

**To:** FINANCIAL SUPERVISORY AUTHORITY  
BUCHAREST STOCK EXCHANGE  
LONDON STOCK EXCHANGE

**Re:** Notification regarding the transactions performed within the Fund's tenth buy-back programme

**From:** FONDUL PROPRIETATEA S.A.

The undersigned, **FONDUL PROPRIETATEA S.A.** ("FP" / the "Fund"), represented by Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, acting in its capacity as Investment Manager, hereby informs you in its capacity as Issuer on the following information regarding the transactions concluded during **4 - 8 February 2019**:

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|--|--|
| a) Issuer's name (buyer)   | <b>FONDUL PROPRIETATEA S.A.</b>  |
|  | <b>Bucharest Stock Exchange Symbol: FP</b>   |
|  | <b>London Stock Exchange Symbol: FP.</b>   |
| b) Brokers' names  | <ul style="list-style-type: none"> <li>• <b>BANCA COMERCIALA ROMANA S.A.</b> (hereinafter referred to as "BCR") (as buy-back agent in relation to the purchase of shares), and</li> <li>• <b>AUERBACH GRAYSON</b> (hereinafter referred to as "AGCO") (as buy-back agent in relation to the purchase of GDRs)</li> </ul> |
| c) Description of the acquired financial instruments   | <p><b>Ordinary shares</b> issued by the Fund (ISIN ROFPTAACNOR5) listed on the Bucharest Stock Exchange ("BVB"), and</p> <p><b>Global Depositary Receipts ("GDRs")</b> (ISIN US34460G1067) corresponding to the Fund's shares listed on the London Stock Exchange ("LSE")</p> <p>Buy-back</p>                            |
| d) Transaction's type  | Buy-back   |
| e) Details with respect to the execution of the buy-back market orders   | Within the trading session   |
| <b>f) Total number of shares and equivalent shares of GDRs bought-back in the reporting period, out of which:</b>                | <b>7,878,814</b>   |
| - current number of shares bought back   | 6,511,364  |
| - equivalent shares of current number of GDRs bought back  | 1,367,450 (representing 27,349 GDRs)   |
| <b>g) Total value of the transactions performed in the reporting period (RON), out of which:</b>                                 | <b>6,439,765.07</b>  |
| - value of the shares acquisition (RON)  | 5,336,627.36   |
| - estimated value of the equivalent shares of GDRs based on the exchange rate communicated by the National Bank of Romania (RON) | 1,103,137.71   |
| <b>h) Total number of shares and equivalent shares of GDRs repurchased since the start of the tenth buy-back program</b>         | <b>40,481,640</b>  |
| - number of shares bought back   | 32,197,540   |
| - equivalent shares of current number of GDRs bought back  | 8,284,100 (representing 165,682 GDRs)  |
| - equivalent shares of current number of GDRs converted in shares from the start of tenth buy-back programme                     | 0  |

- % of subscribed share capital as at 31 January 2019<sup>1</sup> 0.4448% (and 16.7928% computed to the total outstanding treasury shares and equivalent)
- % of paid-up share capital as at 31 January 2019 0.4633% (and 17.4920% computed to the total outstanding treasury shares and equivalent)
- % of total voting rights as at 31 January 2019 0.5605% (and 21.1635% computed to the total outstanding treasury shares and equivalent)

**i) Total value of the shares repurchased since the start of the tenth buy-back program (RON) 34,149,796.96**

- value of the shares acquisition (RON) 27,113,214.09
- estimated value of the equivalent shares of GDRs based on the exchange rate communicated by the National Bank of Romania (RON) 7,036,582.87

**j) Number of shares left to be repurchased within the tenth buy-back programme as of the date of this notification<sup>2</sup> 709,518,360**

The details of the transactions carried out during the reporting period with respect to the shares and GDRs issued by Fondul Proprietatea SA for the purpose of the buy-back are described further below:

Date of the transaction	Market on which the securities were traded	Weighted average price per security (currency)*	Volume of the transaction (no. of securities)	Value of the transaction (currency)
4 February 2019	BVB	RON 0.8036	1,357,687 shares	RON 1,091,037.27
5 February 2019	BVB	RON 0.8209	1,377,099 shares	RON 1,130,460.57
	LSE	USD 9.7000	11,295 GDRs (564,750 shares equivalent)	USD 109,561.50
6 February 2019	BVB	RON 0.8217	1,390,534 shares	RON 1,142,601.79
7 February 2019	BVB	RON 0.8269	1,155,910 shares	RON 955,821.98
	LSE	USD 9.7000	16,054 GDRs (802,700 shares equivalent)	USD 155,723.80
8 February 2019	BVB	RON 0.8265	1,230,134 shares	RON 1,016,705.75

\* The weighted average price per security was rounded to 4-digits

**Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity as Investment Manager of FONDUL PROPRIETATEA S.A.**

**Johan MEYER**  
**Legal Representative**

<sup>1</sup> Please note that on 28 December 2018, the cancellation of 74,210,188 shares acquired during BB8 was registered with the Trade Registry. Thus, as of 28 December 2018, the new values of the Fund's share capital are: subscribed share capital RON 4,733,020,898.32, divided in 9,101,963,266 shares, and the paid-up share capital is RON 4,543,838,476.32, divided in 8,738,150,916 shares.

<sup>2</sup> As per the Fund's Extraordinary General Shareholders Meeting Resolution no. 4 of 14 November 2018, published in the Official Gazette of Romania, Part IV, no. 4592 on 4 December 2018, the tenth buyback programme refers to the acquisition by the Fund of a maximum number of 750,000,000 shares and/or equivalent global depository receipts corresponding to the Fund's shares ("GDRs"). The duration of the tenth buyback programme is 1 January 2019 - 31 December 2019. The shares repurchased during this buyback programme will be cancelled.