



*Unofficial Translation from Romanian*

**DECISION No. 897 / 04.09.2024**

Whereas the provisions of Art. 2 paragraph (1) letters a) and d), Art. 3 paragraph (1) letter a), Art. 6 paragraphs (1) and (3), Art. 7 paragraph (2), and Art. 14 of the Government Emergency Ordinance no. 93/2012 on the establishment, organisation and operation of the Financial Supervisory Authority, approved with amendments and completions by Law no. 113/2013, as subsequently amended and supplemented,

considering the provisions of Art. 6 and Art. 23 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and of Art. 57 and Art. 58 of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented,

following the requests of Swiss Capital S.A. registered with FSA regarding the approval of the public tender offer document for the purchase of shares issued by Fondul Proprietatea S.A., in the form of shares and GDRs representing such shares,

based on the Note of the General Directorate - Financial Instruments and Investments Sector and the decision of the FSA Board adopted in the meeting of 04.09.2024,

***the Financial Supervisory Authority hereby issues the following***

**DECISION**

**Art. 1.** Approval of the public tender offer document for the purchase of shares issued by Fondul Proprietatea S.A., in the form of shares and GDRs representing such shares, initiated by Fondul Proprietatea S.A., tender offer having the following characteristics:

- a) The number of shares subject to the tender offer: 269,000,000 shares;
- b) Nominal value: RON 0.52/share;
- c) Purchase price is: RON 0.6622/share and the US dollar equivalent of RON 33.1100 /GDR;
- d) The tender offer period: 11.09.2024 – 25.09.2024;
- e) The intermediary of the tender offer: Swiss Capital S.A.;
- f) Subscription venues: according to the information provided in the tender offer document.

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**Art. 2.** The authorised participants through which the tender offer will be carried out shall be liable for complying with all conditions stipulated in the tender offer document.

**Art. 3** The public tender offer shall be carried out based on the exclusive use of the systems in place on the market where the shares issued by Fondul Proprietatea S.A. are traded, thus ensuring the unrestricted and unlimited access of all potential sellers, natural persons and legal entities, without identifying in any way the persons to whom it is addressed, which shall ensure equal reception opportunities.

**Art. 4** The notification announcing the results of the tender offer shall be accompanied by the evidence proving the transfer of the quota stipulated under item 7 letter a) of Annex no. 1 to FSA Regulation no. 16/2014 on the Financial Supervisory Authority's revenues, republished, as subsequently amended and supplemented.

**Art. 5.** The subscription form related to the tender offer shall include the following statement: "*I am aware of the content of the public tender offer document, I have understood and accepted the conditions stipulated by the same*".

**Art. 6** Decision no. 897/04.09.2024 shall be communicated to Swiss Capital S.A. and shall be published in the Bulletin of the Financial Supervisory Authority, electronic version.

**President,**

**Alexandru PETRESCU**

*Illegible signature*

*Stamp affixed: Financial Supervisory Authority  
FSA*

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