FONDUL
PROPRIETATEA

To: **Bucharest Stock Exchange**

INFORMATION

Board of Nominees' public statement on the draft Management Agreement

Franklin Templeton International Services S.À R.L, (the "**Fund Manager**") as alternative investment fund manager and sole director of Fondul Proprietatea S.A. (the "**Fund**"), would like to inform investors that, at the end of the day on 30 January 2026, it received from the Board of Nominees the request to publish the Board of Nominees public statement regarding the draft Management Agreement negotiated with Franklin Templeton International Services S.A. R.L. – attached as annex to this information report.

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:
2 February 2026

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

For the information of:	The Shareholders of Fondul Proprietatea S.A. Bucharest Stock Exchange The Financial Supervisory Authority
Topic	Communication of Franklin Templeton in connection with the draft of the new Management Agreement between Fondul Proprietatea S.A. and Franklin Templeton International S.A.R.L.
Date	29th of January 2026

Bucharest, 29th of January 2026

As a result of the documents published by Franklin Templeton International S.A.R.L. ("**Franklin Templeton**") on the website of Fondul Proprietatea S.A. ("**Fondul Proprietatea**") in relation to the new Management Agreement between Fondul Proprietatea and Franklin Templeton ("**Management Agreement**") as well as the communications issued on this topic,

The Board of Nominees, represented hereby Mr. Matej Rigenlik as Chairman, issues to the attention of the shareholders of Fondul Proprietatea the following clarifications:

1. The form of the Management Agreement proposed for the approval of the General Meeting of Shareholders is not the version negotiated by the Board of Nominees, since in this form has amendments unilaterally included by Franklin Templeton, at least in terms of the termination mechanism of the Management Agreement and the related penalties.

2. Factually, the parties reached a consensus on the form of the Management Agreement to be sent to the shareholders for approval on January 22nd, 2026, and this form should have been communicated to the Board of Nominees for a final review on Friday, before publication. This version had eliminated the proposal of Franklin Templeton regarding the termination penalty in case Fondul Proprietatea would issue a termination notice within the first two years of the mandate.

3. On Friday, January 23, 2026, Franklin Templeton announced the Board of Nominees that it does not maintain its commercial offer proposed one day before and that it unilaterally returns to the option of including a termination penalty if Fondul Proprietatea issues a notice of termination within the first two years of its mandate.

4. This version was sent to the Board of Nominees at 00:25, on Saturday, January 24, after its publication on the website of Fondul Proprietatea, so that the Board of Nominees had no way to verify the content of the published materials or to confirm them in any way.

5. During the negotiations, the Board of Nominees insisted on the elimination of this termination penalty, and a series of other concessions were accepted instead, precisely with the idea of conducting the negotiations in good faith. By reincluding this penalty

in the draft published for the information of the shareholders, the version of the contract proposed to the shareholders for approval is not reflecting accurately the negotiations with the Board of Nominees.

Therefore, the Board of Nominees specifies that the form of the Management Agreement communicated by the Franklin Templeton team is not the one resulting from the negotiations.

Board of Nominees of Fondul Proprietatea

By: Matej Rigenlik, President