

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

Current report according to Article 234 para. (1) letter r) of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of Article 99 letter s) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments.

#### **Important events to be reported:**

#### **Public tender offer process in relation to the buy-back programme**

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch (**“the Investment Manager”**), in its capacity of investment manager of Fondul Proprietatea SA (**“the Fund”**), would like to inform investors that an application for the approval of a tender offer for cash of its own shares in relation to the buy-back programme approved by the Fund’s Extraordinary Shareholders’ Resolution no. 5 / 15 November 2019 (the **“Offer”**) was submitted today with the Financial Supervisory Authority of Romania (the **“FSA”**).

The Investment Manager would also like to inform shareholders and investors that it has engaged Swiss Capital S.A. together with Auerbach Grayson as agents and Swiss Capital S.A. as intermediary in relation to the purchase of shares as per the buy-back mandate terms and intends to engage The Bank of New York Mellon as tender agent in relation to the purchase of global depositary receipts (**“GDRs”**). Under this tender offer, the Fund intends to repurchase from its shareholders up to 165,000,000 shares (both in the form of shares and GDRs).

It is expected that full details of the tender offer, including pricing, to be announced if and when the tender offer is implemented and approval is received from the FSA, which is expected to occur within 10 business days according to the regulations in force.

#### **Important disclaimer to shareholders and investors**

The filing of the application for the approval of the envisaged tender offer disclosed herein does not constitute a guarantee that the Fund will actually proceed with the tender offer; the Fund's decision to launch the tender offer will depend on several factors (including market conditions and the approval of the tender offer documentation by the FSA). Nothing in this announcement shall be construed as an obligation of the Fund to implement the tender offer.

If the tender offer proceeds, the tender and the purchase of the shares and GDRs will be carried out exclusively in accordance with the terms and conditions of the tender offer document, if and when published. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its

**Report date:**  
26 October 2020

**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

**Subscribed share capital:**  
RON 3,749,282,292.08

**Paid-up share capital:**  
RON 3,560,099,870.08

**Number of shares in issue:**  
7,210,158,254

**Number of paid shares:**  
6,846,345,904

**Regulated market on which  
the issued securities are  
traded:**  
Shares on Bucharest Stock  
Exchange

GDRs on London Stock  
Exchange

accuracy or completeness. This announcement is not intended to, and does not constitute, or form part of, an offer to sell or an invitation to purchase, exchange or subscribe for any securities in any jurisdiction. This announcement does not constitute a prospectus or a prospectus equivalent document.

Swiss Capital S.A. and Auerbach Grayson, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, are acting exclusively for the Fund and no one else in connection with the distribution of this document and will not be responsible to anyone other than the Fund for providing the protections afforded to their respective clients.

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

**Johan MEYER**  
Legal Representative