

## ANNOUNCEMENT

referring to the Public Purchase Offer of shares issued by **FONDUL PROPRIETATEA S.A.**

at a price of 1 RON / share

approved by the Financial Supervisory Authority by Decision no. A/476/10.10.2013

**Issuer: FONDUL PROPRIETATEA S.A.**, a company established and operating according to the Romanian law, with the registered office in 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania, registered at the Trade Registry J40/21901/2005 (hereinafter called "**Issuer**").

The share capital of the Issuer is 13,778,392,208 RON, divided into a number of 13,778,392,208 ordinary registered shares, issued in a dematerialized form, each share having a nominal value of 1 RON and giving equal rights. The main domain of activity of the Issuer is the one described by CAEN Code 643 – mutual funds and other similar financial entities, and the main activity is financial investments - CAEN Code 6430.

**Bidder: FONDUL PROPRIETATEA S.A.**, a company established and operating according to the Romanian law, with the registered office in 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania, registered at the Trade Registry J40/21901/2005 (hereinafter called the "**Bidder**").

The share capital of the Bidder is 13,778,392,208 RON, divided into a number of 13,778,392,208 ordinary registered shares, issued in a dematerialized form, each share having a nominal value of 1 RON and giving equal rights. The main domain of activity of the Bidder is the one described by CAEN Code 643 – mutual funds and other similar financial entities, and the main activity is financial investments - CAEN Code 6430. The Bidder's investment objective is long-term capital appreciation via investment primarily in Romanian equities with strict adherence to the principles of value investing.

The Sole Administrator of the Bidder is Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch ("FTIML" or "Fund Manager"), effective since 29 September 2010.

In connection with the shares issued by Fondul Proprietatea S.A., the Bidder is not aware of the existence of other persons acting in concert with him regarding the Issuer.

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

The Public Offer is open to all natural and legal persons holding, during the offer period, shares issued by the Issuer.

The acquisition by the Bidder of shares under this Offer is part of the buy-back program approved by resolution of the extraordinary general shareholders' meeting of the Bidder no. 4/2012 dated 25 April 2012 published with the Official Gazette of Romania Part IV no. 1894 dated 10.04.2013 in view of the decrease of the share capital. After the finalization of the Public Offer, the Bidder intends to cancel the acquired shares and decrease its share capital with the corresponding book value of the cancelled shares.

### **Intermediaries:**

**Banca Comerciala Romana S.A.**, with the registered office in Bucharest, Bd. Regina Elisabeta no. 5, 3<sup>rd</sup> District, Postal code 030016, registered at the Trade Registry under no. J40/90/1991, unique

registration code 361757, registered in the Bank Registry under no. RB-PJR-40-008/18.02.1999, in CNVM Registry under no. PJR01INCR/400007/26.05.2006 and at the Register of personal data operators under no. 3776/2006, having FSA Certificate no. 152/22.05.2007, and

**WOOD & Company Financial Services a.s.**, with its registered seat in Prague, Palladium, Nam. Republiky 1079/1a, 110 00 Prague 1, Id. No. 26503808, entered into the Commercial Register with the Municipal Court in Prague, Section B, File 7484 (hereinafter called "**Intermediaries**").

**The Public Offer period** is valid for a period of 15 (fifteen) working days, between 15 October 2013 and 4 November 2013 and will be opened after at least three (3) working days from the date of the Announcement was published in two (2) national newspapers.

The Bidder issued an Offer Document in accordance with the regulations in force which will be available as of the date of the publication of this Announcement and throughout the entire Public Offer period, to all shareholders holding shares of the Issuer. The Offer Document shall be freely available at the registered office of BANCA COMERCIALA ROMANA, respectively Bucharest, Bd. Regina Elisabeta no. 5, 3rd District, telephone 037.226.4854/4855, fax 021.302.59.93 and at the Bidder's registered office, respectively 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania , telephone 0212009600 and on the internet pages of Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), the Intermediaries' websites, Banca Comerciala Romana ([www.bcr.ro](http://www.bcr.ro)), and Wood&Company Financial Services ([www.wood.cz](http://www.wood.cz)), as well as the Issuer's website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)).

**Methods and places of subscription:** Shareholders, may accept the Offer by completing and signing before the expiry of the offer period, 2 (two) copies of the subscription form in the form to be made available to interested Shareholders by authorized intermediaries, and by delivering all documents required according to the Offer Document, at the headquarters of Banca Comerciala Romana S.A., at the headquarters of WOOD & Company Financial Services a.s. (this location being applicable only in respect of Shareholders treated as professional clients in the meaning of Law 297/2004) and at the registered office of other FSA authorized intermediaries, who have signed and submitted to the Intermediaries the letter of engagement to abide by the terms of the Public Offer. The Public Offer will be run using exclusively the systems of the Bucharest Stock Exchange.

**Program with the public for subscriptions:** from Monday up to Friday between 10:00 – 17:00 Eastern European Time (GMT+2) for Banca Comerciala Romana S.A. and other FSA authorized intermediaries, who have signed and submitted to the Intermediaries the letter of engagement to abide by the terms of the Public Offer and from Monday up to Friday between 9:00 – 17:00 Central European Time (GMT+1) for WOOD. In the last day of the Offer period, subscription forms may be received only between 10:00 and 12:00 Eastern European Time (GMT+2).

*The approval of the Offer Document does not have the value of a guarantee, and does not represent another form of assessment of the Romanian Financial Supervisory Authority regarding the opportunity, the advantages or disadvantages, the profit or risks of any transactions concluded via the acceptance of this Public Offer, which is the object of this approval decision; the decision certifies only the compliance of this Offer Document with the legal requirements and the norms of application of the implementation of the Public Offer .*

BIDDER	INTERMEDIARIES	
SC Fondul Proprietatea SA	BANCA COMERCIALA ROMANA S.A.	WOOD & Company Financial Services a.s.
Grzegorz Maciej Konieczny	Mr. Matei Filipidescu	Mr Vladimír Jaroš

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

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Executive Director, Corporate  
Finance & Investment Banking  
Department

Mr. Adrian Rosoaga

Supervisor Corporate Finance &  
Investment Banking Department

Chief Executive Officer