

## FUND DESCRIPTION

Fondul Proprietatea (the Fund) is a joint stock company operating as an Alternative Investment Fund (AIF), incorporated in Romania. The Fund was listed on the Bucharest Stock Exchange on 25 January 2011, and on the Specialist Fund Market of the London Stock Exchange ("LSE") by means of Global Depository Receipts ("GDRs") on 29 April 2015.

## INVESTMENT OBJECTIVE

The Fund's investment objective is the maximisation of returns to shareholders and the increase of the net asset value per share via investments mainly in Romanian equities and equity-linked securities.

## ALTERNATIVE INVESTMENT FUND MANAGER

FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.A. R.L. as of 1 April 2016

## PORTFOLIO MANAGER

Johan Meyer – Portfolio Manager  
Călin Meteş – Deputy Portfolio Manager  
Daniel Naftali – Deputy Portfolio Manager

## FUND DETAILS AS AT 31/01/2022

Base Currency of Fund:	Romanian Lei (RON)
Date of Fund Launch:	28 December 2005
Performance Inception Date:	31 December 2010 for NAV 25 January 2011 for Ordinary Share Price 29 April 2015 for Global Depository Receipts
Number of Issued Shares:	6,412,196,967
Number of Shares Corresponding to Paid Share capital <sup>11</sup> :	6,048,384,617
Number of Paid Shares less Treasury Shares:	5,854,012,863
Number of Voting Rights <sup>14</sup> :	5,854,012,863
Subscribed Share Capital:	RON 3,334,342,422.84
Paid Share Capital:	RON 3,145,160,000.84

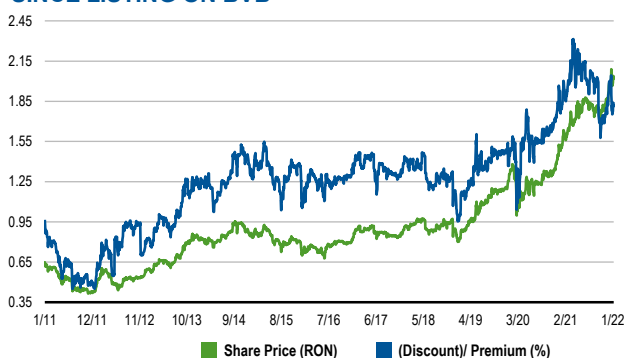
## CASH DISTRIBUTIONS PER SHARE<sup>13</sup>

2021 Special Dividend	0.06 RON payable starting 18 February 2022
2021 Special Dividend	0.0700 RON August 2021
2021 Special Dividend	0.0720 RON June 2021
2020 Dividend:	0.0642 RON July 2020
2019 Dividend:	0.0903 RON July 2019
2018 Dividend:	0.06780 RON June 2018
2017 Cash Distribution:	0.05000 RON June 2017
2017 Special Cash Distribution:	0.05000 RON March 2017
2016 Cash Distribution:	0.05000 RON June 2016
2015 Cash Distribution:	0.05000 RON June 2015
2014 Cash Distribution:	0.05000 RON July 2014
2012 Dividend:	0.04089 RON June 2013
2011 Dividend:	0.03854 RON June 2012
2010 Dividend:	0.03141 RON June 2011
2008–2009 Dividend:	0.0816 RON October 2010

## FUND IDENTIFIER

Bucharest Stock Exchange Symbol:	FP
London Stock Exchange Symbol:	FP.
Bloomberg:	FP RO (for BVB) and FP/IL (for GDRs)
Reuters:	FP.BX (for BVB) and FPq.L (for GDRs)
ISIN:	ROFPAAACNOR5
ASF Public Register No:	PJR09FAIR/400018/28.01.2022
CIIF Registration No:	AC-4522-7/03.11.2021
LEI Code:	549300PVO1VWBFH3DO07

## SHARE PRICE (RON) AND (DISCOUNT)/ PREMIUM (%) SINCE LISTING ON BVB



NAV/Share:  
RON 2.3161 / USD 0.5230 / EUR 0.4682  
**Ordinary Share Price:**  
RON 2.0350 / USD 0.4595 / EUR 0.4114  
**GDR price (1 GDR = 50 shares):**  
RON 97.42 / USD 22.00 / EUR 19.69  
**Current Share Price (Discount)/Premium<sup>1</sup>:** (12.14%)  
**Current GDR (Discount)/Premium<sup>1</sup>:** (15.87%)  
**Fund NAV:** RON 13.56 billion / USD 3.06 billion / EUR 2.74 billion  
**Market Capitalisation (Excluding treasury shares):**  
RON 11.91 billion / USD 2.69 billion / EUR 2.41 billion  
**Average Daily Turnover on the BVB<sup>2</sup>:**  
RON 6.53 million / USD 1.47 million / EUR 1.32 million  
**Average Daily Turnover on the LSE<sup>2</sup>:**  
RON 1.56 million / USD 0.35 million / EUR 0.31 million

Cumulative Performance %	1-Mo	3-Mo	6-Mo	9-Mo	1-Yr	2-Yr <sup>3</sup>	3-Yr <sup>3</sup>	5-Yr <sup>3</sup>	Since perf. incept. <sup>4</sup>
NAV RON <sup>5</sup>	2.37	12.93	28.29	40.36	49.19	25.16	27.83	22.01	265.72
Ordinary Share Price RON <sup>6</sup>	5.31	25.48	18.46	33.69	50.16	33.59	47.85	28.67	605.00
GDR USD <sup>7</sup>	0.13	13.15	3.71	16.92	31.46	30.49	41.36	25.65	225.20

Performance data is shown rounded to the nearest hundredth.

The Fund uses these indicators as they are directly related to the performance objectives of the Fund included in the Investment Policy Statement.

## AVERAGE ANNUAL (DISCOUNT)/ PREMIUM %<sup>1</sup>

	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	YTD
Ordinary Share Price	(55.67)	(50.09)	(40.74)	(30.87)	(29.12)	(32.08)	(28.05)	(29.54)	(29.38)	(21.06)	(5.69)	(7.64)
GDR	-	-	-	-	(29.51)	(29.98)	(27.39)	(29.53)	(30.34)	(22.17)	(7.63)	(8.15)

## PORTFOLIO STRUCTURE

Asset	% of NAV
Listed Equities	7.37
Unlisted Equities	85.21
Net Cash & Receivables <sup>8</sup>	7.42
Sector	% of NAV
Power utilities: generation	66.69
Power & Gas utilities: distribution, supply	9.24
Infrastructure	7.71
Oil & Gas	5.88
Heavy Industry	1.79
Aluminium	1.08
Postal services	0.10
Others	0.09
Net Cash and receivables <sup>8</sup>	7.42

## SHAREHOLDERS STRUCTURE<sup>9</sup>

	%
Romanian institutional investors	38.90
Romanian private individuals	21.36
The Bank of New York Mellon (depository bank for Global Depository Receipts) <sup>10</sup>	17.67
Foreign institutional investors	15.43
Foreign private individuals	3.32
Ministry of Public Finance <sup>11</sup>	0.11
Treasury shares <sup>12</sup>	3.21
<b>Total Number of Shareholders</b>	<b>12,137</b>

## TOP 10 HOLDINGS

Security name	% of NAV
Hidroelectrica SA	66.69
OMV Petrom SA	5.88
CN Aeroporturi Bucuresti SA	4.97
Engie Romania SA	3.86
CN Administratia Porturilor Maritime SA	2.17
E-Distributie Banat SA	1.81
Societatea Nationala a Sarii SA	1.60
E-Distributie Muntenia SA	1.52
E-Distributie Dobrogea SA	1.36
Alro SA	1.08
<b>Total</b>	<b>90.94</b>

## LARGEST SHAREHOLDERS

Shareholder	As at	% of total voting rights
Silver Point Capital Funds	9 December 2021	10.85
NN Group	6 March 2020	10.01
Allianz-Tiriac Private Pension Funds	1 July 2019	5.05

Source: Ownership disclosures submitted by shareholders.

## DESCRIPTION OF NAV BASIS

### THE CURRENT REGULATIONS

Net Asset Value is calculated according to regulations approved by Local Regulator (FSA Regulations No. 9/2014 and No. 7/2020, as subsequently amended).

Where there is trading activity in the last 30 trading days, the shares listed on a regulated market or admitted to trading on AeRO market (alternative trading system) are valued at closing price. Where there is no trading activity in the 30 trading day-period for listed investments, the unlisted valuation approach applies. Investments in unlisted companies are valued using valuation methods in accordance with International Valuation Standards (according to the fair value principle).

Investments in companies in liquidation, dissolution, bankruptcy, insolvency or judicial reorganization are valued at nil. Investments in companies under temporary or final suspension of operation, are valued at zero until the procedure is finalized.

Starting with the NAV report as at 29 January 2016, the accounting records under IFRS are used for the computation of NAV for the items that are not part of the financial instruments' portfolio (non-portfolio items).

### WHAT ARE THE KEY RISKS?

The Fund's portfolio consists mainly of unlisted financial instruments and consequently the performance of the Fund can fluctuate considerably over time.

Risk related to industry sectors: the Fund has a significant exposure in companies in oil, gas and electricity sector. Therefore, the Fund's performance will depend largely on the overall condition of the industries and markets in which the companies in the Fund's portfolio operate.

Risk related to Romania: The Fund holds significant holdings in companies that are controlled by Romanian State. Past experience indicates that management of these companies is often replaced after government changes, which may affect the financial results of such companies in the Fund's portfolio and the Fund's overall performance.

Risk related to Global Pandemic: The spread of infectious diseases, such as COVID-19, could have a significant adverse impact on the Fund's operations and Fund's returns.

The outbreak of pandemic as well as any restrictive measures implemented by the government to control such pandemic, could adversely affect the operations and financial results of the Fund's companies.

Other materially relevant risks are unlisted investment risk, and share discount to NAV risk. For full details of all of the risks applicable to this Fund, please refer to the "Risk Factors" section of the Fund in the current prospectus of Fondul Proprietatea.

### Important Information and Disclaimers

The above portfolio information is calculated on the basis of the NAV. The Investment Manager for the Fund reserves the right to withhold release of information with respect to holdings that would otherwise be included in the Top 10 Holdings list where the protection of such information is in the best interests of the Fund. The price of shares and income from them can go down as well as up and you may not get back the full amount that you invested. Past performance is no guarantee of future performance. In emerging markets, the risks can be greater than in developed markets. Investment in the Fund may not be suitable for all investors; we suggest investors seek guidance from a financial adviser. Read the issue prospectus before investing in this fund/investment firm. FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.Ă R.L. as alternative investment fund manager and sole director of Fondul Proprietatea SA issues quarterly, semi-annual and annual reports which are published on the Fund's website at [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro). This is a short summary for the information of existing shareholders only and is not intended to be used as the basis for investment decisions.

Existing and potential investors should refer to the Fund's prospectus and amendment, available at [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro). All information presented in the report is provided by Franklin Templeton International Services S.Ă R.L., Bucharest Branch.

This report is issued in Romania by Franklin Templeton International Services S.Ă R.L., Bucharest Branch, at 76-80 Buzesti Str, Premium Point, 8th Floor, Bucharest 1, 011017, ROMANIA.

### References

1. The (Discount)/ Premium is calculated based on the latest published NAV at the date of the calculation. For Current Discount/ Premium, the values are calculated based on the 31 January 2022 NAV.

2. Share price: for the period 3 – 31 January 2022. GDR: for the period 4 – 31 January 2022.

3. Annualized rate of return.

4. The Performance Inception date for the NAV is 31 December 2010, for the Share Price is 25 January 2011, and for the GDRs is 29 April 2015.

5. The NAV per Share Total Return is calculated in RON by geometrically linking total returns for all intermediate periods when official NAV is published. Each total return for a single period is calculated using the following formula: the NAV per share as at the end of the period plus any cash distribution during the period, dividing the resulting sum by the official NAV per share at the beginning of the period. The resulting single period total returns are geometrically linked to result in the overall total return.

6. The Share Price Total Return is calculated in RON by geometrically linking daily total returns. Daily total return is calculated as the closing price at the end of the day, plus any cash distributions on that day, dividing the resulting sum by the closing price of the previous day. The resulting single period total returns are geometrically linked to result in the overall total return.

7. The GDR Price Total Return is calculated in USD by geometrically linking daily total returns. Daily total return is calculated as the closing price at the end of the day, plus any cash distributions on that day, dividing the resulting sum by the closing price of the previous day. The resulting single period total returns are geometrically linked to result in the overall total return.

8. Net cash and receivables includes bank deposits, current bank accounts, short-term Government securities, dividend receivables, as well as other receivables and assets, net of all liabilities (including liabilities to shareholders related to the returns of capital and dividend distribution) and provisions.

9. Based on the paid-up share capital as at 31 January 2022 as received from Depozitarul Central SA.

10. Out of which Fondul Proprietatea held 0 Global Depository Receipts (0 shares equivalent).

11. The total number of shares held by the Ministry of Public Finance is of 370,456,198 shares out of which 6,643,848 paid shares and 363,812,350 unpaid shares. On 1 February 2022, the Romanian State, represented by the Ministry of Public Finance, transferred RON 189,182,422.00 to Fondul Proprietatea, as payment for all unpaid shares owned by the Romanian State in Fondul Proprietatea. The registration of the new share capital structure (subscribed and paid-up that will coincide) and of the total voting rights of the Ministry of Public Finance has been registered with the Trade Registry and is in the process of being registered with the Financial Supervisory Authority and the Central Depository. This payment will be recorded in the February 2022 NAV report and will generate an increase of the Total Assets by RON 189,182,422 and of the number of paid-up shares by 363,812,350 shares, while the total impact on the current Net Asset Value per Share will be a decrease of 4.54%.

12. 194,371,754 treasury shares acquired in the 12th buyback program.

13. Distributions since the start of Franklin Templeton Mandates.

14. The unpaid shares, own settled shares and shares equivalent of own global depository receipts held by the Fund are excluded from the calculation of the number of voting rights. The repurchased own shares and global depository receipts for which the settlement is ongoing at the date of this report are not excluded from the calculation of the number of voting rights.



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