

**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:

Shareholders' resolutions (full text) approved by the Extraordinary and Ordinary General Shareholders' Meetings of Fondul Proprietatea SA held on 20 April 2022

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA ("**Fondul Proprietatea / the Company / the Fund**"), hereby publishes the Shareholders resolutions (full text) approved by the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea on 20 April 2022.

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

Report date:
21 April 2022

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

Registered office:
76-80 Buzesti Street
7th floor, 1st district,
Bucharest, 011017

Phone/fax number:
Tel.: + 40 21 200 96 00
Fax: +40 31 630 00 48

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 and paid-up share capital:
RON 3,334,342,422.84

Number of shares in issue and paid-up:
6,412,196,967

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

GDRs on London Stock Exchange

Resolution no. 1 / 20 April 2022
of the Shareholders' Extraordinary General Meeting of
FONDUL PROPRIETATEA S.A.

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 1:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Extraordinary General Meeting (“**EGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the EGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the EGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds, with its subsequent amendments and supplementations (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present EGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 115 paragraphs (1)-(2) of the Companies' Law no. 31/1990 and art. 14 I paragraph (3) letter (a) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows:

- I. The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea, as follows:

The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea from RON 3,334,342,422.84 to RON 3,233,269,110.76 pursuant to the cancellation of 194,371,754 own shares acquired by Fondul Proprietatea during 2021.

After the share capital decrease, the subscribed and paid-up share capital of Fondul Proprietatea shall have a value of RON 3,233,269,110.76 being divided in 6,217,825,213 shares, each having a nominal value of RON 0.52 per share.

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

“(1) The subscribed and paid-up share capital of Fondul Proprietatea is in the amount of RON 3,233,269,110.76, divided in 6,217,825,213 ordinary nominative shares, having a nominal value of RON 0.52 each”.

The subscribed and paid-up share capital decrease will take place on the basis of Article 207 paragraph (1) letter c) of Companies' Law no. 31/1990 and will be effective after all the following conditions are met:

- (i) this resolution is published in the Official Gazette of Romania, Part IV for at least two months;

- (ii) Financial Supervisory Authority endorses the amendment of Article 7 paragraph (1) of the Constitutive Act of Fondul Proprietatea as approved by shareholders during this meeting, where required by applicable law or regulation;
- (iii) the shareholders' resolution for approving this share capital decrease is registered with the Trade Registry.

This item is adopted with 3,525,115,902 votes, representing 99.9948% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a), second paragraph of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,115,902 votes „for”;
- 200 votes „against”;
- 0 abstentions;
- 182,729 votes „not given”;
- 618,306 votes annulled.

II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

This item is adopted with 3,525,116,102 votes, representing 99.9948% of the total votes held by the present or represented shareholders, in accordance with Article 14 (3) letter (a), second paragraph of the Constitutive Act corroborated with Article 115 (2), first paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,116,102 votes „for”;
- 0 votes „against”;

- 0 abstentions;
- 182,729 votes „not given”;
- 618,306 votes annulled.

This EGM resolution no. 1 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

**Resolution no. 1 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval of the continuation of the current mandate of Franklin Templeton International Services S.à r.l. as the alternative investment fund manager and sole director of Fondul Proprietatea, in accordance with Article 9.7 of the Management Agreement signed on 6 January 2022 between Fondul Proprietatea and Franklin Templeton International Services S.À R.L. ("Management Agreement").

This item is adopted by secret vote with 3,337,167,651 votes, representing 94,6634 % of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,337,167,651 votes „for”;
- 19,432,900 votes „against”;
- 168,698,280 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. 1 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Resolution no. 2 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the financial year 2021, including the financial statements for the year ended on 31 December 2021, prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union and applying the Financial Supervisory Authority Norm no. 39/ 28 December 2015, the approval of the auditor's report (all as presented in the supporting documentation, on the website of Fondul Proprietatea, including in the format according to provisions of the EU Delegated Regulation 2019/815 of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format), the approval of the Remuneration Report of Fondul Proprietatea for the 2021 financial year, the ratification of all legal acts concluded, adopted or issued on behalf of Fondul Proprietatea, as well as of any management/administration measures adopted, implemented, approved or concluded during 2021 financial year, along with the discharge of the Sole Director's for any liability for its administration during 2021 financial year.

This item is adopted with 3,500,462,460 votes, representing 99.2955% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,500,462,460 votes „for”;
- 0 votes „against”;
- 24,836,371 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. 2 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ

Meeting secretary

Radu ROPOTĂ
Technical secretary

**Resolution no. 3 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. At the proposal of the Fund Manager, the approval of the Remuneration Policy of Fondul Proprietatea in force starting with 1 April 2022, as described in the supporting documentation, in order to reflect the provisions of the Management Agreement approved by shareholders on 15 December 2021.

This item is adopted with 2,887,708,325 votes, representing 81.9139% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 2,887,708,325 votes „for”;
- 266,966,908 votes „against”;
- 370,623,598 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. 3 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Annex to Ordinary General Shareholders Meeting Resolution no. 3 / 20 April 2022

THE REMUNERATION POLICY OF FONDUL PROPRIETATEA SA

Effective starting with 1 April 2022¹

Chapter I. Preamble

The Remuneration Policy (*“the Policy”*) of Fondul Proprietatea SA, a joint-stock company incorporated under the laws of Romania, qualifying as an alternative investment fund under Law no. 74/2015 on alternative investment fund managers, Law no. 243/2019 on alternative investment funds, amending and supplementing certain normative acts and as an issuer under Law no. 24/2017 on issuers of financial instruments and market operations (the *“Issuers Law”*), an entity supervised by the Financial Supervisory Authority (*“FSA”*), has been adopted by the Board of Nominees of Fondul Proprietatea SA (*“Fondul Proprietatea / the Fund”*) and will be presented for approval to the Annual General Meeting of Shareholders of 20 April 2022, in accordance with the Issuers Law.

Given that (i) Fondul Proprietatea is managed by Franklin International Services S.à r.l., as Sole Director and Alternative Investment Fund Manager (the *“Fund Manager”*), (ii) the key commercial elements for the management agreement to be executed between the Fund and the Fund Manager have been approved by the General Meeting of Shareholders of the Fund on 29 September 2021, being in force starting with 1 April 2022, for a period of 2 years (the *“Management Agreement”²*), (iii) the Management Agreement approved by the General Meeting of Shareholders of the Fund on 15 December 2021, (iv) Fondul Proprietatea does not have its own staff, (v) the Fund Manager has its own remuneration policy (*“Fund Manager Remuneration Policy”*) in accordance with Directive 2011/61/EU on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No. 1060/2009 and (EU) No. 1095/2010 (*“AIFMD”*)³, this Policy mainly reflects the understandings already in place with the Fund Manager, in accordance with the Management Agreement.

The Policy contributes to the Fund’s business strategy and long-term interests and sustainability. This is consistent with and promotes sound and effective risk management and does not encourage risk-taking which is inconsistent with the risk profiles, rules or the constitutive act of the Fund.

The intention is that this Policy to be valid until the expiration of the mandate of the current Fund Manager, unless significant events occur (i.e., change of remunerations’ level), case in which an updated Policy will be presented for approval to the General Meeting of Shareholders.

¹ As it was approved by Fondul Proprietatea’s shareholders through the Resolution of the Ordinary Shareholders Meeting no. 3 of 20 April 2022

² The Management Agreement is available on the Fund’s website at:
<https://www.fondulproprietatea.ro/files/live/sites/fondul/files/en/corporate-governance/Management%20Agreement.pdf>

³ A summary of the Fund Manager remuneration policy is available at [https://www.franklintempleton.lu/download/en-lu/common/ilrkb6k/FTIS Remuneration Statement Final.pdf](https://www.franklintempleton.lu/download/en-lu/common/ilrkb6k/FTIS%20Remuneration%20Statement%20Final.pdf)

Chapter II. Purpose

The purpose of this Policy is to set forth the corporate governance principles with regards the remuneration of the (i) Fund Manager and of the (ii) Board of Nominees members, as stipulated under the Issuers Law, the Corporate Governance Code issued by the Bucharest Stock Exchange, as revised on 5 March 2021.

Chapter III. General criteria

In order to promote the development of the corporate governance subject to the application of the best practices and achievement of a prudent management, while also considering that the representatives of the Fund Manager are remunerated in accordance with the Fund Manager Remuneration Policy and AIFMD, the Fund should follow certain requirements underlying the application of corporate governance principles with respect to the remuneration of executive management/senior management, as follows:

- a) The remuneration policy shall be analyzed and set by the Board of Nominees so that it corresponds to the business strategy, objectives and long-term interests of the Fund and that it covers measures for the prevention of conflicts of interest;
- b) The Board of Nominees shall ensure that all commitments to remuneration are properly and responsibly structured and that the remuneration policies allow and promote an efficient risk management without leading to a risk-taking which may exceed the level of the regulated entity's risk tolerance;
- c) The level of the remuneration shall be established in close connection with the responsibilities and commitments of the duties;
- d) The existence of the procedure for the recruitment and selection of the Fund Manager and of its permanent representative, appointed in accordance with article 153¹³ of Companies' Law no. 31/1990, and of the members of the Board of Nominees, as well as for the renewal of the existing mandates.

Taking into consideration that the Fund Manager has its own remuneration policy, the Board of Nominees acknowledges that the Fund Manager Remuneration Policy reflects sound remuneration principles, aligning the personal objectives of its staff with the long-term interest of the Fund Manager and Fondul Proprietatea SA.

Chapter IV. Governance and decision-making process

In order to comply with the legal provisions in force with respect to corporate governance principles, Fondul Proprietatea shall pay the remuneration to the Fund Manager and to the members of the Board of Nominees in accordance with a remuneration policy that has been approved by the ordinary general meeting of shareholders, but also complying with the Management Agreement. The Policy is submitted to a vote by the general meeting at every material change and, in any case, at least every four years.

In case the ordinary general meeting of the Fund's shareholders does not approve the proposed new policy, the Fund shall continue to pay remuneration in accordance with the existing approved policy and shall submit a revised policy for approval at the following ordinary general meeting of shareholders.

The revised policy will also include (i) a description of all significant policy's amendments and how shareholders' votes and views on remuneration policy are taken into account, and (ii) a report since the last vote of the general meeting of shareholders on the remuneration policy.

In terms of decision-making process, the following corporate bodies are involved within the drafting, submission for approval, approval and implementation of the Policy.

The Ordinary General Meeting of Shareholders

- Approves the Policy and any amendment thereto;
- Reviews the Performance Report, as defined below, prepared by the Fund Manager, as well as the review report of the Board of Nominees, in accordance with the Management Agreement;
- Approves the remuneration of the Fund Manager and of the Board of Nominees' members.

The Fund Manager

- Submits to the Board of Nominees a report on activities and performance of the Fund Manager in the relevant period, in accordance with the Management Agreement (the "Performance Report").

The Board of Nominees

- Drafts the Policy and any related remuneration document (based on the recommendations of the Nomination and Remuneration Committee);
- Prepares and submit for the information of shareholders at the Annual GSM a review of the Performance Report, evaluating the performance of the Fund Manager, in accordance with the Management Agreement;
- Oversees and assesses the performance of the duties by the Fund Manager, in accordance with the Management Agreement and constitutive act of the Fund.

The Nomination and Remuneration Committee

A Nomination and Remuneration Committee composed of members of the Board of Nominees was established to help the governing bodies of the Fund in the area of nomination and changes in remuneration, to take well-grounded decisions based on adequate and thorough analysis.

The Nomination and Remuneration Committee:

- Prepares recommendations to the Board of Nominees, regarding the remuneration of the Fund Manager and of the Board of Nominees' members;
- Provides its support and advice to the Board of Nominees on the design of the Fund's overall remuneration policy;
- Reviews the appointment of external remuneration consultants that the Board of Nominees may decide to engage for advice or support;
- Supports the Board of Nominees in overseeing the remuneration system's design and operation;

- Devotes specific attention to the assessment of the mechanisms adopted to ensure that the overall remuneration policy is consistent with the business strategy, objectives, values and interests of the Fund and the investors of Fondul Proprietatea.

Chapter V – Remuneration of the Fund Manager and of the Board of Nominees

A. *The remuneration of the Fund Manager*

1. Corporate Governance principles setting the remuneration of the Fund Manager

The remuneration of the Fund Manager of Fondul Proprietatea is part of the Management Agreement negotiated with the Fund Manager and approved by shareholders.

The current remuneration of the Fund Manager is guided by the Management Agreement signed between Fondul Proprietatea and the Fund Manager.

2. The description of the Fund Manager's remuneration

The remuneration due to the Fund Manager is calculated in RON and invoiced and paid in Euro by Fondul Proprietatea in compliance with the following: the amount calculated in RON will be converted into Euro using the official exchange rate for RON to Euro published by National Bank of Romania in the last banking day of the period invoiced.

The remuneration is calculated as (i) a Base remuneration, and (ii) a Distribution remuneration, in each case as set out below and in respect of each Calculation Period.

2.1 Base Remuneration

A base remuneration (the “**Base Remuneration**”) shall be calculated as follows:

Base Remuneration Rate *multiplied* by the notional amount, *multiplied* by the number of calendar days during the applicable Calculation Period *divided* by 365,

where:

the “**Base Remuneration Rate**” = 45 basis points per year;

1 basis point = 0.0001; and

the “**notional amount**” is the market capitalization of Fondul Proprietatea, which is defined as:

- (a) the number of Fondul Proprietatea's paid shares considered on daily basis, *minus*
- (b) the weighted average over the applicable Calculation Period of the number of Fondul Proprietatea's settled own shares together with the number of Fondul Proprietatea's equivalent ordinary shares represented by Global Depositary Receipts (“**FP GDRs**”), in each case where those shares or FP GDRs are held by Fondul Proprietatea as treasury shares,
- (c) then multiplying the resulting number by the weighted average market price of Fondul Proprietatea's shares calculated for the applicable Calculation Period.

The “**weighted average market price**” shall be computed based on the daily average market prices of Fondul Proprietatea’s shares and corresponding daily volumes, as published by Bucharest Stock Exchange REGS section.

If the number of shares relevant for the computation of the Base Remuneration described above in (a) and (b) changes over the Calculation Period, the Base Remuneration will be an aggregation of the computations for each sub-period.

“**Sub-period**” is defined as the number of days between two trading dates. The calculation in each subperiod starts on the settlement date of the first transaction (or the beginning of the mandate) and shall end on the date prior to the settlement date of the next transaction (or the end of the mandate).

As the Base Remuneration (including any additional remuneration determined under the previous two paragraphs) is computed using the number of days in a calendar year (365 days), the Base Remuneration Rate used for non-trading days will be the rate applied for the prior trading day.

2.2 Variable remuneration - Distribution Remuneration

It is recognized that distributions beneficial to shareholders would reduce the notional amount upon which the Base Fee is calculated. To reward the Fund Manager for arranging such distributions, a variable remuneration shall be calculated as follows (an amount so calculated in respect of a particular period, a “**Distribution Fee**”):

- (a) 250 basis points applied to the value of distributions taking place between 1 April 2022 and 31 March 2023;
- (b) 175 basis points applied to the value of distributions taking place between 1 April 2023 and 31 March 2024.

“**Distributions**” mean:

- (i) Repurchases of Fund shares;
- (ii) Repurchases of Fund GDRs and/or Depositary Interests (“DI”);
- (iii) Dividends; and
- (iv) Returns of share capital.

The calculation of the Distribution Fee shall be made when such distributions become available to shareholders. In case of a repurchase of own shares or of FP GDRs, the calculation of the Distribution Fee shall be made at the date when the own shares repurchase transactions or FP GDRs transactions are settled (i.e. settlement date).

For FP GDRs transactions, the Distribution Fee will be computed taken into account the official exchange rate published by the National Bank of Romania for the date of settlement of FP GDRs transactions.

Any failure on the part of any shareholder to collect, or to take the necessary steps to facilitate the receipt of the distributions made available will not result in any adjustment of the calculation of the Distribution Fee due to the Fund Manager.

2.3 Remuneration of the staff

Fondul Proprietatea does not have own staff, all the necessary services being provided by the Fund Manager, through its own staff and contractors.

The remuneration of the Fund Manager's staff is detailed under the Fund Manager Remuneration Policy.

While a summary of the Fund Manager Remuneration Policy is available at https://franklintempletonprod.widen.net/s/9dcc5zrspl/ftis-remuneration_statement_final, the Board of Nominees acknowledges that the key principles of the Fund Manager Remuneration Policy are adequate, as follows:

- (i) alignment of the personal objectives of the staff with the long-term interest of the Fund Manager and of Fondul Proprietatea;
- (ii) aiming at mitigating incentives practices which could encourage employees to take unnecessary risks;
- (iii) remuneration shared between fixed and variable components, with fixed salaries set as a sufficiently high proportion of the total remuneration so that the Fund Manager is able to operate a fully flexible bonus policy, including the possibility to pay no bonus.

2.4 Payments

2.4.1. Fund Manager

- (a) The Base remuneration shall be paid by Fondul Proprietatea quarterly, based on the invoices to be issued by the Fund Manager within twenty (20) business days following the end of the quarter for which payment is to be made.
- (b) The Distribution remuneration shall be paid by Fondul Proprietatea quarterly, based on the invoices to be issued by the Fund Manager within twenty (20) business days following the end of the quarter for which the Distribution remuneration was calculated.
- (c) The invoices for the Base remuneration and the Distribution remuneration shall be submitted to the Depositary.
- (d) The Fund Manager shall provide to the Board of Nominees quarterly and on an annual basis and upon any reasonable request of the Board of Nominees a detailed report regarding the remunerations collected under the Management Agreement, in the form reasonably required by the Board of Nominees.
- (e) The payment of the remuneration shall be done within thirty (30) business days of the receipt of the applicable invoice.

2.4.2. Fund Manager's staff

The remuneration of the Fund Manager's staff is approved by the Compensation Committee of Franklin Resources Inc., the ultimate parent company, in accordance with the Fund Manager Remuneration Policy.

The FRI Compensation Committee is composed of three non-executive members of the Board of Directors of Franklin Resources Inc. who are independent under applicable corporate governance standards of the New York Stock Exchange.

The FRI Compensation Committee meets at least once a quarter and periodically reviews the general principles of the FRI remuneration policy. Each year the FRI Compensation Committee sets the annual incentive compensation plan (AIP) pool by considering in particular factors such as FRI's pre-bonus operating income, the overall company performance (actual and projected) as well as investment performance, profitability growth and the overall market environment.

The Fund Manager Remuneration Policy also provides for specific bonuses' claw back and deferral provisions with respect to the Fund Manager's staff.

2.5 Verification

The payment of the Base remuneration and the Distribution remuneration shall be arranged by the Fund Manager only after the verification and certification by the Depositary of the correctness of the following amounts used in the calculation of those fees: the notional amount, the value of distributions, and all the other items used in calculation of the remuneration, as well as the methods for determining the remuneration.

3. *Duration of the mandate of the Fund Manager, notice period and potential compensation for revocation without cause*

In accordance with the Constitutive Act, the duration of mandate of the Fund Manager is of two (2) years.

Fondul Proprietatea may unilaterally and at its sole discretion terminate the Management Agreement, at any time, on three months' prior written notice to the Fund Manager, based on an OGM resolution for approving the simultaneous termination of the mandate and of the Management Agreement.

For the avoidance of any doubt, termination of the mandate and of the Management Agreement will not entitle the Fund Manager to any damages or the payment of any amounts other than the remuneration to be paid in accordance with the clauses above.

The Fund Manager may terminate the Management Agreement and resign its mandate with six months' prior written notice.

Not later than five business days following the termination notice date provided by the Fund Manager, but subject to timely approval of the GSM agenda by the Board of Nominees, the Fund Manager will call the OGMS having on the agenda the approval of the procedure for the selection of a new sole director and alternative investment fund manager. Such procedure will be prepared by the Fund Manager and agreed with the Board of Nominees before its submission to an OGMS for approval.

In the event a termination notice is sent, the Fund Manager shall be paid on a pro rata basis with the duration of the provision of the services. For the avoidance of doubt, in such a case, the Fund Manager's pro rata remuneration will be for a period of at least 3 months.

B. The remuneration of the Board of Nominees' members

1. Corporate Governance principles setting the remuneration of the Board of Nominees' members

Each member of the Board of Nominees receives a fixed remuneration; no malus/claw back arrangement is in place.

The remuneration of the members of the Board of Nominees is approved by the shareholders, within the Ordinary General Meeting.

The current remuneration was approved on 14 February 2018, as detailed in Resolution no. 5/2018 of the Fund's Ordinary General Meeting of Shareholders published on the webpage of Fondul Proprietatea.

2. Description of the remuneration of the Board of Nominees' members

The gross monthly remuneration of each member of the Board of Nominees is RON 24,123 starting with 1 January 2018 and shall be paid in accordance with the provisions of the mandate agreement signed between each member of the Board of Nominees and the Fund.

The format of the mandate agreement for the members of the Board of Nominees is approved by the Fund's Ordinary General Shareholders' Meeting.

3. Duration of the mandates of the Board of Nominees' members, their notice period and possible compensation for revocation without cause

The mandate of the members of the Board of Nominees is of three (3) years, period to be extended by right, until the first meeting of the Ordinary General Meeting of the Shareholders. There is no notice period and no compensation for revocation without cause.

Chapter VI - The recruitment and selection procedure for the Fund Manager and the Board of Nominees

Fondul Proprietatea, as an entity supervised by the FSA, shall have in place a procedure for the recruitment and selection of the Fund Manager and of the members of the Board of Nominees, as well as certain provisions for the renewal of the existing mandates.

The recruitment and the selection procedure of both the Fund Manager and of the Board of Nominees of Fondul Proprietatea are set out under the Fund's Constitutive Act.

Thus, according to Article 12 paragraph (2) of the Fund's Constitutive Act, the Ordinary General Shareholders' Meeting has, among its competencies, the following:

- to appoint the members of the Board of Nominees and to cancel their appointment;
- to appoint the Alternative Investment Fund Manager in accordance with the law and to cancel its appointment;
- to rule over the management of the Alternative Investment Fund Manager and to evaluate his/her performances and to discharge him/her from its management.

A. The procedure of the recruitment and the selection of the Fund Manager

As Fondul Proprietatea's management system is a unitary system, the ordinary general shareholders meeting has appointed a sole director and alternative investment fund manager, which is represented in Romania as sole director, by the individual as permanent representative appointed in accordance with Article 153¹³ of Companies' Law no. 31/1990.

The mandate of the Alternative Investment Fund Manager is of two (2) years.

The Alternative Investment Fund Manager will call an Ordinary General Meeting of the Shareholders to be held at least six (6) months before the termination of the duration of the mandate of the Alternative Investment Fund Manager with the agenda of approving the renewal of the Alternative Investment Fund Manager's mandate or starting the selection process of a new Alternative Investment Fund Manager and the negotiation of the management agreement to be concluded.

B. The procedure of the recruitment and the selection of the members of the Board of Nominees

The procedure for the selection and the recruitment of the members of the Board of Nominees is set out under the provisions of the Fund's Constitutive Act.

Thus, Article 13 paragraph (8) mentions that: *"In case the agenda includes the appointment of the members of the Board of Nominees, the notice shall mention that the list including information regarding the name, the residence and professional training of the persons proposed for the position of member of the Board of Nominees is available to the shareholders, to be further reviewed and completed by shareholders."*

Further, Article 15 provides that the ordinary general meeting of the shareholders shall appoint the Board of Nominees, formed of 5 members, and shall establish their remuneration.

Any shareholder will have the right to make proposals on the members of the Board of Nominees.

The members of the Board of Nominees may be shareholders of Fondul Proprietatea or other persons designated by the shareholders and they must have the proper experience and knowledge in order to be able to receive the Alternative Investment Fund Manager reports and of the consultants and, based on the information received, judge the merits of the management of Fondul Proprietatea within the limits of the objectives and principles set by the investment policy as well as by the applicable laws and regulations.

Also, the members of the Board of Nominees have to be qualified properly in order to decide (if there is need with the support of an independent consultant) if the transactions proposed by the Alternative Investment Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders.

The mandate of the members of the Board of Nominees is of three (3) years, period to be extended by right, until the first meeting of the Ordinary General Meeting of the Shareholders.

The Board of Nominees elects amongst its members a chairman.

Chapter VII. Avoiding conflicts of interest

This Policy is drafted based on the principle of avoiding conflicts of interest and includes measures that ensure professional and responsible behavior at the level of Fondul Proprietatea.

The Fund Manager and the Board of Nominees' members are required to act with due diligence and to conduct themselves in a manner and with such ethics and integrity so as to avoid a conflict of interest, either real or apparent.

A "conflict of interest" represents that situation or circumstance that may arise in the operational or decision-making process, where the private interest, directly or indirectly, of a person holding a key position within the Fund interposes with the interests of the Fund and affects or could affect her/his independence and impartiality in decision-making, professional reasoning or the timely and objective performance of duties or that could affect, by its nature, the integrity or stability of Fondul Proprietatea and the financial market. In this respect, the Fund Manager and the Board of Nominees' members should avoid activities, interests and other relationships that might be opposed to the interests of the Fund or might cause a conflict with the performance of their duties.

Measures for avoiding conflicts of interest:

- the remuneration level of the Fund Manager and of the Board of Nominees' members shall be established in close connection with the responsibilities and commitments of their duties, in accordance with the provisions of the Management Agreement or of the mandate agreement;
- the shareholder who is also a member of the Board of Nominees will not participate in the decision on his / her remuneration package and / or mandate contract;
- the removal of any direct link between the remuneration of relevant persons who mainly carry out a particular activity and the remuneration of other relevant persons, who carry out mainly other activity, when the activities in question may give rise to a conflict of interests;
- the use of the position held within the Fund in the interest of persons with whom there are blood relations or other extra-professional relations in remuneration practices is prohibited; in order to avoid conflicts of interest, the aim is to avoid appointing people to such positions, which is why each candidate for the position of Board of Nominees must provide a questionnaire on his independence which will be the basis of the independence analysis carried out by the Board of Nominees.

Chapter VIII. Deviations from the Policy

The Board of Nominees, upon recommendations of the Nomination and Remuneration Committee, in exceptional circumstances, may temporarily derogate from any section of the Policy, based on its full discretion, within the limits of the legal provisions and of the Constitutive Act, in the following exceptional circumstances:

- (a) upon change of the Fund Manager, in accordance with the new management agreement;
- (b) upon material changes in the Fund's structure, its overall financial and/or operational performance which may require adjustment of the remuneration components;

- (c) in any other circumstance where the derogation may be objectively required to serve the long-term interests and sustainability of the Fund or to assure its viability,

but without increasing the remuneration of the Board of Nominees' members.

In addition, change of the relevant legislation may result in derogations from the Policy, outside the discretion of the Fund.

Chapter IX. Disclosure

Once voted by the Ordinary General Meeting of shareholders, the Policy, together with the date and the results of the vote, will be available on the Fund's website, and remains publicly available, free of charge, at least as long as it is applicable.

A paper version will be made available upon request to the Fund.

Chapter X. Argumentation of the revision

This policy represents the revised version of the Remuneration Policy approved by the shareholders on 28 April 2021 (for this ordinary meeting of shareholders, the quorum was 48.8570% of the total voting rights at the reference date 31 March 2021), which was approved as it follows:

- 2,909,193,655 votes "for",
- no vote "against",
- 9,749,800 "abstentions",
- no annulled votes and
- no uncasted votes.

The policy review refers to the harmonization of the Remuneration Policy with:

- (a) the key commercial elements for the management as approved by the General Meeting of Shareholders of the Fund on 29 September 2021; and with
- (b) the Management Agreement concluded between the Fund and the Fund Manager, in force starting with 1 April 2022, for a period of 2 years, as approved by the General Meeting of Shareholders of the Fund on 15 December 2021.

This Remuneration Policy considers and reflects the votes and views of shareholders on the key commercial elements of the Management Agreement as expressed and negotiated during 2021, mainly relating to the Base fee / year and the Distribution fee of the Fund Manager, and the mandate continuation vote.

Chapter XI. Transitional provisions

Until 20 April 2022, the provisions of the Remuneration Policy approved by EGSM Resolution no. 9 /28 April 2021 were applicable, with the implicit modifications approved by EGSM Resolution no. 12/29 September 2021 and EGSM Resolution no. 15/15 December 2021 by which the remuneration of the Sole Administrator was expressly modified starting with 1 April 2022.

This policy was approved on 20 April 2022, and the result of the vote was:

- 2,887,708,325 votes „for”;
- 266,966,908 votes „against”;
- 370,623,598 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

**Resolution no. 4 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The appointment of Mr. Martin Bernstein as member of the Board of Nominees following the resignation of Mr. Mark Gitenstein on 18 December 2021. The mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with the acceptance date.

This item is adopted by secret vote with 2,256,967,222 votes, representing 64.0220% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 2,256,967,222 votes „for”;
- 7,313,916 votes „against”;
- 1,109,570,253 abstentions;
- 151,011,060 votes „not given”;
- 2,321,852 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no.4 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

**Resolution no. 5 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code
18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depositary receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);

- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval to cover, from other reserves, the negative reserves of RON 671,941,938 arising out of the cancellation on 28 October 2021 of the treasury shares acquired during 2020 through the eleventh buy-back programme, in accordance with the supporting materials and annexed to this resolution.

This item is adopted with 3,525,131,231 votes, representing 99.9952 % of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3.525.131.231 votes „for”;
- 0 votes „against”;
- 167,600 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. **5** is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Annex – The approval to cover, from other reserves, the negative reserves of RON 671,941,938 arising out of the cancellation on 28 October 2021 of the treasury shares acquired during 2020 through the eleventh buy-back programme, in accordance with the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 20 April 2022

Sole Director’s Proposal for the Coverage of the Negative Reserve incurred during the financial year ended 31 December 2021

Overview and accounting treatment

Fondul Proprietatea SA (“the Fund”) recognises the treasury shares (i.e. repurchases of own shares and/ or GDRs) at trade date as a deduction to shareholders’ equity (in an equity reserve account). Treasury shares are recorded at acquisition cost, including brokerage fees and other transaction costs directly related to their acquisition. The GDRs bought back by the Fund are accounted for exactly as the own ordinary shares repurchased, as a deduction to shareholders’ equity. This is the result of the application of substance over form principle, due to the fact that buy-back via GDRs is only a technical/ legal form of the transaction, the substance of the transaction being that the Fund buys back its own shares (in view of reducing the share capital by cancelling all treasury shares in the form of shares or GDRs equivalent), giving the same rights to both the holders of the Fund’s ordinary shares and to the holders of the Fund’s GDRs, to take part in the buy-back programmes carried out by the Fund.

Upon completion of all legal and regulatory requirements (i.e. registration of the share capital decrease with the Trade Registry being the last one, marking also the moment when the cancellation becomes effective), the treasury shares are cancelled and netted off against the share capital and other reserves.

At the cancellation date, only a reallocation between the equity accounts is booked, without any impact on profit or loss or an additional total shareholders’ equity decrease (as compared to the acquisition impact). A negative reserve (equity element) arises upon cancellation of the shares acquired in a buy-back programme, if the acquisition value (trade price and related costs) is higher than the nominal value. However, as mentioned before, this does not generate an additional shareholder’s equity decrease.

The accounting treatment applicable for the recording and cancellation of treasury shares is based on the provisions of the Financial Supervisory Authority Norm 39/ 2015, article 75.

Negative reserve incurred during 2021

The table below shows the changes in the negative reserves recorded during the year ended 31 December 2021:

	<i>Amounts in RON</i>
1 January 2021 (audited)	236,026,121
Coverage of the negative balance existing as at 31 December 2020 from other reserves, according to Resolution no.5 of 28 April 2021 Ordinary General Shareholders’ Meeting	(236,026,121)
Negative equity reserve arising on the cancellation of shares acquired during the 11 th buy-back programme (recorded on 25 October 2021) according to share capital decrease Resolution no. 3 of 28 April 2021	671,941,938

Extraordinary General Shareholders' Meeting

31 December 2021 (audited)

671,941,938

The table below shows additional details on the calculation of the negative reserves booked during 2021:

<i>All amounts in RON</i>		11th buy-back programme
Period (trade dates)		1 Jan 2020 – 31 Dec 2020
Number of shares cancelled during 2021	(1)	797,961,287
Total acquisition cost at trade price (excluding transaction costs)	(2)	1,065,008,457
Total costs directly related to transactions, out of which:	(3)	21,873,350
• <i>Brokerage fees</i>		1,127,761
• <i>Financial Supervisory Authority fees</i>		8,261,096
• <i>Stock Exchanges' fees (Bucharest Stock Exchange and London Stock Exchange)</i>		1,200,151
• <i>Central Depository fees</i>		62,548
• <i>Legal advisory</i>		523,338
• <i>Other professional fees</i>		24,156
• <i>Distribution fees paid to the Sole Director in relation with the buy-backs performed</i>		10,674,300
Total buy-back cost impacting the equity of the Fund (trade price plus directly related transaction cost)	(4)=(2)+(3)	1,086,881,807
Correspondent Nominal Value ("NV") at the cancellation date (NV = RON 0.52 per share)	(5)=(1)*N V	414,939,869
Negative equity reserve arising on the cancellation of shares	(6)=(5)-(4)	(671,941,938)

Article 75 from the Financial Supervisory Authority Norm 39/ 2015 mentions that the negative balance arising out of the cancellation of equity instruments may be covered from the retained earnings and other equity elements, in accordance with the resolution of the General Shareholders Meeting.

Sole's Director Proposal for covering the negative reserve

Although there is not an explicit legal or regulatory requirement to cover the negative balance arising out of the cancellation of equity instruments, it is to be noted that the Financial Supervisory Authority Norm 39/2015 specifically details how to present it in the financial statements and, further on, the sources that may be used for covering it, in accordance with the resolution of the general meeting of shareholders. From this perspective, and by applying a prudentially regulatory approach, the Sole Director believes there are reasonable arguments supporting the idea that these reserves should be covered and thus proposes to shareholders the coverage of the negative equity reserves balance as at 31 December 2021 of RON 671,941,938 (as stated in the notes to the annual audited statutory IFRS financial statements and detailed in the table above) from the amounts allocated to other reserves specially for this purpose according to the decision of 28 April 2021 General Shareholders' Meeting.

**Resolution no. 6 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code 18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depository receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive

2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval to allocate to other reserves an amount of RON 230,576,693 from the 2021 net accounting profit to be used for covering the negative reserves estimated to arise from the cancellation of treasury shares acquired during 2021 through the twelfth buy-back programme, in accordance with the supporting materials and annexed to this resolution.

This item is adopted with 3,525,130,231 votes, representing 99.9952% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,130,231 votes „for”;
- 0 votes „against”;
- 168,600 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. **6** is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Annex – The proposal to allocate to other reserves an amount of RON 230,576,693 from the 2021 net accounting profit to be used for covering the negative reserves estimated to arise from the cancellation of treasury shares acquired during 2021 through the twelfth buy-back programme, in accordance with the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 20 April 2022

Sole Director’s Proposal for the allocation of certain amounts to reserves

Under point 2 of the agenda of 20 April 2022 Extraordinary General Shareholders’ Meeting, the Fund’s Sole Director proposes the cancellation of the 194,371,754 treasury shares repurchased through the twelfth buy-back programme. The estimated negative reserve that would arise when the cancellation of these shares would be recorded amounts to RON 230,576,693⁴. For prudential reasons, the Fund’s Sole Director recommends that RON 230,576,693 from 2021 accounting profit to be allocated to other reserves in order to be available for covering the negative reserves.

The actual coverage of this negative reserve using the said amount of RON 230,576,693 will be subject to shareholders’ approval during the shareholders’ meeting subsequent to the completion of all cancellation steps.

If the Fund’s Sole Director proposals for 2021 profit allocation included on the agenda of 20 April 2022 General Shareholders’ Meeting are approved by the shareholders, the remaining balance of Fund’s unallocated retained earnings will be as follows:

Retained earnings components	Audited balance as at 31 Dec 2021	Total amounts proposed for allocation³, subject for 20 April 2022 GSM approval	Remaining unallocated balances
2017 unallocated profit	1,817,797	-	1,817,797
Retained earnings resulted from transition to IFRS 9 starting with 1 January 2018	4,248,175,069 ²	-	4,248,175,069
2019 unallocated profit	958,267,688	-	958,267,688
Profit for the year ended 2021	5,012,644,707	(1,140,651,028)	3,871,993,679
Total retained earnings	10,220,905,261		9,080,254,233

² As result of the adoption of IFRS 9, as at 1 January 2018, the fair value reserve on available for sale financial assets net of the related deferred tax in total amount of RON 4,248,175,069 was transferred to retained earnings. For further details on this accounting policy change see the Fund’s statutory financial statements for the year ended 31 December 2018.

³ For further details see the memo regarding the profit allocation published on the Fund’s website as supporting documentation for the annual General Shareholders Meeting held on 20 April 2022: www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation

⁴ For further details see the memo regarding the share capital decrease published on the Fund’s website as supporting documentation for the annual General Shareholders Meeting held on 20 April 2022: www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation.

**Resolution no. 7 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code 18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depository receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive

2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval of the 2021 remaining net accounting profit allocation, including the approval of the distribution of an annual gross dividend of RON 0.1250 per share from the 2021 net accounting profit, all in accordance with the supporting documentation and annexed to this resolution. If the 2021 net accounting profit allocation and the dividend distribution proposal above-mentioned are approved, the shareholders further approve that the payment of the above dividends to start on the Payment Date of this OGM (as defined at point 10 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on the Registration Date (as defined at point 10 of this OGM). Unpaid shares and treasury shares do not constitute dividend entitlement.

This item is adopted with 3,525,131,231 votes, representing 99.9952% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,231 votes „for”;
- 0 votes „against”;
- 167,600 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. **7** is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANCĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Annex – The proposal for the 2021 remaining net accounting profit allocation, including the approval of the distribution of an annual gross dividend of RON 0.1250 per share from the 2021 net accounting profit, as presented in the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 20 April 2022

Sole Director’s Proposal for Profit Allocation

Overview

Fondul Proprietatea S.A. (“**Fondul Proprietatea**” or the “**Fund**”) reported an audited net profit of RON 5,012,644,707 in the financial statements for the year ended 31 December 2021, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“**IFRS**”) and applying the Financial Supervisory Authority’s (“**FSA**”) Norm no. 39/28 December 2015, regarding the approval of the accounting regulations in accordance with IFRS, applicable to the entities authorised, regulated and supervised by the FSA – Financial Investments and Instruments Sector (“**Norm 39/2015**”).

According to Article 29 of the Romanian Accounting Law (“**Law 82/1991**”) and to Article 23 (1) from Norm 39/2015, the annual financial statements must be published together with the proposal to allocate the profit or cover the losses.

Accounting profit and distributable amount

Based on the Fund’s Annual Cash Distribution Policy (published on the Fund’s website), the distributable amounts are intended to be set at the level of 100% of the sum of (i) the Fund’s annual dividend income from portfolio companies, except special cash distributions, (ii) plus interest on cash balances, (iii) less expenses and taxation and (iv) less compulsory allocations to reserves according to the regulations in force, in each case for that year.

By applying the principles above-mentioned to the net profit for 2021, the calculation of the distributable amount would be as follows:

Audited Statement of Comprehensive Income for the Year ended 31 Dec 2021	Reported amounts, out of which: (RON)	Distributable amounts (RON)	Distributable amounts under exceptional conditions (RON)
Gross dividend income, <i>out of which:</i>	655,137,209	402,806,827	252,330,382
- <i>annual dividend distributions from portfolio companies</i>	402,806,827	402,806,827	
- <i>special dividends received from portfolio companies</i>	252,330,382		252,330,382
Net gain from equity investments at fair value through profit or loss	4,455,723,508		4,455,723,508
Interest income	13,706,414	13,706,414	
Other income, net	5,560,078		5,560,078
Net loss from other financial instruments at fair value through profit or loss	(4,489,102)		(4,489,102)
Net foreign exchange loss	(170,427)	(170,427)	
Net operating income	5,125,467,680	416,342,814	4,709,124,866

Operating expenses	(106,588,223)	(106,588,223)	
Finance costs	(91,250)	(91,250)	
Profit before income tax	5,018,788,207	309,663,341	4,709,124,866
Withholding tax on the dividend income	(6,143,500)	(6,143,500)	
Profit for 2021	5,012,644,707	303,519,841	4,709,124,866

However, the Annual Cash Distribution Policy does not limit additional cash distribution that can be recommended by the Sole Director, subject to available annual profits and/ or other distributable equity elements (e.g. retained earnings), financing sources, regulatory and corporate approvals and depending on the discount level, in accordance with the IPS and the Discount Control Mechanism.

Considering the high level of 2021 accounting profit (the highest accounting profit ever), the existing cash balance and that the Fund's Sole Director estimates a high level of future cash position based on the cash flow forecasting for the next period (estimated to be generated by a combination of disposals and dividend income), the Fund's Sole Director considers that the exceptional conditions are met and proposes to shareholders the distribution of a gross dividend per share of RON 0.1250 from **2021 accounting profit** calculated as follows:

- RON 303,519,841 from 2021 distributable amount calculated based on the Fund's Annual Cash Distribution Policy (see table above)
- RON 473,512,956 from 2021 distributable amounts under exceptional conditions calculated based on the Fund's Annual Cash Distribution Policy (see table above)

The table below details the calculation of the gross dividend per share:

Total Proposed dividend (RON)	(1)	<u>777,032,797</u>
Number of issued paid shares as at 1 Feb 2022		6,412,196,967
Less treasury shares in balance as at 1 Feb 2022		(195,934,595)
Number of shares entitled to receive dividends⁵	(2)	<u>6,216,262,372</u>
Proposed gross dividend per share (RON)	(3)=(1)÷(2)	0.1250

The total dividend amount payable to shareholders (respectively the approved gross dividend per share multiplied by the number of shares entitled to receive dividends) if the dividend proposal is approved by the general shareholders meeting may be different compared to the amount stated above due to the fact that between 1 February 2022 and the record date of the distribution, additional treasury shares will be acquired by the Fund under the current buy-back programme. These treasury shares are not entitled to cash distribution and consequently will be deducted from the number of shares included in the distribution calculation above (i.e. the balance as at 1 February 2022). Any difference arising in the total distribution amount will remain available to the Fund under the retained earnings caption.

Under point 2 of the agenda of 20 April 2022 Extraordinary General Shareholders' Meeting, the Fund's Sole Director proposes the cancellation of the 194,371,754 treasury shares repurchased through the twelfth buy-back programme. The estimated negative reserve that would arise when the cancellation of these shares would be recorded amounts to RON 230,576,693⁶. For prudential reasons, the Fund's Sole Director recommends that RON 230,576,693 from 2021 accounting profit to be allocated to other reserves in order to be available for covering the negative reserves (see point 7 of the agenda of 20 April 2022 Ordinary General

⁵ Computed as the number of the fully paid shares less treasury shares as at 1 February 2022, the date when the Ministry of Public Finance transferred RON 189,182,422 to the Fund, as payment for all unpaid shares.

⁶ For further details see the memo regarding the share capital decrease published on the Fund's website as supporting documentation for the annual General Shareholders Meeting held on 20 April 2022: www.fondulproprietatea.ro/Investor-Relations/GSM-information/GSM-documentation.

Shareholders' Meeting). The actual coverage of this negative reserve using the said amount of RON 230,576,693 transferred to other reserves will be subject to shareholders' approval during the annual shareholders' meeting subsequent to the completion of all cancellation steps.

Also, as required by the Companies' Law no. 31/1990, a minimum 5% of the profit for the year must be transferred to the legal reserve until the reserve equals 20% of the issued share capital. As at 31 December 2021, only an amount of RON 133,041,538 representing 3% of the 2021 profit before income tax was necessary to be transferred to the legal reserve so that the legal reserve to reach the threshold of 20% of the issued share capital.

Sole's Director Proposal for profit allocation - summary

Considering all the above, the Sole Director's proposal for the allocation of the 2021 audited profit in amount of RON 5,012,644,707 is the following:

- RON 133,041,538 to legal reserves (mandatory transfer);
- RON 777,032,797 to dividends;
- RON 230,576,693 to other reserves (to be used to cover the negative reserves estimated to arise from cancellation of shares acquired during the 12th buy-back programme);
- RON 3,871,993,679 unallocated profit that remains available to the Fund's shareholders.

If the Fund's Sole Director proposals for 2021 profit allocation included on the agenda of 20 April 2022 General Shareholders' Meeting are approved by the shareholders, the remaining balance of Fund's unallocated retained earnings will be as follows:

Retained earnings components	Audited balance as at 31 Dec 2021	Amounts proposed for allocation, subject for 20 April 2022 GSM approval	Remaining unallocated balances
2017 unallocated profit	1,817,797	-	1,817,797
Retained earnings resulted from transition to IFRS 9 starting with 1 January 2018	4,248,175,069 ¹	-	4,248,175,069
2019 unallocated profit	958,267,688	-	958,267,688
Profit for the year ended 2021	5,012,644,707	(1,140,651,028)	3,871,993,679
Total retained earnings	10,220,905,261		9,080,254,233

¹As result of the adoption of IFRS 9, as at 1 January 2018, the fair value reserve on available for sale financial assets net of the related deferred tax in total amount of RON 4,248,175,069 was transferred to retained earnings. For further details on this accounting policy change see the Fund's statutory financial statements for the year ended 31 December 2018.

**Resolution no. 8 / 20 April 2022
of the Shareholders' Ordinary General Meeting of
FONDUL PROPRIETATEA S.A.**

Headquarters: 76-80 Buzești Street, 7th floor, sector 1, Bucharest, Romania,
Registered with the Trade Registry under number J40/21901/2005, fiscal registration code 18253260

Today, 20 April 2022, 2:00 PM (Romanian time), the shareholders of Fondul Proprietatea S.A. (the “**Fund**” or “**Fondul Proprietatea**”) have met during the Shareholders' Ordinary General Meeting (“**OGM**”) of the Fund, at its first summoning, at “ATHÉNÉE PALACE HILTON BUCHAREST” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the OGM being opened by its Chairman, namely Mr. Johan Meyer, in his capacity of permanent representative of Franklin Templeton International Services S.À R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016, in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A. (“**Sole Director**”).

Whereas:

- The convening notice of the OGM was published on the Fund's website (www.fondulproprietatea.ro) on 25 February 2022, in the Official Gazette of Romania, Part IV, number 901 of 2 March 2022 and in “Adevărul” newspaper number 8695 of 2 March 2022;
- The provisions of Companies' Law no. 31/1990, republished, with its subsequent amendments and supplementations (Companies' Law no. 31/1990);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Regulation of the Financial Supervisory Authority no. 4/2013 regarding depository receipts;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (Issuers' Law);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations (Regulation no. 5/2018);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation (Law no. 243/2019);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds (Regulation no. 7/2020);
- The provisions of COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive

2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (CE Regulation 1212/2018),

it is necessary to have a number of shareholders holding 25% of the total voting shares in order to meet the quorum conditions, in the present OGMS, manifesting their vote 73 shareholders, which represents a number of 3,525,298,831 voting rights (i.e. 56.9117% of the total voting rights at the reference date 24 March 2022, i.e. 6,194,326,989; i.e. 54.9780% of the total number of shares in issue at the reference date 24 March 2022, i.e. 6,412,196,967),

there are met the quorum for holding this meeting and the majority for shareholders to decide legally, under the legally required majority (according to art. 112 paragraph (1) of the Companies' Law no. 31/1990 and art. 14 I paragraph (1) of the Fund's Constitutive Act).

Following debates, the Fund's shareholders decide as follows.

- I. The approval of the additional fees amounting to EUR 17,550 incurred by Deloitte Audit S.R.L. with its headquarters in Bucharest, 1st District, 84-98 and 100- 102 Calea Griviței, The Mark Building, 8th and 9th floors, registered with the Trade Registry under no. J40/6775/1995, Sole Registration Number RO7756924, as the financial auditor of Fondul Proprietatea, in accordance with the supporting materials and annexed to this resolution.

This item is adopted with 3,524,976,257 votes, representing 99.9908% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,524,976,257 votes „for”;
- 23,874 votes „against”;
- 298,700 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

- II. The approval of:

- (a) The date of **2 June 2022** as the *Ex – Date*, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (1) of Regulation no. 5/2018; and of

The date of **3 June 2022** 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.

The date of **27 June 2022** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) 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.

- (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.

This item is adopted with 3,525,131,431 votes, representing 99.9953% of the total votes held by the present or represented shareholders, in accordance with Article 14 (1), second paragraph of the Constitutive Act corroborated with Article 112 (1), second paragraph of Companies' Law no. 31/1990.

The votes were recorded as follows:

- 3,525,131,431 votes „for”;
- 0 votes „against”;
- 167,400 abstentions;
- 0 votes „not given”;
- 1,885,472 votes annulled.

This OGM decision no. 8 is drafted on behalf of the shareholders today, 20 April 2022, in 3 original counterparts by:

Johan MEYER
Chairman

Ionuț IOANĂ
Meeting secretary

Radu ROPOTĂ
Technical secretary

Annex – The proposal for the additional fees amounting to EUR 17,550 incurred by Deloitte Audit S.R.L., as presented in the supporting materials and in the Shareholders’ Ordinary General Meeting of Fondul Proprietatea S.A. of 20 April 2022

Memo regarding additional external audit fees for the financial year ended at 31 December 2021
Overview

According to Fondul Proprietatea (“Fondul / the Fund”) Constitutive Act, Article 12, paragraph (2), subparagraph f): ‘*The ordinary general meeting of the shareholders has the following competencies, duties and functions:[...] to approve the remuneration policy applicable to the members of the Board of Nominees and to the Alternative Investment Fund Manager, that includes the level of remuneration of the members of the Board of Nominees and of the Alternative Investment Fund Manager, and to set the level of the remuneration of the financial auditor for financial audit services.*’.

The purpose of this memo is to present and submit for approval to the shareholders the additional external audit fees requested by Deloitte Audit SRL (“Deloitte”). Please see the following sections for the description of the services provided and the table below for details regarding the additional fees.

Description	Additional fees (EUR, before VAT)
<i>1) New regulatory requirements</i>	
a) Remuneration report	5,000
b) ESEF reporting	2,500
<i>2) Additional audit work on certain specific topics</i>	
a) CN Aeroporturi Bucuresti SA (“Bucharest Airports”) litigation	6,750
b) Unpaid share capital collection	1,800
c) Additional valuation for the holding in Hidroelectrica SA	1,500
Total additional fees	17,550

All the services included above and their associated additional fees have been presented and discussed with the Audit and Valuation Committee of Fondul Proprietatea and prior approved by the Fund’s Board of Nominees during the meeting held on 24 February 2022.

Description of the additional services

The additional fees are related to work performed due to new regulatory requirements and also due to specific topics that required additional work during the year.

- 1) New regulatory requirements:
- a) Remuneration report;
 - b) ESEF reporting.

a) Remuneration report

During 2021, both the Law⁷ and Regulation⁸ regarding the issuers of financial instruments and market operations were modified, the most significant change for the Fund being the requirement to publish a remuneration report regarding all payments made to Fund’s leadership. By leadership the Law means all members of Management Board and of the Supervisory Board.

⁷ Law no. 24/2017 regarding the issuers of financial instruments and market operations

⁸ Regulation 5/2018 regarding the issuers of financial instruments and market operations

For the application of these new requirements, the Fund decided to include in this report payments made to members of the Board of Nominees and FTIS as Alternative Investment Fund Manager.

This report was drafted based on the remuneration policy as approved by shareholders in April 2021 and is submitted for shareholders' approval at the same time with the annual report for the financial year 2021 (i.e. during the April 2022 Annual GSM).

The form and contents of the remuneration report are described in Law 24/2017 on issuers of financial instruments and market operations. According to this Law, the financial auditor / audit firm performing the statutory audit verifies that the information provided in the article afferent to contents of the remuneration report has been provided accordingly.

For the services provided in order to check the contents of the remuneration report, Deloitte requested an additional fee of **EUR 5,000**.

b) ESEF reporting

According to the Regulatory Technical Standard on ESEF⁹, all natural and legal persons with securities listed on an EU regulated market have to prepare their annual financial reports in Extensible Hypertext Markup Language (xHTML) format starting with the Annual Report for FY 2020 . The issuers who prepare consolidated financial statements also have to implement a tagging process of the financial statements using IFRS taxonomy – this is not required for the Fund, as it does not prepare consolidated financial statements due to its classification as an investment entity.

The resulting file is human-readable, just like a normal webpage. Some of the benefits of ESEF reporting are a single structured electronic format for EU annual financial reports, machine-readable financial statements, enhanced comparability and usability, better and more comprehensive use of company data by investors and analysts, enhance transparency of EU capital markets.

In March 2021, FSA issued the Regulation no.7/2021¹⁰, which was published in the Official Gazette of Romania and entered into force on 24 March 2021.

By means of this regulation, FSA delayed by one year the application of the ESEF requirements for listed companies' annual financial reports, thus becoming applicable for the financial reporting for the annual periods beginning on or after 1 January 2021.

The European Commission is of the view that ESEF Regulation is a binding legal instrument therefore its provisions shall be considered as “**statutory requirements**” within the meaning of Article 28(2) letter (c) point (ii) of the Audit Directive.

For the services provided in order to check 2021 ESEF reporting, Deloitte requested an additional fee of **EUR 2,500**.

2) Additional audit work on specific topics:

- a) Bucharest Airports litigation;
- b) Unpaid share capital collection;
- c) Additional valuation for the holding in Hidroelectrica SA.

a) CN Aeroporturi Bucuresti litigation

As detailed in the 2021 Annual Report, regarding the legal actions taken by Fondul Proprietatea in order to block the CN Aeroporturi Bucuresti ("CNAB") capital increase, following the hearing that took place on 13

⁹ Regulatory Technical Standard - Commission Delegated Regulation (EU) 2019/815 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format - published in the Official Journal of the EU on 29 May 2019 and in force starting 18 June 2019

¹⁰ Regulation no.7/2021 regarding the obligations of issuers, whose securities are admitted to trading on a regulated market, to issue the annual financial statements in the single electronic reporting format

January 2022, the Bucharest Court of Appeal admitted the request for suspension filed by the Fund and ordered the suspension of the effects of the share capital increase until the claim for the annulment of the CNAB EGSM is irrevocably settled. As such the Fund decided upon its approach to not perform any additional adjustments to the value of the holding at 31 December 2021.

Please note that CNAB is a significant holding of the Fund and that “*Valuation of equity investments*” is considered by Deloitte to be a significant risk when planning and performing its audit procedures.

In order to verify the correctness of the Fund’s assessment and its basis for the purpose of the year-end audit of the Fund’s financial statements, the financial auditor involved its internal legal counsel as specific legal knowledge was required.

For the legal services provided to assess the CNAB litigations outcome, Deloitte requested an additional fee of **EUR 6,750**.

b) Unpaid share capital collection

On 1 February 2022, the Romanian State, represented by the Ministry of Finance paid RON 189,182,422 to the Fund, as payment for all unpaid shares owned by the Romanian State in the Fund (as at 31 December 2021, respectively 31 January 2022, the Romanian State held 363,812,350 unpaid shares, each share having a nominal value of RON 0.52).

The payment mentioned above was performed in exercise of the Romanian State’s rights under Law 247/2005 on the reform in the fields of property and justice, as well as some adjacent measures. Consequently, starting 1 February 2022, the new value of the Fund’s subscribed and paid-up share capital is RON 3,334,342,422.84 (divided into 6,412,196,967 shares with a nominal value of RON 0.52/share).

The Fund considered this to be a non-adjusting subsequent event for the purpose of 2021 year-end financial reporting. In order to assess the Fund’s treatment of the event and also considering the specificity of this instance, Deloitte involved their IFRS specialist to perform additional audit work that was not included in their initial planning.

For the additional work related to the Romanian State payment, Deloitte requested an additional fee of **EUR 1,800**.

c) Additional valuation for the holding in Hidroelectrica SA

As per the regular process performed by the Fund regarding the valuation of its unlisted portfolio, the holdings in the unlisted companies are assessed on a regular basis in order to check if there have been significant developments which may warrant that a new valuation report needs to be prepared.

Even though the whole unlisted portfolio underwent a valuation process at 31 October 2021 (based on the financials of the companies as at 30 September 2021 and containing all relevant developments until the end of the year such as dividends or regulatory changes), due to Hidroelectrica’s strong performance in the 4th quarter, the Fund decided that a new report is required for 31 December 2021 which would be based on 31 December 2021 financials of the company.

This new report was considered as an adjusting event in the financial statements for the year ended at 31 December 2021 and the related impact was considered in both assets (increase in holding value) and in profits and loss account (gains from fair value changes).

All valuation reports prepared with the help of KPMG Advisory SRL or Darian Evaluate SRL are thoroughly discussed and analysed by the Fund’s representatives and the external auditor.

For the additional work performed in order to check the new valuation report for the Fund’s holding in Hidroelectrica , Deloitte requested an additional fee of **EUR 1,500**.