

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

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

**Important events to be reported:**

**The resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. held on 21 April 2023**

Franklin Templeton International Services S.À R.L, alternative investment fund manager and sole director of Fondul Proprietatea SA ("Fondul Proprietatea / the Fund"), hereby announces that on 21 April 2023, were held at Hotel "INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST" Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, Sector 1, Bucharest, 010292, Romania, the Fund's **Extraordinary General Shareholders Meeting** ("EGM") commencing 11:00 am (Romanian time) and **Ordinary General Shareholders Meeting** ("OGM") commencing 12:00 pm (Romanian time) of Shareholders of Fondul.

The meetings were chaired by Mr. Johan Meyer, the Permanent Representative of Franklin Templeton International Services S.à r.l., the Sole Director of the Fund.

The shareholders of the Fund decided the following with respect to:

**A. the agenda of the EGM:**

- **To approve Point 1 on the EGM Agenda**, respectively "The approval of the following amendments to the Constitutive Act of Fondul Proprietatea, as follows:

a) 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 (a) the questionnaire regarding the independence of the candidate, completed and signed by the candidate, whose template shall be available in the informative materials, and (b) a letter of intent setting out the reasons supporting the candidacy; following that, this questionnaire and the letter of intent 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 needing the approval of the Board of Nominees are made to the advantage of the shareholders."*

b) The approval of the amendment of Article 21 paragraph (4) point ii) of the Constitutive Act:

*"(4) In excess of the duties provided by the applicable law, the Alternative Investment Fund Manager shall be liable to: (ii) upon the written request of any shareholder submitted before the date of the general meeting of the shareholders, to give responses regarding the aspects concerning the business*

**Report date:**  
21 April 2023

**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 3,233,269,110.76

**Number of shares in issue and paid-up:**  
6,217,825,213

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

GDRs on London Stock Exchange

*of Fondul Proprietatea; such responses shall be notified to the Board of Nominees;”*

- **To approve Point 2 on the EGM Agenda, respectively”** 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 3,233,269,110.76 to RON 2,947,779,186.56 pursuant to the cancellation of 549,019,085 own shares acquired by Fondul Proprietatea during 2022 through the thirteenth buy-back programme.

After the share capital decrease, the subscribed and paid-up share capital of Fondul Proprietatea shall have a value of RON 2,947,779,186.56 being divided in 5,668,806,128 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 2,947,779,186.56, divided in 5,668,806,128 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 authorizes 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.”
- **To approve Point 3 on the EGM Agenda, respectively”** The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 20,214,661.57 from RON 666,868,484.57 representing 20.63% of the share capital to RON 646,653,823.00 representing 20.00% of the share capital. Following the decrease, the corresponding amount will be transferred to retained earnings and remain available for future use by shareholders, in accordance with the supporting materials.”
  - **To approve Point 4 on the EGM Agenda, respectively”** The approval of:
    - (a) The date of **11 May 2023** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018; and of  
The date of **12 May 2023** 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, 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.”

## B. the agenda of the OGM:

- **To approve Point 2 on the OGM Agenda, respectively**” The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the financial year 2022, including the financial statements for the year ended on 31 December 2022 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 2018/815 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 2022 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 2022 financial year, along with the discharge of the Sole Director’s for any liability for its administration during 2022 financial year.”
- **To approve Point 3 on the OGM Agenda, respectively**” The approval to cover, from other reserves, the negative reserves of RON 230,576,692.62 incurred in 2022 financial year derived from the cancelation of treasury shares acquired during the 12th buy-back programme, in accordance with the supporting materials.”
- **To approve Point 4.1. on the OGM Agenda, respectively**” The approval of the to allocate to other reserves from 2022 net audited accounting profit an amount of RON 908,845,063.69 to be used for covering the negative reserves estimated to arise in 2023 from the cancellation of treasury shares acquired during 2022 through the 13th buy-back programme, in accordance with the supporting materials;
- **To approve Point 4.2. on the OGM Agenda, respectively**” The approval of the remaining net accounting profit allocation, including the approval of the value of the gross annual dividend of RON 0.05 per share corresponding to the 2022 financial year profit, in accordance with the supporting documentation. The shareholders approve that the payment of the dividends to start on the Payment Date of this OGM (as defined at point 5 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on the Registration Date (as defined at point 5 of this OGM). Treasury shares do not constitute dividend entitlement.”
- **To approve Point 5 on the OGM Agenda, respectively**” The approval of:
  - (a) The date of **11 May 2023** as the **Ex – Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; and of  
The date of **12 May 2023** 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 **6 June 2023** as the **Payment Date**, in accordance with Article 176 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 s 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.

**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**

