

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

Current report according to Article 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 completed, as well as the provisions of Article 99 letter a) of the Code of the Bucharest Stock Exchange Market Operator, Title II, Issuers and Financial Instruments

**Important events to be reported:**

**The resolutions of the 14 February 2018 Extraordinary and Ordinary General Shareholders Meetings of Fondul Proprietatea SA**

Franklin Templeton Investment Management Limited United Kingdom Bucharest Branch ("**FTIML Bucharest**"), in its capacity as Investment Manager of Fondul Proprietatea SA ("**the Fund / the Company**") hereby announces that on 14 February 2018 were held at "Radisson Blu" Hotel, 63-81 Calea Victoriei Street, Atlas Room, 1<sup>st</sup> District, Bucharest, 010065, Romania, the Fund's Extraordinary General Shareholders Meeting commencing 11:00 hours (Romanian time) ("**EGM**") and the Fund's Ordinary General Shareholders Meeting commencing 12:00 hours (Romanian time) ("**OGM**").

The meetings were chaired by Mr. Johan Meyer, the Permanent Representative of Franklin Templeton International Services S.à r.l., the Sole Director of the Fund.

The shareholders of the Fund decided the following with respect to:

**A. The EGM agenda:**

1. To approve the new Investment Policy Statement, as described in the EGM supporting materials. The new Investment Policy Statement as approved during this meeting will be in force starting with 1 April 2018.
2. To approve, in accordance with Article 129<sup>2</sup> of Regulation no. 1/2006:
  - **14 March 2018** as the **Ex – Date**, computed in accordance with the provisions of Article 2 paragraph (2) letter f<sup>1</sup>) of Regulation no. 1/2006,
  - **15 March 2018** as the **Registration Date**, computed in accordance with the provisions of Article 86 paragraph (1) of Issuers' Law.

**Report date:**

14 February 2018

**Name of the issuing entity:**

Fondul Proprietatea S.A.

**Registered office:**

78-80 Buzesti Street  
7<sup>th</sup> floor, district 1,  
Bucharest, 011017

**Phone/fax number:**

Tel.: + 40 21 200 9600

Fax: + 40 21 200 9631

**Email:**

office@fondulproprietatea.ro

**Internet:**

www.fondulproprietatea.ro

**Sole Registration Code**

**with the Trade Register**

**Office:**

18253260

**Order number in the Trade**

**Register:**

J40/21901/2005

**Register on Data**

**Protection Notification**

**Register under number:**

18668

**Subscribed share capital:**

RON 4,854,034,784.56

**Paid-up share capital:**

RON 4,664,852,362.56

**Number of shares in**

**issue:**

9,334,682,278

**Number of paid shares:**

8,970,869,928

**Regulated market on**

**which the issued**

**securities are traded:**

Shares on Bucharest Stock  
Exchange

GDRs on London Stock

Exchange

As they are not applicable to this EGM, the shareholders did not decide on the date of the guaranteed participation, as defined by Article 2 letter f<sup>1</sup>) of Regulation no. 6/2009, and on the Payment Date, as defined by Article 2 letter g) of Regulation no. 6/2009.

3. To empower, with authority to be substituted, Mr. Johan Meyer 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 Registry or with any other public institution.

#### **B. The OGM agenda:**

1. To approve the terms along with the execution before 1 March 2018 of the Management Agreement (in the form described in the OGM supporting documentation) by and between Fondul Proprietatea S.A. and Franklin Templeton International Services S.À R.L. covering the New Mandate (as defined by OGM Resolution no. 3 of 26 September 2017). It is hereby acknowledged that the execution of the Management Agreement before 1 March 2018 marks the fulfilment of all the conditions precedent under OGM Resolution no. 3 of 26 September 2017 and consolidation of the Fund Manager's New Mandate which will be in full force and effect starting with 1 April 2018. Mr. Sorin Mihai Mîndruțescu, the chairman of the Board of Nominees, was empowered (with authority to be substituted by another member of the Board of Nominees) to sign the said Management Agreement for and on behalf of Fondul Proprietatea S.A.
2. To appoint three members in the Board of Nominees of Fondul Proprietatea S.A. following the expiration of two mandates on 5 April 2018 and another one on 14 April 2018 as follows:
  - (a) To appoint Mr. JULIAN RUPERT FRANCIS HEALY as member of the Board of Nominees. The mandate is valid for a period of three (3) years and shall produce its effects starting with 5 April 2018, subject to the acceptance of the mandate by the newly appointed member (*secret vote*).

- (b) To appoint Mr. PIOTR RYMASZEWSKI as member of the Board of Nominees. The mandate is valid for a period of three (3) years and shall produce its effects starting with 5 April 2018, subject to the acceptance of the mandate by the newly appointed member (*secret vote*).
- (c) To appoint Mr. STEVEN CORNELIS VAN GRONINGEN as member of the Board of Nominees. The mandate is valid for a period of three (3) years and shall produce its effects starting with 14 April 2018, subject to the acceptance of the mandate by the newly appointed member (*secret vote*).
3. To approve the increase of the gross monthly remuneration for each member of the Board of Nominees to RON 24,123/month, starting with 1 January 2018. Mr. Johan Meyer is empowered to sign the addenda to the mandate agreements with the members of the Board of Nominees, for and on behalf of Fondul Proprietatea S.A.
4. To approve, in accordance with Article 129<sup>2</sup> of Regulation no. 1/2006:
- **14 March 2018** as the **Ex – Date**, computed in accordance with the provisions of Article 2 paragraph (2) letter f<sup>1</sup>) of Regulation no. 1/2006,
  - **15 March 2018** as the **Registration Date**, computed in accordance with the provisions of Article 86 paragraph (1) of Issuers' Law.
- As they are not applicable to this OGM, the shareholders did not decide on the date of the guaranteed participation, as defined by Article 2 letter f<sup>1</sup>) of Regulation no. 6/2009, and on the Payment Date, as defined by Article 2 letter g) of Regulation no. 6/2009.
5. To empower, with authority to be substituted, Mr. Johan Meyer 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.

**Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch acting as Investment Manager of FONDUL PROPRIETATEA S.A.**

**Oana Valentina TRUȚA**

**Legal Representative**