



To

**Bucharest Stock Exchange
Romanian National Securities Commission**

The current report according to Art. 99 letter s) of the Rule book of the Bucharest Stock Exchange Market Operator, Title II, Issuers and Financial Instruments

Report date: 06 January 2012
Name of the issuing entity: SC Fondul Proprietatea SA
Registered office: 78-80 Buzesti St., 7th floor, district 1, Bucharest, postal code 011017
Phone/fax number: Tel.: + 40 21 200 9600; Fax: +40 21 200 9631
Sole Registration Code with the Trade Register Office: 18253260
Order number in the Trade Register: J40/21901/2005
Subscribed share capital: 13,778,392,208 RON
Paid share capital: 13,407,569,096 RON
Regulated market on which the issued securities are traded: Bucharest Stock Exchange

Important events to be reported: S.C. Fondul Proprietatea S.A. - Shareholders' structure & total number of voting rights as at 31 December 2011

S.C. Fondul Proprietatea's ("The Fund") shareholders' structure and total number of voting rights as at 31 December 2011, as received from S.C. Depozitarul Central S.A., were as follows:

Shareholder	Number of shares	Number of paid shares	% of share capital	% of paid-up share capital
Foreign institutional shareholders	5,806,050,336	5,806,050,336	42.14%	43.30%
Romanian private individuals	4,808,158,673	4,808,158,673	34.89%	35.86%
Romanian institutional shareholders ¹	1,500,525,417	1,500,525,417	10.89%	11.19%
Foreign private individuals	1,290,720,901	1,290,720,901	9.37%	9.63%
Ministry of Public Finance ²	372,936,881	2,113,769	2.71%	0.02%
Total	13,778,392,208	13,407,569,096	100.00%	100.00%

The total number of shareholders as at 31 December 2011 was 10,845.

Please note that the total number of voting rights as at 31 December 2011 was 10,998,181,762.

The shareholders holding more than 5% of the Fund's share capital, as at 31 December 2011 as received from S.C. Depozitarul Central S.A. were the following:

Shareholder's name	Number of shares	Number of paid shares	% of subscribed and paid share capital	Voting rights	% of voting rights
Manchester Securities Corp.	1,462,337,498	1,462,337,498	10.91%	357,535,173	3.25%
Palade van Dusen Georgia	880,447,112	880,447,112	6.56%	357,535,173	3.25%

¹ Out of which a number of 240,304,801 treasury shares representing 1.74 % of the Fund's subscribed share capital and 1.79 % of the paid share capital.

² By Decision no. 51/2011, The Fund Manager compensated the amount consisting of RON 372,527,672 representing the unpaid share capital by the Romanian State represented by The Ministry of Public Finance, as established by Decision no. 36/23.08.2011, with the amount of RON 1,704,560 representing free shares received from SC Hidroelectrica SA. In the present, the Fund Manager is in the process of unblocking a number of 1,704,560 shares belonging to the Romanian State.



Please note that the voting rights as at 31 December 2011 were calculated taking into account the voting restrictions provided in Article 11 of the Fund's Constitutive Act in force on this date.

The Fund Manager would like to remind the Fund's shareholders that the removal of the voting restrictions as approved by Resolution no. 1 of the Extraordinary General Shareholders Meeting dated 23rd November 2011 regarding the approval of the new Constitutive Act of Fondul Proprietatea will enter into force only after the National Securities Commission („CNVM”) will approve the ammended version of the Fund's Constitutive Act. Please note that the Fund sent the Decision of Extraordinary General Meeting of Shareholders on 24 November 2011 and by now CNVM has not sent any feedback.

We remind that City of London Investment Management Company Limited sent in June 2011 an ownership disclosure regarding the number of shares held in S.C. Fondul Proprietatea S.A. by City of London Investment Management Company Limited on behalf of its clients. This ownership disclosure shows the aggregate number of shares held directly by City of London Investment Management Company Limited on behalf of its clients via the ordinary shares in Fondul Proprietatea and indirectly via a warrant issued by UniCredit Bank, namely a total number of 802,293,900 shares held in S.C. Fondul Proprietatea S.A. representing 5.85% of the total number of shares issued, respectively approximately 2.33% of the voting rights based on the 30 June 2011 shareholder structure.

Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, in its capacity of Sole Administrator of S.C. FONDUL PROPRIETATEA S.A.

For Grzegorz Maciej KONIECZNY

Oana TRUȚA

Empowered by the Decision of the Sole Administrator of S.C. FONDUL PROPRIETATEA S.A., Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch no. 50/14.12.2011