

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

Current report according to Article 234 para. (1) letter c) 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:**

**Convening notice of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. to be 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**”), hereby, publishes the **Convening notice of Fondul Proprietatea’s Extraordinary (“EGM”) and Ordinary General Meetings Of Shareholders (“OGM”)** to be held on **20 April 2022**, approved by Fondul Proprietatea’s Board of Nominees on 25 February 2022, and enclosed in the Annex to this report.

Both meetings shall take place at “**ATHÉNÉE PALACE HILTON BUCHAREST**” **Hotel**, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, commencing **1:00 PM** (Romanian time) in case of **EGM** and **2:00 PM** (Romanian time) in case of **OGM**.

Please note that only the persons registered as shareholders of the Company on **24 March 2022** (considered as the “**Reference Date**”) in the Shareholders’ Register kept by Depozitarul Central S.A. have the right to participate and vote at the EGM and OGM.

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:**

25 February 2022

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

**Registered office:**  
76-80 Buzesti Street  
7<sup>th</sup> floor, district 1,  
Bucharest, 011017

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

**Email:**  
[office@fondulproprietatea.ro](mailto:office@fondulproprietatea.ro)

**Internet:**  
[www.fondulproprietatea.ro](http://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

**CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF  
SHAREHOLDERS OF FONDUL PROPRIETATEA S.A.**

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 (the “**Fund Manager**” / “**Sole Director**”), in its capacity as the alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A., a joint-stock company incorporated under the laws of Romania, qualifying as an alternative investment fund, addressed to retail investors, with its headquarters in Bucharest, 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, Romania, registered with the Trade Registry under no. J40/21901/2005, Sole Registration Code 18253260, with a subscribed and paid-up share capital of 3,334,342,422.84 RON (the “**Company**”/„**Fondul Proprietatea**”/„**FP**”),

Considering

- The provisions of Articles 12 - 13 of the Company’s in force Constitutive Act;
- 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 (**Regulation no. 4/2013**);
- 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**).

**CONVOKES:**

The **Extraordinary General Meeting of Shareholders** of Fondul Proprietatea on **20 April 2022, 1:00 PM** (Romanian time), at “**ATHÉNÉE PALACE HILTON BUCHAREST**” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania (**EGM**), and

The **Ordinary General Meeting of Shareholders** of Fondul Proprietatea on **20 April 2022, 2:00 PM** (Romanian time), at “**ATHÉNÉE PALACE HILTON BUCHAREST**” Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania (**OGM**).

Only the persons registered as shareholders of the Company on **24 March 2022** (the **Reference Date**) in the register of shareholders kept by Depozitarul Central S.A. have the right to participate and vote at the EGM and OGM.

**A. The agenda of the EGM is as follows:**

1. The approval of the following amendments to the Constitutive Act of Fondul Proprietatea, according to the authorization issued by the Financial Supervisory Authority no.25 / 28 January 2022, as follows:

a) The approval of the amendment of Article 13 paragraph (1) of the Constitutive Act:

*“(1) The general meeting of the shareholders is called by the Alternative Investment Fund Manager whenever required. Prior to the convocation of the general meeting of the shareholders, the Alternative Investment Fund Manager shall communicate to the Board of Nominees the intention to call the general meeting and may introduce on the list of matters for the meeting the matters proposed by the Board of Nominees.”*

b) The approval of the amendment of Article 13 paragraph (6) of the Constitutive Act:

*“(6) The calling notice, any other matter added to the agenda at the request of the shareholders or proposed by the Board of Nominees, the annual financial statements, the annual report of the Alternative Investment Fund Manager, the reports of the Board of Nominees as well as the proposal to distribute dividends are made available to the shareholders, at the headquarters of Fondul Proprietatea at the date of convocation of the general meeting, and are also published on the internet page, for free access to information by the shareholders. Upon request, copies of these documents shall be issued to the shareholders.”*

c) The approval of the amendment of Article 13 paragraph (11) of the Constitutive Act:

*“(11) The Board of Nominees may propose to the Alternative Investment Fund Manager the calling of the general meeting, and if the Fund Manager does not give a response to the written request of the Board of Nominees within 5 working days from receiving it, the Board of Nominees may inform the shareholders, by means of a current report, that it considers necessary the convening of the general meeting of shareholders, while also indicating the topics that should be discussed.”*

d) The approval of the amendment of Article 13 paragraph (12) of the Constitutive Act:

*“(12) The chairperson of Board of Nominees may propose to the Alternative Investment Fund Manager the calling of the general meeting according to article 16 paragraph (4).”*

- e) The approval of the amendment of Article 13 paragraph (15) of the Constitutive Act:

*“(15) In the situation provided by paragraphs (13) and (14), in case the Alternative Investment Fund Manager does not call the general meeting of shareholders, the court of law from the headquarters of Fondul Proprietatea may authorize the calling of the general meeting by the shareholders which formulated the request, according to the legislation in force.”*

- f) The approval of the amendment of Article 14 paragraphs (5), (13), (14), (17), (18), (21) and (23) and deletion of paragraphs (15) and (19) of the Constitutive Act:

*“(5) For the validity of the deliberation of the extraordinary general meeting of shareholders regarding a share capital decrease, the attendance of the shareholders representing:*

*(i) at least 1/4 of the total number of voting rights upon the first convocation; and*

*(ii) at least 1/5 of the total number of the voting rights, upon the second convocation is required.*

*(...)*

*(13) Considering the extremely large number of shareholders of Fondul Proprietatea, circumstance which, practically, makes it impossible for all of them to meet at the general meeting of shareholders, the shareholders may participate in person, by proxy or may express their voting right by correspondence or by electronic voting according to legislation and regulations in force. The procedures and forms for the proxy, correspondence and electronic voting shall be set by the Alternative Investment Fund Manager, in accordance with the applicable legislation and are made available to the shareholders at least by the date of publishing of convening notice for general meeting of shareholders.*

*(14) The statutory quorum that needs to be met for the valid holding of any type of general meeting of the shareholders is calculated by including the votes deemed validly sent by correspondence, according to legislation in force.*

*(...)*

*(17) In order to ensure the effective and real possibility of all shareholders to acknowledge the contents of the documents and the proposals of the ones requiring the organization of the general meeting of the shareholders, by care of the Alternative Investment Fund Manager, such will be available, at the headquarters of Fondul Proprietatea, as well as on the internet page of Fondul Proprietatea, at least 30 days prior to the date provided for holding the meeting.*

*(18) In the ads informing on the convocation of the general meeting of shareholders of Fondul Proprietatea it will be indicated, by the Alternative Investment Fund Manager the reference date in relation to which the shareholders will be entitled to participate and vote. Also, the date by when the shareholders may send their votes, as well as the procedure for voting by correspondence, regarding any of the issues subject to approval shall also be set. The deadline by when votes by correspondence may be registered at least 5 working days subsequent to the date of publication of the informative material and is prior to the convocation date of the general meeting of the shareholder by at least 48 hours.*

*(...)*

*(21) The shareholders may be represented in each general meeting by other shareholders or by third parties, according to the legislation in force.*

*(...)*

*(23) Only the shareholders registered in the company shareholders' register at the reference date established by the Alternative Investment Fund Manager when calling the general meeting of the shareholders shall be entitled to participate to the meeting and vote after proving their identity.”*

- g) The approval of the amendment of Article 15 paragraph (2) of the Constitutive Act:

*“(2) Any shareholder will have the right to make proposals on the members of the Board of Nominees. The nomination will be accompanied by the questionnaire regarding the independence of the candidate, completed and signed by the candidate, whose template shall be available in the informative materials, following that, this questionnaire will be brought to the*

*attention of the shareholders. 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 to be analysed by the Board of Nominees are made to the advantage of the shareholders.”*

h) The approval of the amendment of Article 16 paragraph (4) of the Constitutive Act:

*“(4) If the absolute majority condition cannot be fulfilled to have the quorum for taking a decision, the chairperson of the Board of Nominees shall give notice for a second meeting of Board of Nominees, having the same agenda as the first, in order to discuss this agenda. If the absolute majority condition cannot be fulfilled to have the quorum for taking a decision for three consecutive meetings, the chairperson of the Board of Nominees shall ask the Alternative Investment Fund Manager to convoke the general meeting of the shareholders in order to properly decide on the existing situation.”*

i) The approval of the amendment of Article 17 paragraphs (1), (7), (14), (16) and (20) of the Constitutive Act, as follows:

*“The Board of Nominees has the followings duties and functions:*

*(1) Following the information received from the Alternative Investment Fund Manager with regard to the summoning of the ordinary and/or extraordinary general meeting of the shareholders proposes, if it deems necessary, the insertion of supplementary matters in the text of the calling notice of the general meeting of shareholders, in accordance with the legislation in force;*

*(...)*

*(7) Receives from the Alternative Investment Fund Manager and reviews the framework for carrying out Fondul Proprietatea’ s operations, as well as any other regulations issued by Alternative Investment Fund Manager applicable to Fondul Proprietatea according to legal provisions in force, capital market rules and regulations;*

*(...)*

*(14) Under the conditions of article 13 paragraphs (11) and (14), informs the shareholders about the necessity to call the general meeting of shareholders, mentioning also the topics to be discussed;*

*(...)*

*(16) Further to the proposal of the Alternative Investment Fund Manager, issues an opinion to be presented to the general meeting of shareholders regarding the execution of contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value exceeds, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less receivables;*

*(...)*

*(20) Receives and reviews the delegation by the Alternative Investment Fund Manager of certain activities;”*

j) The approval of the amendment of Article 21 paragraphs (3) and (4) letters (i), (ii), (iv), (vi), (vii), (viii), (ix), (xi), and (xvi), as well as renumbering of a new letter (xi<sup>1</sup>) of the Constitutive Act, as follows:

*“(3) In addition to the duties provided by the applicable law, the Alternative Investment Fund Manager shall propose for the analysis of the Board of Nominees and further, of the approval of*

*the general meeting of the shareholders of Fondul Proprietatea, the general strategy in accordance with the investment policy of Fondul Proprietatea and it is responsible for the implementation of the investment policy and for achieving a proper balance between the profits and the risks related to the Fondul Proprietatea portfolio. The Alternative Investment Fund Manager undertakes to inform the Board of Nominees regularly, and as and when required by the Board of Nominees, about any significant changes in the activities of Fondul Proprietatea and within the structure of its portfolio.*

*(4) In excess of the duties provided by the applicable law, the Alternative Investment Fund Manager shall be liable to:*

*(i) establish a reference date for shareholders entitled to vote within the general meeting, under the law, and draft the text of the announcement on the convocation of the general meeting, after notifying the Board of Nominees and after analysing the matters proposed by the Board of Nominees to be added on the agenda;*

*(ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses considering the opinion of the Board of Nominees, regarding the aspects concerning the business of Fondul Proprietatea;*

*(...)*

*(iv) prepare the annual financial statements, draft the annual activity report, examine the financial auditors' report, present them to the Board of Nominees before submitting such documents to the general meeting of the shareholders and make proposals on the distribution of the profit to the general meeting of the shareholders, after considering the opinion of the Board of Nominees;*

*(...)*

*(vi) prepare an annual report on the management and the business policy of Fondul Proprietatea, to be presented to the Board of Nominees for analysis prior to its submission to the general meeting of the shareholders;*

*(vii) proposes for analysis of the Board of Nominees and further, for the approval of the general meeting of the shareholders, of the yearly income and expenditure budget and business plan;*

*(viii) outsource certain activities related to the management of the company, within the limits of the approved budget, subject to the observance of the applicable legislation;*

*(ix) submit to the approval of the extraordinary general meeting of shareholders the execution of contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value exceeds, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less receivables, presenting to the shareholders the opinion of the Board of Nominees;*

*(...)*

*(xi) propose to the ordinary general meeting of the shareholders the conclusion of the financial audit agreement according to the legal provisions in force, presenting to the shareholders the opinion of the Board of Nominees;*

*(xi<sup>1</sup>) approve the procedure of internal audit and the audit plan;*

*(...)*

*(xvi) proposes to Extraordinary General Meeting of the Shareholders the appointment of the investment firm/investment bank who shall manage a public offer, as well as on its remuneration, when it will become necessary that such a company be appointed related to the admission to trading of Fondul Proprietatea, presenting to the shareholders the opinion of the Board of Nominees;”.*

2. 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.

### 3. 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 (l) 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.

**B. The agenda of the OGM is as follows.**

**1. 1.1.** The presentations of:

- (a) The Alternative Investment Fund Manager of the Performance Report for the period 1 January 2021 – 31 December 2021; and
- (b) The Board of Nominees of its annual report for 2021 financial year, including its Review Report in relation to the Performance Report.

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**”), the shareholders decide on 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 (*secret vote*)

**1.2.** In case point 1.1 above is not approved by the shareholders, in accordance with point 9.7 of the Management Agreement, the approval of:

- the simultaneous termination of the mandate of Franklin Templeton International Services S.à r.l. as the alternative investment fund manager and sole director of Fondul Proprietatea, and of the Management Agreement, beginning with the earliest of: (i) the appointment of a new alternative investment fund manager and sole director of Fondul Proprietatea in accordance with the terms of the Management Agreement; or (ii) 1 November 2022, and of
  - the procedure to be observed for the selection of a new alternative investment fund manager and sole director of Fondul Proprietatea, as described in the supporting materials. (*secret vote*)
- 2.** 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.
- 3.** 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.
- 4.** At the proposal of the Board of Nominees of Fondul Proprietatea:
- (a) The approval of the increase of the gross monthly remuneration for each member of the Board of Nominees by 10 (ten) per cent, from RON 24,123 to RON 26,535.30, with effect from 20 April 2022 (the “**Base Monthly Remuneration**”). With effect from the 1st January of each calendar year, the Base Monthly Remuneration shall be adjusted with the positive rate of the Romanian



inflation of the previous calendar year, as published by the National Institute of Statistics of Romania.

- (b) The approval of an additional fixed gross monthly remuneration for the Chairperson of the Board of Nominees and for the Chairpersons of the Audit and Valuation Committee and of the Nomination and Remuneration Committee, with effect from 20 April 2022, as follows:
- (i) an additional fixed gross monthly remuneration of twenty-five (25) per cent of the Base Monthly Remuneration, for the Chairperson of the Board of Nominees; and
  - (ii) an additional fixed gross monthly remuneration of twenty (20) per cent of the Base Monthly Remuneration, for the Chairperson of the Audit and Valuation Committee and for the Chairperson of the Nomination and Remuneration Committee.

The additional fixed gross monthly remuneration for the Chairperson of the Board of Nominees and for the Chairpersons of the Audit and Valuation Committee and of the Nomination and Remuneration Committee shall be payable pro-rata for the period during which the member of the Board of Nominees holds the relevant position(s).

- (c) The approval of an increased notice period in case of withdrawal from the position of member of the Board of Nominees, from the current fifteen (15) working days in advance to three (3) months in advance, applicable to each member of the Board of Nominees. Notwithstanding the foregoing, a shorter notice period may be accepted on a case by case basis where such is expressly required by the applicable law or by any relevant authority.
- (d) The approval of the amendment of the Remuneration Policy of Fondul Proprietatea, as described in the supporting documentation, to reflect the changes contemplated by the items (a), (b), and (c) above.

The relevant changes to the Remuneration Policy of Fondul Proprietatea, as described in the supporting documentation, shall be consolidated in an updated version of the Remuneration Policy to include also the amendments contemplated by item 3 on the agenda in case such item is approved by the shareholders.

- (e) The approval of the amendment of the template mandate agreement of the members of the Board of Nominees of Fondul Proprietatea and the approval of the addenda to the existing mandate agreements of the members of the Board of Nominees to reflect the changes contemplated by the items (a), (b), and (c) above, in accordance with the supporting documentation. Mr. Johan Meyer is empowered to sign the mandate agreements, respectively the addenda to the mandate agreements with the members of the Board of Nominees, for and on behalf of Fondul Proprietatea.
5. The appointment of a member in 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. The proposals of the shareholders for the mandate may be submitted by 18 March 2022, 5:00 PM (Romanian time), to the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7th floor, 1st district, postal code 011017 or by e-mail at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

Each candidate for the Board of Nominees must submit the copy of the ID, the resume which details the current professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen, the questionnaire regarding the independence of the candidate, filled in and signed by the candidate, and the consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed by the candidate, whose templates are available in the informative materials.

The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record, the independence questionnaire and the resume will be published on the webpage of the Company and shall be daily updated on the basis of received proposals. (*secret vote*).

6. 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.
7. 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.
8. 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. 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.
9. 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 Grivitei, 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.
10. 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 (l) 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.

\*\*\*

#### GENERAL INFORMATION WITH RESPECT TO THE EGM & OGM

***The right to include new items on the agenda. The right to present drafts of resolutions for the items included on the agenda or for the items proposed for inclusion on the agenda.***

In accordance with the provisions of Article 117<sup>^</sup>1, paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (3) of Issuers' Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (5) of the Company's Constitutive Act, one or several shareholders representing individually or jointly at least 5% of the Company's share capital may request the Sole Administrator of the Company the introduction of additional items on the agenda of the EGM/OGM and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the EGM/OGM.

These requests must comply, cumulatively, with the following requirements:

- a) **in the case of natural person shareholders**, they must be accompanied by copies of the shareholders' identity documents (the identity documents presented by the shareholders must allow their identification in Company's registry of shareholders kept by Depozitarul Central SA), and **in the case of legal entity shareholders**, they must be accompanied by:
  - the original or a true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 12 months as from the date of the EGM/OGM convening notice publication, allowing for the identification thereof in the Company's registry of shareholders kept by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative of the shareholder;
  - the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The same identification requirements mentioned above shall also be applicable to the legal representative of the shareholders addressing questions regarding the items on the agenda of EGM/OGM.
- b) they must be accompanied by a justification and/or a draft resolution proposed for passing, and
- c) they must be sent to and registered at the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> district, postal code 011017, Romania by any type of courier service with proof of delivery (bearing the signature of the shareholders or, as the case may be, their legal representatives) or by e-mail at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) by **18 March 2022, 5:00 PM** (Romanian time).

In order to identify and prove the shareholder capacity of a person making proposals to supplement the agenda (or addressing questions according to Article 117<sup>^</sup>2 paragraph (3) of Companies' Law and with Article 198 of Regulation no. 5/2018), the Company may request such person to provide a statement indicating the shareholder capacity and the number of shares held.

### ***Information materials and questions related to the agenda***

Each shareholder, irrespective of how many shares he/she/it owns from the Company's share capital, has the right to ask questions regarding the issues on the agenda of the general meeting. The questions shall be sent to the Company's headquarters in Bucharest, 76-80 Buzzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017 or to [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that they are received by the Company **18 April 2022, 11:00 AM** (Romanian time), for the purpose of good process and preparation of the general meeting. Shareholders who did not submit the questions until **18 April 2022, 11:00 AM** (Romanian time), can address the questions during the general meeting. The Company shall answer the questions asked by the shareholders during the meetings; the questions may be answered as well on the Q&A section of the website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

The identification requirements mentioned above in the section on supplementing the agenda are also applicable to a natural person shareholder and/or the legal representative of a legal entity addressing questions regarding the items on the agenda of the EGM/OGM.

Commencing with the date of publication of this convening notice in Official Gazette of Romania, the general procedure for organizing general meetings (including the procedure for voting through a representative with a special/general power of attorney, the procedure which allows voting by correspondence, the procedure regarding secret vote), the templates of special and general power of attorney to be used for voting by representative by special/general power of attorney, and the templates to be used for voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

Commencing with **21 March 2022**, the templates of special power of attorney/ballot papers filed in with the names of the proposed Board of Nominees candidates to be used for voting by representative by special power of attorney/voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

Commencing with one month before the day of the meetings, all the other information materials regarding the items included on the agenda of the EGM/OGM, including the draft resolutions proposed to be passed within the meeting, shall be available at the same coordinates above-mentioned. The shareholders of the Company may receive, upon request, copies of the documents related to the issues on the agenda of the EGM/OGM.

### ***The attendance and voting to the General Meetings***

#### *Global Depository Receipts Holders*

In accordance with Regulation no. 4/2013, the persons holding Global Depository Receipts (**GDRs**) (issued based on the shares issued by FP) at the Reference Date can vote within EGM/OGM through the means of the Issuer of the GDRs (i.e. The Bank of New York Mellon – **Issuer of the GDRs**) which will have the quality of shareholder within the meaning and for the application of the provisions of Regulation no. 5/2018 and Issuers' Law.

The Issuer of the GDRs is fully responsible for the correct, complete and on time information of the GDR holders, with the observance of the provisions comprised in the GDR issuance documents, with respect to the documents and supporting materials correspondent to the EGM/OGM made available by FP.

The Issuer of the GDRs will vote in the EGM/OGM in accordance and within the limits of the instructions of the GDR holders (having this quality at the Reference Date), as well as with the observance of the provisions comprised in the GDR issuance documents.

For computing the quorum of EGM/OGM, it will be taken into account only those supporting shares for which the Issuer of the GDRs cast a vote (including "abstention" votes) in accordance with the instructions of the GDR holders above-mentioned. The Issuer of the GDRs will inform FP about the percentage of the voting rights corresponding to the supporting shares for which it will cast votes until **18 April 2022, 1:00 PM** (Romanian time) **for documents regarding the EGM** and **18 April 2022, 2:00 PM** (Romanian time) **for documents regarding the OGM**.

The GDR holders will send to the entity where he/she/it has opened with the GDR account his/her/its voting instructions with respect to the agenda points of EGM/OGM, so that this information may be send

to the Issuer of the GDRs. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

The Issuer of the GDRs is fully responsible for taking all necessary measures so that the entity keeping record of the GDR holders, intermediaries involved in custodian services for the GDR holders and/or any entities involved in the evidence of the GDR holders, to report the voting instructions of the GDR holders with respect to the points of the EGM/OGM.

### Shareholders

The shareholders registered in the register of shareholders on the Reference Date may attend the EGM/OGM and vote as follows.

- a) in person, within EGM/OGM – direct vote;
- b) through a representative with a special or general power of attorney; or
- c) by correspondence.

### **Direct vote**

Shareholders may exercise the direct (personal) vote after proving their identity:

- a) in the case of **natural persons who are sole shareholders** - by presenting the identity card; identity cards submitted by shareholders must allow for their identification on the list of Company's shareholders as at the Reference Date issued by Depozitarul Central SA;
- b) in the case of **natural persons who are collective shareholders** – by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) in the case of **legal entity shareholders**, by presenting:
  - an original or a true copy of the findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by the competent authority of the state where the shareholder is duly incorporated, all being no older than 12 months as from the date when the general meeting convening notice was published, allowing for identification thereof on the list of Company's shareholders on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania ;
  - the identity card or passport of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens).

For all above-mentioned cases, documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for documents attesting the legal representative's capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

However, if legal restrictions are imposed by public authorities regarding the attendance of public meetings, according to the legislation issued between the publication of this convening notice and when the EGM/OGM is held, the Fund Manager may impose additional conditions for attending the EGM/OGM to follow the legal provisions in force at that time. Such additional conditions are not considered as a prohibition to attend the EGM/OGM, considering that in such exceptional circumstances, the Fund Manager will take all measures to ensure the shareholders' right to add new points on the agenda and to vote.

The Fund Manager kindly asks shareholders to follow the Company's website and the Bucharest Stock Exchange website as it will announce any updates on this matter by means of current reports.

### ***Power of attorney***

Shareholders may delegate other persons, except for the Fund Manager, the Investment Manager or their employees, Board of Nominees members, to represent them and vote in EGM/OGM based on a special or a general power of attorney described below as follows. For more details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website.

In case a shareholder is represented by a credit institution rendering custodian services, the latter may vote in the general shareholders' meeting based on and within the limits of the voting instructions received by electronic means, without being necessary that a special or general power of attorney to be drafted, provided that the said custodian credit institution submits to the Company a self-liability statement, signed by the bank's legal representative(s), stating (i) the name of the shareholder, written clearly, for which the credit institution votes in the EGM/OGM, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The said declaration will have to be submitted in original with the Company, signed, and, if the case, stamped, or by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) until **18 April 2022, 1:00 PM** (Romanian time) **for documents regarding the EGM and 18 April 2022, 2:00 PM** (Romanian time) **for documents regarding the OGM.**

### ***Vote by representative holding a special power of attorney***

A special power of attorney may be given for a single shareholders' meeting, as this EGM/OGM and shall contain specific voting instructions for this particular meeting with a clear indication of the voting option for each item on the agenda of the general meeting. The representation of shareholders in the EGM/OGM may be conducted by representatives by duly filling in and signing the template for the special power of attorney. The representation may be conducted both by other shareholders and by third parties. Shareholders lacking exercise capacity or with limited exercise capacity may provide other persons with a special power of attorney.

The special power of attorney shall be sent either (i) in original, to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania, or (ii) by e-mail with extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at: [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that it is received by the Company by **18 April 2022, 1:00 PM** (Romanian time) **for documents regarding the EGM and 18 April 2022, 2:00 PM** (Romanian time) **for documents regarding the OGM.**

*Documents accompanying the special power of attorney:*

- a) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the list of the Company's shareholders on the Reference Date issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);

- b) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) for **legal entity shareholders**:
- original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 12 months as from the date when the general meeting convening notice was published and allowing identification thereof on the Company's shareholders list on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
  - copy of the identity card of the representative (the person especially delegated) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

A special power of attorney template:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials;
- b) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company's website in its updated form;
- c) filed in with the names of the proposed Board of Nominees candidates, shall be made available to the shareholders by the Company starting with **21 March 2022** at the same coordinates and under the same conditions as the information materials;
- d) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

If during the general meeting of shareholders certain items which were not included on the published convening notice are being discussed, in accordance with the legal provisions, the representative may vote on these items according to the interest of the represented shareholder.

Generally, a shareholder may mandate only one proxy to represent him/her/it at the EGM/OGM. However, the special power of attorney may nominate other person(s) as substitutes empowered to represent the shareholder in case the said main proxy would be in impossibility to exercise his/her mandate. The special power of attorney must provide the order under which the said substitutes vote in case the proxy does not attend the EGM/OGM.

***Vote by representative holding a general power of attorney***

In opposition with the special one, the general power of attorney allows the proxy to vote on behalf of the shareholder in any aspect on the agenda of one or more companies identified in the power of attorney, individually or by general reference to a certain category of issuers, including disposal acts. The shareholder may grant a valid proxy for a period which shall not exceed 3 years, unless the parties have expressly provided for a longer period.

For the mandate's validity, the proxy must be either an intermediary (in accordance with Article 2 para. (1) point (19) of Issuer's Law) or an attorney at law for whom the shareholder is a client.

Also, the proxy should not be in a conflict of interest situation, such as:

- a) It is a majority shareholder of FP, or of another entity, controlled by that respective shareholder;
- b) It is a member of an administration, management or supervisory body of FP, of a majority shareholder or of another entity, controlled by that respective shareholder;
- c) Is an employee or auditor of FP or of a majority shareholder or of another entity, controlled by that respective shareholder;
- d) Is a spouse or relative (up to, and including, fourth degree filiation) of one of the individuals mentioned above.

The proxy cannot be replaced by another person unless this right was expressly conferred to him/her by the shareholder in a power of attorney. If the proxy is a legal entity, then the latter may carry out the general mandate through any of member of its administration/management body or of one of its employees. These provisions do not affect the right of the shareholder to designated by a power of attorney one or more alternate proxies, according to the regulations described above regarding special proxies

In view of the EGM/OGM, and before their first use, the general power of attorneys are to be sent to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017 so that it is received by the Company by **18 April 2022, 1:00 PM** (Romanian time) **for documents regarding the EGM and 18 April 2022, 2:00 PM** (Romanian time) **for documents regarding the OGM**, in copy, certified as being the same with the original by the proxy or by e-mail with incorporated extended electronic signature as per Law no. 455/2001 on the electronic signature to [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro). The said copies are retained by FP, and a mention of this is inserted in the minutes of the general shareholders' meeting.

*Documents accompanying the general power of attorney:*

- a) proof that the proxy is an intermediary in accordance with Article 2 para. (1) point (19) of Issuer's Law or an attorney at law, and that the shareholder is the proxy's client;
- b) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the list of FP shareholders issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- c) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- d) for **legal entity shareholders**:
  - original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 12 months as from the date when the general meeting convening notice was published and allowing identification thereof on the FP shareholders list issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform



timely Depozitarul Central SA of its legal representative (so that the shareholders' registry at the reference date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;

- for the Ministry of Finances the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
- copy of the identity card of the representative (the proxy) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

The Company accepts a general a general power of attorney given by a shareholder, as a client, to an intermediary or to a lawyer, without requiring additional documents relating to that shareholder, if the general power of attorney is signed by that shareholder and is accompanied by an own responsibility statement given by the legal representative of the intermediary or by the lawyer who has received the general power of attorney, indicating that:

- a) the shareholder is a client of the proxy;
- b) the general power of attorney is signed by that respective shareholder (ink signed or through an extended electronic signature, as the case may be).

The said declaration must be submitted in original at FP or by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro) (in the same time with the general power of attorney and at the same coordinates as indicated in this convening notice) signed by the intermediary/attorney at law (without other criteria being necessary as pertaining with its form).

A template of the general power of attorney for EGM/OGM shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials. The Company does not impose the use of the said forms.

### ***Vote by correspondence using the forms for voting by correspondence***

The vote of the shareholders at the EGM /OGM can also be expressed by correspondence, by duly filling in and signing the forms for the vote by correspondence.

The ballots by correspondence will be sent either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to the Company's headquarters in Bucharest, 76-80 Buzești St., 7<sup>th</sup> floor, 1<sup>st</sup> District, postal code 011017, Romania or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro), so that they are received by the Company by **18 April 2022, 1:00 PM** (Romanian time) **for documents regarding the EGM** and **18 April 2022, 2:00 PM** (Romanian time) **for documents regarding the OGM**.

Documents accompanying ballot papers:

- a) for **natural person shareholders** – copy of identity card, allowing for identification thereof in the list of Company's shareholders on the Reference Date issued by Depozitarul Central SA and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for

- Romanian citizens or passport for foreign citizens) along with the proof of legal representative capacity;
- b) in case of **collective natural person shareholders** by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website (*Special conditions regarding collective natural person shareholders*);
- c) for **legal entity shareholders**:
- original or true copy of the findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than 12 months as from the date of the general meeting convening notice, allowing for the identification thereof in the Company's list of shareholders on the Reference Date issued by Depozitarul Central SA;
  - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
  - for the Ministry of Finance the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania.

Documents in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative drafted in a language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with incorporated extended electronic signature in accordance with Law no. 455/2001 on the electronic signature at [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro).

A ballot template for voting by correspondence:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials and the forms for the special powers of attorney;
- b) filed in with the names of the proposed Board of Nominees candidates, shall be made available to the shareholders by the Company starting with **21 March 2022** at the same coordinates and under the same conditions as the information materials;
- c) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company's website in its updated form.

If a shareholder voted by sending a ballot paper by correspondence, but then attends the EGM/OGM either personally or through a proxy (provided a special/general power of attorney has been submitted under the conditions above-mentioned), the correspondence vote shall be annulled and only the direct or the vote expressed through the proxy shall be taken into consideration.

If the person representing the shareholder at the general shareholders' meeting is other than the person who expressed the correspondence vote, then for its validity, the proxy must present at the general meeting a written revocation of the correspondence vote, signed by the shareholder or by the representative who expressed the correspondence vote. This will not be applicable if the shareholder or its legal representative is present at the general meeting.

Voting by correspondence may be expressed by a representative only if he/she:

- a) has received from the shareholder that he/she represents a special/general power of attorney; or
- b) the representative is a credit institution providing custody services.

The general procedure for the organisation of general meetings (which shall be available at the same coordinates and in the same conditions as the information materials) details the procedure allowing both

the vote by representative with special/general power of attorney, vote through a custodian bank and the vote by correspondence, and the shareholders must comply with the said procedure. Special/General powers of attorney and ballots for voting by correspondence must be signed by all the natural person collective shareholders or their legal representatives (in the case of natural persons lacking exercise capacity or with limited exercise capacity), who shall assume both their capacity (proven by means of evidentiary documents attached to the special/general power of attorney/ballot) and the signature authenticity.

The checking and validation of the special/general powers of attorney submitted, as well as the centralization, checking, validation, and records of the votes by correspondence shall be performed by a commission established within the Company, whose members shall safely keep these documents, as well as the confidentiality of the votes thus expressed. Powers of attorney and voting ballots shall also be checked by the EGM/OGM secretary. In the event that the agenda is supplemented, and the shareholders fail to send the updated special powers of attorney and/or ballots for voting by correspondence, the special powers of attorney and ballots sent prior to the supplementation of the agenda shall be considered only with reference to the items therein which are also found on the supplemented agenda. All discussions held during the EGM/OGM are audio recorded. If participants want to obtain a copy of the recordings, they will be available at the FP registered office, in exchange for a fee (the cost will not exceed the value of expenses incurred by FP in relation to transferring the audio recording to material support), within 15 days after the EGM/OGM date. Additional information may be obtained from the Department for Shareholders' Relations at the telephone number + 40 21 200 96 28 (or through reception at + 40 21 200 96 00; fax: +40 21 200 96 31; e-mail: [agafp@fondulproprietatea.ro](mailto:agafp@fondulproprietatea.ro)) and on the Company's website: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro).

After the EGM/OGM, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation of recording and counting of votes by the Company. The request of such a confirmation may be asked for within one month as of the voting date. In this case, the Company will send the shareholder an electronic confirmation of recording and counting of votes, according to the provisions of article 97 para. (3) of Issuers' Law and of article 7 para. (2) of CE Regulation 1212/2018, in the format set out in Table 7 of Annex to the CE Regulation 1212/2018.

**SOLE DIRECTOR**

Franklin Templeton International Services S.à r.l.

By: \_\_\_\_\_

Johan Meyer,  
Permanent Representative