

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

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

Resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. held on 29 April 2025

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA ("**Fondul Proprietatea**" / the "**Fund**"), hereby, announces that on **29 April 2025** were held at "**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**" Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, the **Fund's Extraordinary General Shareholders Meeting ("EGM")** and **Ordinary General Shareholders Meeting ("OGM")** commencing 11:00 am (Romanian time) in case of EGM and 12:00 pm (Romanian time) in case of OGM.

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 Item 1 on the EGM Agenda**, respectively,

"The approval of:

- (a) the amendment and update of the Fund's business object in accordance with the Nomenclature of Economic Activities – NACE rev. 3 in line with the provisions of Order no. 377/2024 regarding the update of the Nomenclature of Economic Activities – NACE, as follows:

Main domain of activity: *Activities of investment funds; mutual funds and other similar financial entities* (NACE Code 643);

Main activity: *Activities of money market funds and non-money market funds* (NACE Code 6431); and

Secondary activity: *Mutual funds and similar financial institutions* (NACE Code 6432).

- (b) the amendment of Article 6 of the Fund's Constitutive Act, which shall be read as follows:

"(1) *Fondul Proprietatea has as main object of activity the management and administration of the portfolio.*

(2) *The main domain of activity of Fondul Proprietatea is the one described by CAEN Code 643 – Activities of investment funds; mutual funds and other similar financial entities.*

Report date:

29 April 2025

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

Registered office:

76-80 Buzesti Street
7th floor, district 1,
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 1,849,342,164.28

Number of shares in issue and paid-up:

3,556,427,239

Regulated market on which the issued securities are traded:

Shares on Bucharest Stock Exchange

The main activity is “Activities of money market funds and non-money market funds” (NACE Code 6431).

The secondary activity is “Mutual funds and similar financial institutions” (NACE Code 6432).

(3) The business object of Fondul Proprietatea is the following:

a) management and administration of the portfolio;

b) other additional and adjacent activities, according to the regulations in force.”

➤ **To approve Item 2 on the EGM Agenda, respectively,**

“The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 36,986,843.20 from RON 369,868,432.86, representing 22.22% of the share capital, to RON 332,881,589.66, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease approved through the EGSM Resolution no. 9/2 December 2024 (the “**Share Capital Decrease**”), subject to the implementation and effectiveness of the Share Capital Decrease. Following the decrease, the corresponding amount will be transferred to Retained earnings and used to set up a reserve in accordance with item 7 of the OGM Agenda. If item 7 of the OGM Agenda is not approved, the amount will remain available for future use by shareholders under the retained earnings caption.”

➤ **To approve Item 3 on the EGM Agenda, respectively,**

“The approval of:

- (a) The date of **27 May 2025** 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 **28 May 2025** 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 sub-delegate, 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:

➤ **To approve Item 2 on the OGM Agenda, respectively,**

“The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the financial year 2024, including the financial statements for the year ended on 31 December 2024 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, 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), based on the auditor’s report (all as presented in the supporting documentation, on the website of Fondul Proprietatea), 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 2024 financial year, along with the discharge of the Sole Director’s for any liability for its administration during 2024 financial year.”

➤ **To approve Item 3 on the OGM Agenda, respectively,**

“The approval of the Remuneration Report of Fondul Proprietatea for the 2024 financial year.” (*consultative vote*)

➤ **To approve Item 4 on the OGM Agenda, respectively,**

“The approval of the Remuneration Policy of Fondul Proprietatea applicable to the mandate of the Fund Manager which started on 1 April 2025, as described in the supporting documentation.”

➤ **To approve Item 5 on the OGM Agenda, respectively,**

“The approval to partially cover with the amount of RON 689,417,797.42 from various elements of Retained earnings the negative reserves of RON 774,756,257.81 incurred during 2024 on the cancellation of the treasury shares acquired during 2023, in accordance with the supporting materials.”

➤ **To approve Item 6 on the OGM Agenda, respectively,**

“Subject to the approval of item 5 of this OGM agenda, the approval of the distribution of the 2024 net audited accounting profit, as follows:

6.1. The approval to partially cover with the amount of RON 85,338,460.39 the negative reserves of RON 774,756,257.81 incurred during 2024 on the cancellation of the treasury shares acquired during 2023, in accordance with the supporting materials;

6.2. The approval of the value of the gross dividend of RON 0.0409 per share from the 2024 financial year audited profit, in accordance with the supporting materials.

The approval for starting the payment of the dividends on **19 June 2025** (the Payment Date of this OGM as defined at item 10 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on **28 May 2025**

(the Registration Date as defined at item 10 of this OGM). Treasury shares do not constitute dividend entitlement.

6.3. The approval to allocate from 2024 net audited accounting profit an amount of RON 1,366,923.22 to other reserves to be used for covering the negative reserves estimated to arise in 2025 from the cancellation of treasury shares acquired 2024 buy-back programme, in accordance with the supporting materials; and

6.4. The remaining 2024 accounting profit in amount of RON 33,915,095.21 will remain available to shareholders under Retained earnings for further use, in accordance with the supporting materials.”

➤ **To approve Item 7 on the OGM Agenda**, respectively,

“The approval to set-up additional Other reserves (in addition to item 6.3 of this OGM agenda) in amount of RON 36,986,843.20, to be used in the future periods to cover the negative reserves of RON 38,353,766.42 to be incurred during 2025 financial year upon the completion of the cancellation of the treasury shares acquired during the 2024 buy-back programme and subject to the approval by shareholders of item 2 of the EGM Agenda and item 6 of this OGM Agenda, in accordance with the supporting materials.”

➤ **To approve Item 8 on the OGM Agenda**, respectively,

“The approval of the additional fees to be paid to Ernst & Young Assurance Services, the Fund’s financial auditor, for the audit of the financial statements of FP for the FY ended 31 December 2024 amounting to EUR 21,000 (before VAT).”

➤ **To approve Item 9 on the OGM Agenda**, respectively,

“The approval of the reclassification of the amount of RON 1,776,611 from the category “*Expenses related to listing of portfolio holdings*” to “*Fund Manager Selection related expenses*” for the payment of services related to the selection of an AIFM, including negotiations of the management agreement with the AIFM, financial advisory services and legal services required for this purpose, along with the approval of the corresponding amendment to the 2025 Fondul Proprietatea Budget, in accordance with the supporting materials. The reclassification is neutral to the total 2025 Fondul Proprietatea budget, which will remain unchanged.”

➤ **To approve Item 10 on the OGM Agenda**, respectively,

“The approval of:

(a) The date of **27 May 2025** 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;

The date of **28 May 2025** 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 **19 June 2025** 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 sub-delegate, 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