

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

Current report according to Article 234 para. (1) letters a) and 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:

Board of Nominees request to convene the General Shareholders Meetings of Fondul Proprietatea S.A.

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director (the “**Fund Manager**”) of Fondul Proprietatea SA (the “**Fund**” or “**Fondul Proprietatea**”), would like to inform investors that, on 29 December 2025, it received a request to convene the General Shareholders Meetings of Fondul Proprietatea from the Board of Nominees, in accordance with the decision of the Board of Nominees dated 29 December 2025.

The Board of Nominees’ rationale for requesting the Fund Manager to convene the General Shareholders Meetings of Fondul Proprietatea and the agenda proposed by the Board of Nominees are attached to this report.

The Fund Manager will take all necessary measures to convene the General Shareholders Meetings of Fondul Proprietatea in compliance with the legal deadlines.

Franklin Templeton International Services S.À R.L. in its capacity of alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A.

Daniel NAFTALI
Permanent Representative

Report date:
30 December 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:
J2005021901408

Subscribed and paid-up share capital:
RON 1,664,407,948.32

Number of shares in issue and paid-up:
3,200,784,516

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

Rationale for Convening the General Shareholders Meetings

1. Procedural Impossibility of Continuing the Manager Selection Process While the FTIS Offer Remains Unresolved

By Resolution no. 12 of the Ordinary General Meeting of Shareholders dated 29 September 2025, the shareholders approved the conditional renewal of the mandate of Franklin Templeton International Services S.à r.l. (“FTIS”) and expressly authorised the Board of Nominees to negotiate the duration of the mandate, the commercial terms, and the draft management agreement, with the final outcome to be submitted for shareholders’ approval.

At the same time, the shareholders mandated a structured and competitive selection process for the Fund’s alternative investment fund manager, culminating in a shareholders’ decision on the submitted offers.

As long as the offer submitted by FTIS remains outstanding and unresolved by a shareholders’ vote, the continuation of the selection process is affected by a fundamental procedural impediment, in particular because:

- there is no legal or procedural clarity as to whether FTIS is to be treated as an accepted solution, a rejected candidate, or a continuing default option;
- the Board of Nominees cannot credibly define the scope, structure, sequencing, or end-state of the selection process in the absence of a definitive shareholders’ determination regarding the FTIS offer; and
- the continuation of the process under such circumstances entails a material risk of incoherence, inconsistency, and misalignment with the shareholders’ expressed intent.

In connection with the relevant agenda item, Franklin Templeton International Services S.à r.l. is expressly invited to submit an improved offer, should it so decide, and to disclose any such improved offer to the shareholders by the statutory deadline applicable to the preparation and publication of the General Meeting materials.

The submission and disclosure of an improved offer would enable shareholders to assess the proposal on the basis of complete, up-to-date, and comparable information and to exercise their decision-making powers in full knowledge of the relevant commercial terms.

Irrespective of whether an improved offer is submitted, the purpose of the proposed shareholders’ resolutions is to enable the shareholders to adopt a definitive decision regarding the FTIS offer, thereby eliminating the existing procedural uncertainty and allowing the manager selection process to proceed in a lawful, coherent, and transparent manner, in line with the shareholders’ resolutions adopted on 29 September 2025.

2. Shareholder Engagement and Investment Policy Statement

The agenda of the Extraordinary General Meeting includes the presentation by the Board of Nominees of the outcomes of the shareholder questionnaires and the engagement process carried out with shareholders.

The EGM has been convened in order to enable shareholders to consider these outcomes and, if deemed appropriate, to approve the mandate for the fund manager to implement the conclusions of the shareholder consultation in the Fund's Investment Policy Statement, in accordance with the applicable legal framework and the Constitutive Act of the Fund.

The agenda of the General Shareholders Meetings

I. The agenda of the EGM is as follows:

1. Presentation by the Board of Nominees on the outcomes of the shareholder questionnaires and the engagement process carried out with shareholders.

(Item added on the agenda by the Board of Nominees)

2. Approval to mandate the fund manager to implement the conclusions of the shareholders consultation in the Fund's Investment Policy Statement, in accordance with the legal provisions in force. The Investment Policy Statement will be presented for approval to the Fund's shareholders in accordance with the Constitutive Act of Fondul Proprietatea.

(Item added on the agenda by the Board of Nominees)

3. The approval of:

- (a) The date of [] 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 [] 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 Daniel Naftali 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.

II. The agenda of the OGM is as follows:

1. The appointment for a period of three (3) years of one (1) member of the Board of Nominees of Fondul Proprietatea.

The mandate of the new member of the Board of Nominees shall start on the date the candidate appointed by the OGM accepts such appointment.

(secret vote)

2. Considering Resolution no. 12 dated 29 September 2025 of the Shareholders' Ordinary General Meeting, by which the conditional renewal of the mandate of Franklin Templeton International Services S.à r.l. was approved and the Board of Nominees was authorized to negotiate the duration of the mandate, the commercial terms, and the draft of the management agreement, the approval of: (a) the appointment of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under

number B 36.979, as sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2026 and until 31 March 2030, inclusive (the “**New Mandate**”); and (b) the commercial terms along with the execution of the new Management Agreement (in the form described in the supporting documentation) between Fondul Proprietatea and Franklin Templeton International Services S.à r.l..Mr. Matej Rigelnik, the Chairperson of the Board of Nominees, and any other member of the Board of Nominees are empowered to sign, jointly or individually, the said Management Agreement for and on behalf of Fondul Proprietatea. The list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders’ information.

(secret vote)

(Item added on the agenda by the Board of Nominees)

3. The approval of the operating rules for the Audit and Valuation Committee, as adopted by the Board of Nominees, in accordance with the Resolution no. 20 of the Ordinary Shareholders’ Meeting of FP dated 21 November 2025.

4. The approval of the Operating Rules for the Board of Nominees in accordance with the Resolutions no. 21, 22 and 23 of the Ordinary Shareholders’ Meeting of FP dated 21 November 2025.

5. The approval of:

(a) The date of [●] 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 [●] 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 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 and the payment date.

(b) The empowerment, with authority to sub-delegate, of Daniel Naftali 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.