FONDUL
PROPRIETATEA

INFORMATION REGARDING THE SHAREHOLDERS' REQUEST FOR THE PREPARATION OF A SUPPLEMENTARY AUDIT REPORT BY THE FINANCIAL AUDITOR OF FONDUL PROPRIETATEA

Further to the information published on 22 August 2025 regarding the type and content of the supplementary audit report to be prepared by the financial auditor, 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 financial auditor, Ernst & Young Assurance Services SRL ("**EY**"), informs shareholders that, on 27 August 2025, the Scope of Work has been finalized and approved in accordance with the legal provisions. EY is currently in the process of finalising the internal approval process according to the regulatory requirements.

As a result, the procedures to be performed by EY are expected to be substantially the ones included below and these will remain published on Fund's website in the *News* section, with a corresponding link in the *Frequently Asked Questions* section.

"Agreed-Upon Procedures

1. *To address the matters notified by the minority shareholders in the letter received at points 1 and 5, we agreed to perform the following procedures:*

    a) *Obtain the General Shareholders' Meeting (GSM) Resolution no. 9 of 25 September 2023 related to initiation of the selection process for appointing the new administrator of the Fund, as initiated by the Board of Nominees through the current report published on 7 October 2024 ("Selection Process"), and the other General Shareholders' Meeting (GSM) Resolutions related to the selection process **and** the budget allocated for this process. The other relevant GSM resolutions/ documents include:*
        - *Resolution no. 10 of 25 September 2023.*
        - *Resolution no. 10 of 27 September 2024.*
        - *Resolution no. 13 of 27 September 2024.*
        - *Resolution no. 14 of 27 September 2024.*
        - *Resolution no. 15 of 27 September 2024.*
        - *Resolution no. 16 of 27 September 2024.*
        - *Resolution no. 19 of 2 December 2024.*
        - *Resolution no. 8 of 29 April 2025.*
        - *Convening notice for the GSM to take place on 29 September 2025.*

    b) *Obtain the engagement letter/contract concluded with the Consultant Deutsche Numis ("the Consultant") and the "other consultants" (Filip SCA, SCA Popovici Nitu Stoica & Asociatii, Cabinet Avocatura Trifa A. Nicolae-Leontin, Refinitiv Limited) involved in the selection process.*

    c) *Inspect the engagement letter/contracts with the Consultant Deutsche Numis and with the other consultants and confirm the existence and explicit formulation of the following*

elements: the objectives, description of deliverables, delivery deadlines, responsibilities of the parties, confidentiality clauses, payment terms, and any clauses regarding the amendment or termination of the contract.

d) *Compare the engagement letter terms/contract signed with the Consultant Deutsche Numis with the requirements of the GSM approvals to the extent there are specific requirements in relation to the objectives, description of deliverables, delivery deadlines, responsibilities of the parties, confidentiality clauses, payment terms, and any clauses regarding the amendment or termination of the contract.*

e) *Obtain the Board of Nominees ("BoN") report on the selection process for a new sole director and alternative investment fund manager of Fondul Proprietatea ("FP") (Appendix 1) leading to the proposal made under point 5 (i) in the Convening notice for the 29 September 2025 GSM and compare it with the selection criteria approved by the GSM (Resolution no. 9 of 25 September 2023, resolution no 13/ 27 September 2024) in terms of existence and explicit formulation.*

f) *Obtain the Board of Nominees ("BoN") report on the selection process for a new sole director and alternative investment fund manager of Fondul Proprietatea ("FP") leading to the proposal made under point 5 (ii), (iii) in the Convening notice for the 29 September 2025 GSM and compare it with the GSM approval (Resolution no. 9 of 25 September 2023) in terms of existence of main chapters included.*

2. *To address the matters notified by the minority shareholders in the letter received at point 2, we agreed to perform the following procedures:*

a) *Obtain from the Board of Nominees the list of deliverables from Deutsche Numis and the other consultants received (Appendix 2).*
b) *Compare the list of deliverables with the engagement letter/contract description of deliverables with the Consultant Deutsche Numis and the other consultants.*
c) *Obtain all the deliverables of the Consultant Deutsche Numis listed in the engagement letter and compare them with the requirements of the contracts/engagement letters in terms of existence of main chapters.*
d) *Obtain the deliverables prepared by the other consultants involved in the selection process and compare them with the requirements of the contracts/engagement letters in terms of existence of main chapters.*

3. *To address the matters notified by the minority shareholders in the letter received at point 3, we agreed to perform the following procedures:*

a) *Obtain, in relation to the contract/engagement letter with Consultant Deutsche Numis, a schedule prepared by the Sole Director including information regarding invoices received, payments performed to the Consultant, detailing how these relate to the contractual provisions. The schedule shall include a comparison with the budget approved by the GSM for this specific purpose (Appendix 3.1).*

b) *Obtain, in relation to the contracts/engagement letters with the other consultants, a schedule prepared by the Sole Director including information regarding invoices received, payments performed to the other consultants, detailing how these relate to the contractual provisions. The schedule shall include a comparison with the budget approved by the GSM for this specific purpose (Appendix 3.2).*

c) ***Obtain the invoices included in the schedule in point 3 a) and b) above.*** *Compare for consistency all invoices received with the payments to the consultant Deutsche Numis and the other consultants as per payment details provided by the Entity and extracted from the accounting system.*
d) *Compare for consistency the details/description of the invoiced amount included in the invoices received and payments performed with the corresponding deliverables and payment terms named in the contracts/engagement letters with the Consultant and the other consultants.*
e) *Compare the total payments performed with the budget approved by the GSM*

4. *To address the matters notified by the minority shareholders in the letter received at point 4, we agreed to perform the following procedures:*

a) *Obtain a cost – benefit analysis prepared by the Board of Nominees. (the "Analysis") (Appendix 3).*

b) *Compare the financial data and supporting documentation for the financial data included in the analysis with information obtained from the procedures performed under points 1-3 above.*

The above schedules and analysis are prepared and signed by the Sole Director and/or Board of Nominees, as specified for each in the procedures, and are intended to support the performance of Agreed-Upon Procedures (AUP) by the appointed auditor under ISRS 4400."

The fees for the scope of work indicated above are EUR 35,000 (which does not include applicable local taxes, such as VAT and assignment-related expenses).

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

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