

ADDENDUM NO. 1
TO THE TENDER OFFER DOCUMENT

Issuer:
SC Fondul Proprietatea SA

Price of 1 lei (RON)/share
during 15.10.2013-14.11.2013

Bidder:
SC Fondul Proprietatea SA

FONDUL
PROPRIETATEA

Intermediaries

BANCA COMERCIALA ROMANA S.A.
WOOD & COMPANY FINANCIAL SERVICES a.s



DATE OF THE ADDENDUM: 11 OCTOBER 2013

Whereas since the date of submission for approval to the Financial Supervisory Authority of the offer document regarding the tender offer initiated by S.C. Fondul Proprietatea S.A. (hereinafter called "**Offer Document**") and up to 11 October 2013, the Offeror decided to extend the offer period until 14 November 2013 and to detail certain rules regarding the allocation of the shares subscribed in the Offer, the Offeror submitted to the approval of the Financial Services Authority this Addendum in accordance with the applicable legislation in order to amend the corresponding provisions on the cover page, Section 7 "**Public Offer Period**" and Section 10 "**Allocation Method of Shares**" of the Offer Document. This Addendum does not purport to constitute an update to all information included in the Offer Document and shall not be interpreted in the sense that up to the date of the execution of this addendum no other amendments have occurred to the information included in the Offer Document.

The Offer Document is amended as follows:

1. On the cover page of the Offer Document, the reference to the Offer Period shall read as follows:

"during 15 October 2013 and 14 November 2013" instead as "during 15 October 2013 and 4 November 2013".

2. In Section 7 "**Public Offer Period**" the first two phrases are amended and will have the following content:

"This Public Offer is valid for a period of 23 (twenty-three) working days and will be opened after at least three (3) working days from the date of the tender announcement was published in two (2) national newspapers. Offer period is between 15.10.2013 and 14.11.2013 (hereinafter called "**Offer Period**")."

3. The content of Section 10 "**Allocation Method of Shares**" shall be amended and shall read as follows:

„The Bidder intends to acquire through this Public Offer a number of 600,000,000 fully paid shares of the outstanding shares which are not in its property, representing 4.3546% of the share capital of the Issuer.

In case the total number of shares available to be sold by Shareholders accepting the Public Offer in accordance with this Offer Document exceeds the number of Offered Shares, the allocation of shares will be done on a pro-rata basis. For the avoidance of doubt, in such a case, any Shareholder accepting the Public Offer will sell a number of shares equal with the number of shares for which a Subscription Form was completed by the Shareholder and validated by the relevant intermediaries in accordance with this Offer Document multiplied with the ratio between the total number of Offered Shares

and total number of shares for which Subscription Forms were completed by the Shareholders and validated by the relevant intermediaries. Any fractions of shares resulting from such pro rata allocation shall be rounded down to the nearest whole number of shares. For the avoidance of doubt, a Shareholder owning more than 600,000,000 outstanding fully paid shares is entitled to tender a higher number of shares and such number will be considered in the total number of shares tendered when assessing the pro rata allocation, but the maximum number of shares that will be acquired under this Public Offer is 600,000,000. Subscriptions are not allowed for fractional shares.”

This Addendum has been approved by the Financial Services Authority by decision A/503/17.10.2013.

BIDDER**SC Fondul Proprietatea SA**

Grzegorz Maciej Konieczny

Franklin Templeton Investment Management
Ltd United Kingdom Bucharest Branch, acting
as sole director on behalf of S.C. FONDUL
PROPRIETATEA S.A.

INTERMEDIARIES**BANCA COMERCIALA ROMANA S.A.**

Mr. Matei Filipidescu

Executive Director, Corporate Finance &
Investment Banking Department

Mr. Valerian Ionescu

Supervisor Regulated Market Office,
Directorate of Financial Markets

WOOD & Company Financial Services a.s

Mr. Vladimir Jaros

Chief Operating Officer
