FONDUL
PROPRIETATEA

INFORMATION REGARDING THE SHAREHOLDERS' REQUEST FOR THE PREPARATION OF AN AUDIT REPORT BY THE INTERNAL AUDITOR OF FONDUL PROPRIETATEA

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director (the "**Fund Manager**") of Fondul Proprietatea SA ("**Fondul**" or "**FP**"), further to the discussions between the Fund Manager, the Board of Nominees and FP's internal auditor, Forvis Mazars Romania SRL („**Mazars**"), concerning the audit report to be prepared by Mazars in order to address the FP shareholders' request from 8 September 2025 (the "**Audit Report**"), informs shareholders that, on 17 September 2025, it received clarifications from Mazars regarding the Audit Report (including also procedures to be performed and the corresponding scope of the audit mission).

We are attaching Mazars's clarifications, which will remain published on the Fund's website in the *News* section, with a corresponding link in the *Frequently Asked Questions* section.

The fees for the audit mission are EUR 44,700 plus VAT.

The Fund Manager and the Board of Nominees will continue to collaborate with Mazars in order for Mazars to finalize the audit report in accordance with the applicable legal provisions and will duly inform the shareholders.

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To: **Franklin Templeton International Services S.À R.L.**, in its capacity of alternative investment fund manager and sole director ("the Fund Administrator") of **Fondul Proprietatea SA** („the Fund" or „Fondul Proprietatea")

For the attention of: Daniel-Adrian Naftali, Permanent Representative of the Fund Administrator

cc: **Board of Nominees of the Fund** ("BoN")

76-80 Buzeşti Street, 7th floor

District 1, Bucharest, 011017

Romania

Bucharest, 17 September 2025 Ref: **338**

Re: Request from 8 September 2025 to perform an internal audit engagement, received by the internal auditor from shareholders representing more than 5% of the voting rights of Fondul Proprietatea S.A.

Dear Sirs / Dear Ladies,

With respect to the letter of shareholders representing over 5% of the voting rights of Fondul Proprietatea S.A. („the Fund", "FP" or „Fondul Proprietatea"), dated 8 September 2025 ("The Letter"), requesting to perform an internal audit engagement by the Fund's internal auditor, regarding the process carried out by the Board of Nominees ("BoN") for the selection of a new alternative investment fund manager, we, Forvis Mazars Romania SRL, in our capacity of the Fund's internal auditor ("We", "Forvis Mazars" or the "Internal Auditor"), based on the service contract no. 26 / 28.05.2020 with subsequent amendments (the "Services Agreement"), hereby inform you that:

- Forvis Mazars intends to fulfill its legal obligations and perform the internal audit engagement referred in the Letter;
- Forvis Mazars has started with priority to discuss with the Audit and Valuation Committee of the Fund and with the Fund Administrator in order to obtain the necessary approvals to allow us signing the addendum to our Services Agreement and to request and obtain the information necessary to start the engagement;
- Our internal audit engagement will be conducted in accordance with the Internal Audit Standards as adopted by the Romanian Chamber of Financial Auditors ("CAFR"); the procedures to be performed during the internal audit mission and the corresponding scope of our engagement are detailed below;
- Forvis Mazars will make all efforts to perform the internal audit mission with urgency, subject to the signing of the related addendum to our Services Agreement and to the timely receipt of relevant information and documents from the Fund Administrator and from the BoN. However, given the extended scope of the internal audit mission and the number of procedures to be performed, our engagement may extend after the deadline mentioned in the Letter, namely 29 September 2025.

The procedures proposed to be performed and the corresponding scope of our mission are detailed below:

1. Selection and engagement of Deutsche Numis Consultant

1.1. Inquire and obtain the relevant available documentation (e.g. approved procedures) regarding the process followed by the Board of Nominees of FP ("BoN") for selecting Deutsche Numis ("the Consultant"), including criteria for selection of consultants and approval flow.

1.2. Obtain supporting evidence regarding the invitation to tender (e.g. official request for proposals, invitation letters/emails) and inspect whether the requests for offers were issued and responded to within the set timeframe and whether consultants were selected on specific approved criteria.

1.3. Analyze the comparative assessment performed by the BoN: whether it was conducted across all offers received, focusing on the consistency of the financial terms, scope of deliverables and proposed methodologies with the approved criteria.

1.4. Obtain the decision of the BoN regarding the selected consultant, analysed it against the approved criteria for selection and review consistency with the GSM Decision No. 14 from 27 September 2024 for the approval of the Consultant.

1.5. Review the agreement signed with the Consultant and analyze that it contains the requirements approved through GSM decisions, in respect of the objectives, deliverables, delivery terms, responsibilities of the parties, confidentiality clause, fee, payment terms, monitoring flow and clauses regarding amendment or termination of the contract.

2. Execution of contract with Deutsche Numis

2.1. Inquire whether a process has been established for the monitoring of the Consultant's performance and deliverables - such as adherence to timelines, quality and relevance of deliverables, responsiveness to feedback, and alignment with the agreed scope of work -, and obtain the relevant documentation (e.g. written procedure).

2.2. Obtain the deliverables prepared by the Consultant in accordance with the signed contract and analyze whether they were submitted in a timely manner and in accordance with the agreed scope of work.

2.3. Inquire whether an approval flow has been established by the BoN for the approval of deliverables of the Consultant and obtain the decisions supporting the approval of these deliverables.

2.4. Obtain a list of all invoices of the Consultant, together with the related payments, and check that they are in line with the payment schedule mentioned in the contract with the Consultant and the budget approved by the GSM.

2.5. Analyze that payments were made only after receiving the necessary internal approvals and supporting documentation for the services rendered. Obtain related BoN decisions.

3. Selection process for the new administrator (AIFM)

3.1. Inquire and obtain relevant available documentation (e.g. approved procedures, GSM decisions, agreement concluded with the Consultant) regarding the process followed by the BoN for selecting the New Administrator, including criteria for selection and approval flow.

3.2. Obtain supporting evidence regarding the invitation to tender (e.g. official request for offers, invitation letters/emails) and inspect whether the requests for offers were issued and responded to within the set timeframe and entities invited were selected on specific approved criteria.

3.3. Analyze the list of entities invited against entities that expressed interest and the list of entities that submitted an offer.

3.4. Obtain the reports prepared by the BoN and submitted to the GSM and analyze consistency of the dates of the invitations and of the expressions of interest with the above evidence.

3.5. Inquire BoN regarding evaluation criteria used for the assessment of the received offers and review consistency with the relevant GSM approvals.

3.6. For the offers received, obtain and analyze the comparative assessment performed by the BoN and whether it was conducted across all offers received and consistent with the approved evaluation criteria by the GSM.

3.7. Inquire whether and how other relevant supporting evidence provided to BoN during the selection process has been considered in the analysis – accompanying documentation to the offers, publicly available financial information, licensing, authorization of candidates, reports provided by the Consultant or other consultants involved in the process by the BoN.

3.8. Obtain and review minutes of the BoN meetings in which were documented changes in the evaluation criteria or the use of additional supporting evidence by the BoN impacting their assessment of the received offers.

3.9. Obtain the decision/report of the BoN regarding the selection of the preferred candidate for the new administrator role and review consistency with aspects included at art 5 (i) from the Notice of GSM from 29 September 2025, and with the evaluation criteria approved by the GSM (Decision No 9/25 September 2023, Decision No. 13/27 September 2024), with respect to the transparent and correct inclusion of these criteria.

4. Due diligence process

4.1. Inquire and obtain the relevant available documentation (e.g. approved procedures) regarding the process followed by the BoN for selecting the suppliers engaged to perform due diligence on candidates, focusing on criteria for selection of suppliers and approval flow.

4.2. Obtain supporting evidence regarding the invitation to tender (e.g. official request for offers, invitation letters/emails) and inspect whether the requests for offers were issued and responded to within the set timeframe and suppliers were selected on specific approved criteria.

4.3. Obtain and analyze the comparative assessment performed by the BoN (e.g. BoN decision) and whether it was conducted across all offers received, focusing on the consistency of the financial terms with the approved budget, scope of deliverables and consistency with the approved criteria for selection.

4.4. Obtain and review the agreements signed with the due diligence suppliers and analyze that it contains the requirements approved through GSM or BoN decisions, in respect of the scope, deliverables, delivery terms, responsibilities of the parties, confidentiality clause, fee, payment terms, monitoring flow and clauses regarding amendment or termination of the contract.

4.5. Analyze whether the agreements concluded with the selected parties were approved by individuals with the appropriate authority and in accordance with established governance procedures.

4.6. Obtain the deliverables prepared by the due diligence' providers in accordance with the signed contract and analyze whether they were submitted in a timely manner and in accordance with the agreed scope from the agreement.

4.7. Inquire whether an approval flow has been established by the BoN for the review of these deliverables and obtain the decisions supporting the approval of these deliverables.

4.8. Obtain a list of all invoices of the due diligence' suppliers, together with the related payments, and verify that they are in line with the payment schedule mentioned in the signed agreements.

4.9. Analyze that payments were made in the limit of the budget approved and only after receiving the necessary internal approvals and supporting documentation for the services rendered.

4.10. Obtain related BoN decisions.

4.11. Obtain the BoN evaluation of the financial strength of Impetum Management SRL, which is presented in the construction of the IRE AIFM Hub SaRL offer, and review for consistency with the financial data and related risks identified included in the deliverables submitted by the due diligence' suppliers (including for IRE AIFM Hub SaRL).

We remain at your disposal for any further clarifications.

Yours truly,

Forvis Mazars Romania SRL