**) hereby announces that on 27 April 2015 were held at Radisson Blu Hotel, in Bucharest, the Fund’s Extraordinary General Shareholders Meeting commencing at 13:00 hours (Romanian time) and the Fund’s Ordinary General Shareholders Meeting commencing at 14:00 hours (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 decrease of the subscribed share capital of Fondul Proprietatea S.A. as follows.

“The decrease of the subscribed registered share capital of Fondul Proprietatea S.A. from RON 10,965,850,800.30 to RON 10,074,080,745.90, pursuant to the cancellation of 990,855,616 own shares acquired by the Company. After the share capital decrease the subscribed share capital of the Company will be RON 10,074,080,745.90 being divided into 11,193,423,051 shares, with a nominal value of RON 0.90 / share. The subscribed share capital decrease will take place on the basis of Article 207 paragraph 1 letter c) of Law 31/1990.

The first paragraph of Article 7 of the Constitutive Act after the share capital decrease will be changed as follows.

Report date:

27 April 2015

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 11,575,064,733.65

Paid-up share capital:

RON 11,229,443,001.15

Number of shares in issue:

12,184,278,667

Number of paid shares:

11,820,466,317

Regulated market on which the issued securities are traded:

Bucharest Stock
Exchange

“(1) The subscribed share capital of Fondul Proprietatea is in amount of RON 10,074,080,745.90, divided in 11,193,423,051 ordinary, nominative shares, having a nominal value of RON 0.90 each. The capacity as shareholder of Fondul Proprietatea is attested by a statement of account issued by Depozitarul Central SA”.

The subscribed share capital decrease will be effective after the following three conditions are met: (i) the share capital decrease for the return of capital as approved by shareholders on 21 January 2015 is effective; (ii) this resolution is published in the Official Gazette, Part IV for at least two months; and (iii) the Financial Supervisory Authority (“**FSA**”) endorses the changing of first paragraph of Article 7 of the Constitutive Act, as modified based on this resolution, where required by applicable law or regulation.

3. To approve the authorization of the Sole Administrator to buy-back shares of Fondul Proprietatea S.A., global depositary receipts or depositary interests corresponding to shares of Fondul Proprietatea S.A., via trading on the regular market on which the shares, the global depositary receipts or the depositary interests corresponding to the shares of Fondul Proprietatea S.A. are listed or public tender offers, in compliance with the applicable law, for a maximum number of (i) 891,770,055 shares or equivalent of for global depositary receipts or depositary interests corresponding to shares of Fondul Proprietatea S.A. or (ii) 10% of the issued share capital at the relevant time, whichever is the lesser, starting with the date when the share capital decrease approved through the Extraordinary General Meeting of Shareholders’ Resolution no. 1/21 January 2015 is effective, for a maximum period of 18 months as of the date when this 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. In case of acquisitions of global depositary receipts or depositary interests corresponding to shares of Fondul Proprietatea S.A., the calculation of shares in relation to the aforementioned thresholds shall be based on the number of Fondul Proprietatea SA shares underlying such instruments and their minimum and maximum acquisition price in the currency

equivalent shall be within the price limits applicable to the share buy-backs above-mentioned, and shall be calculated based on the number of shares represented by each global depositary receipts or depositary interests. The transaction can only have as object fully paid shares, global depositary receipts or depositary interests corresponding to the shares. The buy-back programme is aimed at the share capital decrease. The shareholders' resolution 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.

4. To approve the amended Investment Policy Statement.
5. To ratify and to approve all EGM resolutions and all legal acts (including resolutions, decisions, notices for convening all EGM and contracts) concluded, adopted and issued in the name of Fondul Proprietatea S.A. through Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch, between 6 September 2010 and 26 April 2015 and to approve and ratify any implementation acts, facts and operations based on such, including the management of the Company under an unitary system, as well as to approve all the changes to the Constitutive Act approved by all the extraordinary general meetings of shareholders between 6 September 2010 and 26 April 2015, as endorsed by FSA and reflected in the in force Constitutive Act attached as an Annex to the Convening Notice.
6. In accordance with Article 129² of Regulation no. 1/2006, to approve 20 May 2015 as the registration date, in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, and 19 May 2015 as the *Ex – Date*, computed according to the definition set by Article 2 letter f) of Regulation no. 6/2009. As no payments to the shareholders shall be triggered by the decisions herein, shareholders did not decide upon the Payment Date, as it is defined by Article 2 letter g) of Regulation no. 6/2009.
7. 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, 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 Register or with any other public institution.

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

1. To approve the OGM agenda.
2. To approve the Annual Activity Report of the Sole Administrator of Fondul Proprietatea S.A. for the financial year 2014, including the financial statements for the year ended on 31 December 2014 prepared in accordance with the Romanian Accounting Regulations, to approve the auditor's report and to discharge Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch for any liability for its administration during 2014.
3. To approve the net profit allocation for the financial year 2014, as presented in the supporting documentation.
4. To approve the revised secondary listing budget.
5. To ratify and to approve all OGM resolutions and all legal acts (including decisions, notices for convening all OGM 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 26 April 2015. To approve the appointment of Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch as Sole Administrator of Fondul Proprietatea S.A. and as Fund Manager pursuant to Law no. 297/2004 and according to the Investment Management Agreement signed on 25 February 2010 and the Investment Management Agreement signed on 29 April 2014 and to ratify the Investment Management Agreement signed on 25 February 2010 including all amendments thereto and the Investment Management

Agreement signed on 29 April 2014 including all amendments thereto.

6. In accordance with Article 129² of Regulation no. 1/2006, to approve 20 May 2015 as the registration date, in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, and 19 May 2015 as the *Ex – Date*, computed according to the definition set by Article 2 letter f) of Regulation no. 6/2009. As no payments to the shareholders shall be triggered by the decisions herein, shareholders did not decide upon the Payment Date, as it is defined by Article 2 letter g) of Regulation no. 6/2009.
7. 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, 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 Register or with any other public institution.

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