

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

Current report according to Article 234 para. (1) letter d) and e) 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 a) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

**Important events to be reported:**

**The resolutions of Extraordinary and Ordinary General Shareholders' Meetings of Fondul Proprietatea SA held on 29 September 2021**

Franklin Templeton International Services S.À R.L., alternative investment fund manager and sole director of Fondul Proprietatea SA ("Fondul Proprietatea / the Fund"), hereby, announces that on 29 September 2021, were held at "ATHÉNÉE PALACE HILTON BUCHAREST" Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, District 1, Bucharest, 010292, Romania, the Fund's **Extraordinary General Shareholders Meeting** ("EGM") commencing 13:00 hours (Romanian time) and Fund's **Ordinary General Shareholders Meeting** ("OGM") commencing 14:00 hours (Romanian time).

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 agenda of the EGM:**

1. The approval of the amendment of the authorization to buy-back shares of Fondul Proprietatea, global depositary receipts or depositary interests corresponding to shares of Fondul Proprietatea that the shareholders granted to the Sole Director through Resolution no. 5 of 13 November 2020 of the Shareholders' Extraordinary General Meeting, and which is ongoing during 2021, as follows:  
*"The buy-back shall be performed at a price that cannot be lower than RON 0.2 / share or higher than RON 2.5 / share."*  
All other aspects of the buy-back programme as approved by shareholders through Resolution no. 5 of 13 November 2020 of the Shareholders' Extraordinary General Meeting remain unchanged.  
This amendment will only be effective after this resolution is published in the Official Gazette of Romania, Part IV.
2. The approval of:
  - (a) **The date of 28 October 2021** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018; and of  
**The date of 29 October 2021** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law.  
As they are not applicable to this EGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.
  - (b) The empowerment, with authority to be substituted, of Johan Meyer to sign the shareholders' resolutions and the amended, renumbered and restated form of the Constitutive Act, if the case may be, 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.

**Report date:**  
29 September 2021

**Name of the issuing entity:**  
Fondul Proprietatea S.A.

**Registered office:**  
76-80 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

## B. the agenda of the OGM:

1. According to Article 19 paragraph (3) of the Constitutive Act of Fondul Proprietatea (the two subpoints A and B below should not be voted in the same manner since they are mutually exclusive, e.g., voting "in favour" of one should mean voting "against"/ "abstention" of the other):

A. The approval of the renewal of the mandate of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as the sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a duration of two (2) years starting with 1 April 2022 ("New Mandate"), as detailed below. The renewal of the mandate of Franklin Templeton International Services S.à r.l. abovementioned is conditional upon Franklin Templeton International Services S.à r.l. and Fondul Proprietatea executing a management agreement covering the New Mandate before 1 April 2022. The list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, licence, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders' information. The Board of Nominees is empowered to negotiate the draft of the management agreement before the convening of the shareholders meeting for approving the new management agreement, based on the following key commercial elements:

- Base fee / year 0.45%
- Distribution fee 2.50% applied to the value of the distributions during 1 April 2022 – 31 March 2023 and 1.75% applied to the value of the distributions during 1 April 2023 – 31 March 2024
- The mandate continuation vote will take place in April 2022, and there will not be a mandate continuation vote in April 2023 as there will be a negotiation for a new mandate during the same year. (secret vote)

2. The approval of:

(a) **The date of 28 October 2021** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018; and of

**The date of 29 October 2021** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law.

As they are not applicable to this OGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

(b) The empowerment, with authority to be substituted, of 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.

## Point 1.B. on the OGM agenda:

B. The approval of the appointment of a new sole director of Fondul Proprietatea that will act as alternative investment fund manager for a mandate of two (2) years starting with 1 April 2022, according to legal provisions in force. For this point, shareholders can propose candidates and commercial terms for each candidate proposed until 6 September 2021, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 78-80 Buzești Street, 7th floor, 1st District, zip code 011017, Romania, or by e-mail having incorporated an extended electronic signature in accordance with Law no. 455/2001 regarding electronic signature, at [office@fondulproprietatea.ro](mailto:office@fondulproprietatea.ro). The proposals, together with professional qualification and the evidence related to the licences that allow the candidate to manage Fondul

Proprietatea, will be published on the webpage of the Company and will be updated on daily basis. The approval of the empowerment of the Board of Nominees (i) to negotiate the draft of the management agreement before the convening of the shareholders meeting for approving the new management agreement and (ii) to implement all relevant formalities for authorising and the completion of the appointment. (secret vote)

**was not approved because the required majority was not met.**

**Franklin Templeton International Services S.À R.L. in its capacity of alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A.**

**Johan MEYER**  
**Permanent Representative**