

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

Current report according to Article 99 letter (s) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

**Important events to be reported:**

## **Voting recommendations and supporting materials related to the 20 April 2022 shareholders' meetings**

Franklin Templeton International Services S.À R.L., in its capacity as alternative investment fund manager and sole director (the "**Fund Manager**") of Fondul Proprietatea S.A. (the "**Fund**"), would like to remind shareholders that the Fund Manager has summoned the Fund's Extraordinary ("**EGM**") and Ordinary ("**OGM**") General Shareholders' Meetings for 20 April 2022 at ATHÉNÉE PALACE HILTON BUCHAREST" Hotel, Enescu Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, starting at 1.00 p.m. (Romanian time) for EGM, and 2.00 p.m. (Romanian time) for the OGM.

The entire EGM and OGM supporting documentation is available for the shareholders' reference at [https://www.fondulproprietatea.ro/ro\\_RO/home/investor-relations/gsm-information/gsm-documentation/2022.html](https://www.fondulproprietatea.ro/ro_RO/home/investor-relations/gsm-information/gsm-documentation/2022.html) .

In the context of the increased number of COVID-19 infections, for the safety of our shareholders and for prudence reasons, in order to ensure compliance with the legal provisions, the Fund Manager recommends **voting by correspondence**, in accordance with the procedures described in the convening notice.

The deadline for proposing new items on the EGM & OGM agendas expired on 18 March 2022 and no requests to supplement the agendas were received. This was also the deadline for receiving proposals for the vacancy in the Board of Nominees ("**BoN**"), for which two proposals were received, respectively: Mr. Petrus Antonius Maria Jansen and Mr. Martin Bernstein.

Regarding the points on the EGM agenda, **the Fund Manager recommends voting in favour of points 2 and 3, while for point 1, introduced according to the authorization issued by the Financial Supervisory Authority no. 25 / 28 January 2022, the Fund Manager refrains from making any recommendation**, as there is a potential conflict of interests considering the Board of Nominees' role.

Regarding **point 1** on the EGM agenda, towards which the Fund Manager

**Report date:**  
28 March 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**  
18253260

**Order number in the Trade Regis**  
J40/21901/2005

**Subscribed and paid-up share ca**  
RON 3,334,342,422.84

**Number of shares in issue and p**  
6,412,196,967

**Regulated market on which the i**  
Shares on Bucharest Stock Exchar  
GDRs on London Stock Exchange

refrains from making any voting recommendation, the Fund Manager recommends shareholders to exercise their voting right only after reviewing the:

- Letter of the Board of Nominees to shareholders regarding the Constitutive Act, available on the Fund's website at: <https://www.fondulproprietea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/Board%20Letter%20on%20CApdf>; and
- Memo regarding the approval of several amendments to the Constitutive Act, available on the Fund's website at: <https://www.fondulproprietea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/EGM%201.%20Memo.pdf>.

Regarding the points on the OGM agenda, the Fund Manager recommends **voting in favour of all the points, except for:**

- **point 1.2. of the OGM agenda** (i.e. 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 the Fund, and of the Management Agreement signed between Franklin Templeton International Services S.à r.l. and the Fund), **for which we recommend voting “against”**;

Our recommendation for a vote against this point of the agenda is based on the fact that the Fund Manager has fulfilled its Performance Objectives, as described in the Performance Report, available on the Fund's website at: [https://www.fondulproprietea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/OGM%201.1%20\(a\)%20Perfm.%20Report%20.pdf](https://www.fondulproprietea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/OGM%201.1%20(a)%20Perfm.%20Report%20.pdf).

- **point 4 introduced at the proposal of the BoN, towards which the Fund Manager refrains from making any voting recommendation** as there is a potential conflict of interests, and for which the Fund Manager recommends shareholders to exercise their voting right only after reviewing the:
  - BoN arguments supporting the proposed changes to the BoN remuneration and terms, available on the Fund's website at: <https://www.fondulproprietea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/OGM%204.%20BoN%20argume>

[nts.pdf](#);

- Remuneration Policy of Fondul Proprietatea at BoN's proposal, available on the Fund's website at: <https://www.fondulproprietatea.ro/files/live/sites/fondul/files/en/gsm-documentation/2022/20%20April/OGM%204.%20Remun.%20policy%20BoN'.pdf>;

- **point 5 regarding the appointment of a BoN member towards which the Fund Manager refrains from making any voting recommendation**, as candidates are appointed and approved by shareholders.

The Fund Manager's voting recommendations contained herein are not binding in any way and should not be deemed under any circumstances as a supporting documentation/argument for substantiating one's vote. The Fund Manager will implement and will comply with all the decisions taken by the Fund's shareholders, irrespective of its recommendations herein, subject to compliance with law and regulation.

**Franklin Templeton International Services S.À R.L., acting as Alternative Investment Fund Manager of FONDUL PROPRIETATEA S.A.**

**Johan MEYER**  
Permanent Representative