

# TENDER OFFER DOCUMENT

**Issuer:**

**SC Fondul Proprietatea SA**

Price of 1 lei (RON)/share

during 15 October 2013 – 4 November 2013

**Bidder:**

**SC Fondul Proprietatea SA**

**FONDUL  
PROPRIETATEA**

**Intermediaries**

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



THIS OFFER IS ADDRESSED ONLY TO SHAREHOLDERS OF FONDUL PROPRIETATEA, IN ACCORDANCE WITH REGULATIONS IN FORCE

APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY ("FSA") BY DECISION A/476 DATED 10 OCTOBER 2013

THE AUTHORIZATION ENDORSEMENT ON THE OFFER DOCUMENT SHALL NOT BE CONSTRUED AS A GUARANTEE NOR REPRESENTS OTHER FORM OF APPRECIATION BY THE FSA WITH RESPECT TO THE OPPORTUNITY, ADVANTAGES OR DISADVANTAGES, PROFIT OR RISKS THAT MAY BE IMPLIED BY THE TRANSACTIONS TO BE CARRIED OUT IN CONNECTION WITH THE TENDER SUBJECT TO THE AUTHORIZATION DECISION; THE AUTHORIZATION DECISION CERTIFIES ONLY THE COMPLIANCE OF THE OFFER DOCUMENT WITH THE LEGAL REQUIREMENTS AND THE NORMS ADOPTED FOR THE APPLICATION THEREOF.

## NOTE

*NOT FOR DISTRIBUTION TO ANY PERSON RESIDENT OR LOCATED IN A RESTRICTED JURISDICTION.*

*THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should consult a person authorised under the Capital Markets Law no. 297/2004, as amended, or if you are resident outside Romania, a person authorised by the appropriate regulator in your jurisdiction, who specialises in advising on the acquisition of shares and other securities before taking any action. The whole of the text of this document should be read.*

*The main purpose of this document is to provide general information in order to assist Shareholders to form an opinion regarding the Issuer's situation.*

*This Offer Document has not been prepared with the intent to be the sole basis for assessing the Issuer and making the decision to sell. Also, this Offer Document must not be interpreted as Intermediaries or the Issuer's recommendation to sell. Each Shareholder must independently assess the Issuer and the proposed Offer. Each Shareholder is advised to consult with its own legal, financial, tax or other advisors, and with its accountants or other consultants with respect to legal, tax, business and financial issues or with any issue dealing with the decision to sell its shares, the Issuer and the Intermediaries declining any liability with respect to such issues.*

*This document constitutes the English version of the Offer Document approved by the FSA by Decision no. A/476 dated 10 October 2013. This translation of the Offer Document from Romanian to English language is not an official translation and is made available for information purposes only, prepared solely for the convenience of the non-Romanian speaking shareholders of SC Fondul Proprietatea SA and potential investors and is not a substitute for the original Romanian version of the Offer Document. This translation is not required by any law or regulation and hence has not been reviewed or approved by the FSA. The accuracy or completeness of this translation is not guaranteed. In the event of any inconsistencies between this English translation and the Romanian version, the Romanian version shall prevail.*

### *Restricted Jurisdictions*

*The availability of the Offer to persons who are not resident in Romania may be affected by the laws of their relevant jurisdiction. Such persons should inform themselves about and observe any applicable legal or regulatory requirements of their relevant jurisdiction. Unless otherwise permitted by applicable law and regulation, the Offer is not being and will not be, made, directly or indirectly, in or, into, and will not be capable of acceptance from or within any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for the Bidder if information or documentation concerning the Offer is sent or made available to the Shareholders in that jurisdiction (the „**Restricted Jurisdiction**”). Accordingly, copies of this*

*document, the Subscription Form and any other accompanying document are not being, and must not be, directly or indirectly mailed or otherwise forwarded, distributed or sent in, into or from Restricted Jurisdiction. Persons receiving this document, the Subscription Form (including custodians, nominees and trustees) should observe these restrictions and must not mail or otherwise distribute or send them in, into or from any such jurisdictions as doing so may be a breach of applicable law and regulation in that jurisdiction and may invalidate any purported acceptance of the Offer. Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or may have a legal or contractual obligation to, forward this document, the Subscription Form and/or any related document to any jurisdiction outside Romania, should inform themselves or, and observe any applicable legal or regulatory requirements of any relevant jurisdiction and seek appropriate advice.*

*The Issuer's activity, financial condition, financial results obtained and the information included in the Offer Document may subsequently change. Fondul Proprietatea both in its quality as Bidder and as Issuer and the Intermediaries undertakes no obligation to update or revise the information contained in this Offer Document.*

#### *Publication*

*A copy of this document is and will be available free of charge:*

*a) at BANCA COMERCIALA ROMANA registered office, 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, starting with the date of publishing the Offer Notice, and*

*b) the internet and intranet pages of Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), Bancii Comerciale Romane website ([www.bcr.ro](http://www.bcr.ro)), Wood&Company Financial Services website ([www.wood.cz](http://www.wood.cz)), as well as the Issuer's website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro) ), subject to certain restrictions relating to persons resident in the Restricted Jurisdictions.*

The tender offer (hereinafter called “**Public Offer**” or “**Offer**”) is initiated by **S.C. 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 “**Bidder**”), through **Banca Comerciala Romana S.A.**, (“**Banca Comerciala Romana**”) 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 CNVM Certificate no. 152/22.05.2007 and **WOOD & Company Financial Services a.s.**, („**Wood**”) with its registered seat in Prague, Palladium, Nam. Republiky 1079/1a, 110 00 Prague 1, Id. No. 26503808/ 1 February 2002, entered into the Commercial Register with the Municipal Court in Prague, Section B, File 7484, an investment firm authorized by the Czech National Bank with decision no Sp/2008/2145/571, registered in the CNVM Registry under no. PJM01FISMCZE0021 (hereinafter called “**Intermediaries**”), and targets the acquisition of a number of 600,000,000 shares of **S.C. Fondul Proprietatea S.A.** (hereinafter called “**Issuer**”) fully paid that are not owned by the Bidder, according to the provisions specified below. This tender offer document (hereinafter called “**Offer Document**”) was approved by the Financial Supervisory Authority (hereinafter called “**FSA**”) by decision A/476/10 October 2013.

## 1. ISSUER IDENTIFICATION

The target company under the Public Offer is SC Fondul Proprietatea SA, identified according to the following data:

• <b>Legal form:</b>	Joint stock company, registered and operating under the Romanian law
• <b>Registered office:</b>	78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania
• <b>CUI:</b>	18253260
• <b>Registration number at the Trade Registry:</b>	J40/21901/2005
• <b>Main object of activity:</b>	NACE code 6430 - financial investments
• <b>Share capital:</b>	<b>13,778,392,208 RON</b> , divided into a number of <b>13,778,392,208</b> ordinary registered shares, , issued in a dematerialized form, each share having a nominal value of <b>1 RON</b> and giving equal rights. The paid-up share capital is RON 13,413,137,586 (CIVM Registration No: AC-3632-5/03.09.2012).

Synthetic structure of Issuer’s shareholders as at 24 September 2013 was the following:

Shareholder’s name	No. of shares	Participation (%)
<b>MANCHESTER SECURITIES CORP.</b>	2,186,327,698	15.867799%
<b>FONDUL PROPRIETATEA SA<sup>1</sup></b>	559,363,501	4.059715%
<b>OTHER SHAREHOLDERS</b>	11,032,701,009	80.072486%

<sup>1</sup> At the registration date of the Tender Document with the FSA, namely 25 September 2013, Fondul Proprietatea held 562,335,501 shares, representing 4.0812% of the Issuer’s share capital, as described in Section 4 below. At 24 September 2013 Fondul Proprietatea held 559,363,501 shares, representing 4.059715% of the Issuer’s share capital, the difference in shares being settled afterwards, namely on 25 September 2013.

<b>TOTAL</b>	<b>13,778,392,208</b>	<b>100%</b>
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Source: Registry excerpt dated 24 September 2013 provided by the Central Depository

The Issuer is traded on Bucharest Stock Exchange system, BVB section, at 1<sup>st</sup> category, FP symbol and ISIN ROFPTAACNOR5 code, as of 25.01.2011.

The following chart represents the evolution of the share price of FP, expressed in RON, during the last 12 months prior to the launch of the Public Offer:



Source: BVB site

The closing price of Issuer's share in the last day of transaction before the submission of this Offer Document at FSA was of 0.7230 RON/share, price established on 24 September 2013.

## 2. BIDDER'S IDENTIFICATION

### A. Information on Bidder

The Bidder is the company SC Fondul Proprietatea SA, identified with the following data:

• <b>Legal form:</b>	Joint stock company, registered and operating under the Romanian law
• <b>Registered office:</b>	78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania
• <b>Registration number at the Trade Registry:</b>	J40/21901/2005
• <b>Object of activity:</b>	NACE code 6430
• <b>Share capital:</b>	<b>13,778,392,208 RON</b> , divided into a number of <b>13,778,392,208</b> ordinary registered shares, issued in a dematerialized form, each share having a nominal value of <b>1 RON</b> and giving equal rights.

Synthetic structure of Bidder's shareholders on 24 September 2013 is the following:

Shareholder's name	No. of shares	Participation (%)
<b>MANCHESTER SECURITIES CORP.</b>	2,186,327,698	15.867799%

<b>FONDUL PROPRIETATEA SA<sup>2</sup></b>	559,363,501	4.059715%
<b>OTHER SHAREHOLDERS</b>	11,032,701,009	80.072486%
<b>TOTAL</b>	<b>13,778,392,208</b>	<b>100%</b>

Source: Registry excerpt dated 24 September 2013 provided by the Central Depository

#### B. Bidder's Presentation

- S.C. Fondul Proprietatea S.A. ("the Fund" or "Fondul Proprietatea") was incorporated on 28 December 2005 as a joint stock company operating as a closed-end investment company.
- The Fund is registered with the Bucharest Trade Registry, under the number J40/21901/2005 and has the sole registration code 18253260. The Fund is registered with the CNVM as other collective investment undertaking under number PJR09SIIR/400006/18.08.2010.
- The Fund'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 Fund is Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch ("FTIML" or "Fund Manager"), effective since 29 September 2010.
- Since 25 January 2011 the Fund's shares have been listed on the Bucharest Stock Exchange.

Information about the Bidder	
Listing	Bucharest Stock Exchange
Since	25 January 2011
Bucharest Stock Exchange Symbol	FP
Bloomberg	FP RO
Reuters	FP.BX
ISIN	ROFPTAACNOR5
CNVM Register No	PJR09SIIR/400006/18.08.2010
CIVM Registration No	AC-3632-5/03.09.2012

#### Contact Details

Address: 78-80 Buzesti Street (7th floor), District 1,  
Postal Code 011017, Bucharest, Romania.  
Web: [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)  
E-mail: [investor.relations@fondulproprietatea.ro](mailto:investor.relations@fondulproprietatea.ro)  
Telephone: +40 21 200 9600  
Fax: +40 21 200 9631/32

### 3. IDENTIFICATION OF PERSONS ACTING IN CONCERT WITH THE BIDDER

The Bidder is not aware of the existence of other persons acting in concert with him regarding the Issuer.

### 4. NUMBER OF THE ISSUER'S SHARES HELD BY THE BIDDER

The Bidder holds directly a number of 562,335,501 shares, representing 4.0812% of the Issuer's share capital as at 25 September 2013, in accordance with the statement of account type G no. 119705806 issued by the Central Depository for 25 September 2013.

### 5. NUMBER AND CLASS OF SHARES SUBJECT TO THE PUBLIC 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 "Offered Shares"). As a result, the Public Offer is open to all natural and legal persons holding, during the Offer Period, shares issued by the Issuer (the "Shareholders").

<sup>2</sup> At the registration date of the Tender Document with the FSA, namely 25 September 2013, Fondul Proprietatea held 562,335,501 shares, representing 4.0812% of the Issuer's share capital, as described in Section 4. At 24 September 2013 Fondul Proprietatea held 559,363,501 shares, representing 4.059715% of the Issuer's share capital, the difference in shares being settled afterwards, namely on 25 September 2013.

The acquisition by the Bidder of shares under this Public 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 for the purpose 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.

## **6. PURCHASE PRICE UNDER THE PUBLIC OFFER AND ITS RATIONALE**

Price per share offered by the Bidder within the Public Offer is of 1 lei (RON)/share (hereinafter called „Offer Price”).

Shareholders who shall validly accept the Offer in accordance with the terms of this Offer Document shall receive the Offer Price per share, less (i) the cost of capital gains tax (in case the tax must be withheld by the authorized intermediary in accordance with the applicable law) as well as (ii) the payment and transaction fees. Certain costs will be detailed in the Subscription Form; shareholders should verify total costs with their intermediary.

### **The Method of determining the Price**

The Offer Price was established according to Law no. 297/2004 regarding the capital markets, as amended and the Regulation of the National Securities Commission no. 1/2006 regarding the issuers and the operations with securities, as amended (“**Regulation no. 1/2006**”). According to the provisions of art. 57, paragraph 1 of Regulation no. 1/2006, the price in a tender offer should be at least equal with the highest of:

- a) the highest price paid by the Bidder during 12 months prior to the submission date to FSA of the offer documentation – this price is of 0.7190 RON/share.
- b) the weighted average price, for the last 12 months prior to the date of submission to FSA of the offer documentation. According to BVB data, this price is of 0.6118 RON/share for the period 25 September 2012 – 24 September 2013.

Considering the mentioned above, the Offer Price is of 1 RON/share.

### **Value of Public Offer**

The total value of the Public Offer (hereinafter called "**Offer Value**") will be equal to the number of shares acquired by the Bidder multiplied with the Offer Price. The maximum value of the Public Offer amount to 600,000,000 lei (RON).

According to the regulations in force, the Offer Price may be increased during the Public Offer by the Bidder according to the procedure described in Section *Amendment of the Public Offer* of this Offer Document. In this situation, the Shareholders who have accepted the Public Offer by signing and submitting the Subscription Form before the amendment of the Offer Price will receive the increased price.

## **7. PUBLIC OFFER PERIOD**

This Public Offer is valid for a period of 15 (fifteen) 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 October 2013 and 4 November 2013 (hereinafter called "**Offer Period**"). The validity period of the Public Offer may be extended by the Bidder according to the procedure described in Section *Amendment of the Public Offer* of this Offer Document. Throughout its duration, the Public Offer is irrevocable. On expiry of the Offer Period, the Public Offer becomes obsolete.

## **8. AMENDMENT OF THE PUBLIC OFFER**

In accordance with Law no. 297/2004 regarding the capital market and Regulation of the Romanian National Securities Commission no. 1/2006, in case of occurrence of any new event or the change of the initial information presented in the Offer Document, that can affect the investment decision during the Offer Period, there may be an amendment of the Offer.

The Bidder may change the terms and conditions of the Offer, with the observance of the following conditions:

- a) obtaining the FSA approval for amending the Offer Document;
- b) the amendment of the Offer terms does not lead to less favorable conditions for those to

- whom it is addressed;
- c) the amendment is the subject of an announcement to be brought to the attention of investors in the same terms as the Offer Document.

Any request to change the Offer Document will be subject to FSA for approval at least one (1) day prior to the closing of the Public Offer.

The amendment to the Public Offer is valid only if it is approved by FSA. FSA may approve the changes according to the legislation in force on securities tender offers or may refuse their approval. If changes regarding the pricing are approved or any other elements of the Offer Document, except for those regarding the closing date of the Offer, the FSA has the right to extend the Offer Period in order to have at least two (2) working days between the date of publication of the announcement of amendment and the closing date of the Offer. The amendment will be brought to the attention of the investors and is valid from the date of its publication in accordance with Article 175 of Capital Market Law no. 297/2004, as subsequently amended.

## 9. METHOD AND PLACES OF SUBSCRIPTION, PROGRAM WITH PUBLIC

The Public Offer will be run using exclusively the systems of the Bucharest Stock Exchange.

The Offer Document shall be freely available:

- a. at Banca Comerciala Romana' registered office, respectively Bucharest, Bd. Regina Elisabeta no. 5, 3<sup>rd</sup> 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, starting with the date of publishing the Offer Notice, on paper and
- b. the internet and intranet 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)).

*Professional clients as defined article 2 of Law 297/2004, as amended:*

These 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 (hereinafter called "**Subscription Form**"), attached as Annex 1 to this Offer Document and by delivering all documents required according to this Offer Document, at one of the following locations:

- At the headquarters of Banca Comerciala Romana S.A., Bd. Regina Elisabeta, no.5, 3<sup>rd</sup> District, Bucharest, telephone 021.408.55.94, working program Monday to Friday between 10:00 – 17:00 Eastern European Time (GMT+2);
- At the headquarters of Wood & Company Financial Services a.s., Prague, Palladium, Nam. Republiky 1079/1a, 110 00 Prague 1, working program Monday to Friday between 9:00 – 17:00 Central European Time (GMT+1); and
- At the registered office of other intermediaries authorized by the FSA, who sign and submit to the Intermediaries the letter of engagement to abide by the terms of the Offer (hereinafter called "**Letter of Engagement**"), attached as Annex 2 to this Offer Document and whose access in the offering was set up by the BSE, working program Monday to Friday between 10:00 – 17:00 Eastern European Time (GMT+2)

*Other clients that are not treated as professional clients:*

These shareholders may subscribe in the Offer in accordance with the terms of this Offer Document by completing and signing before the expiry of the Offer Period, 2 (two) copies of the Subscription Form and by delivering all documents required according to this Offer Document, at one of the following locations:

- At the headquarters of Banca Comerciala Romana S.A., Bd. Regina Elisabeta, no.5, 3<sup>rd</sup> District, Bucharest, telephone 021.408.55.94, working program Monday up to Friday between 10:00 – 17:00 Eastern European Time (GMT+2); and
- At the registered office of other intermediaries authorized by the FSA, who sign and submit to the Intermediaries the Letter of Engagement and whose access in the offering was set up by the BSE, working program Monday to Friday between 10:00 – 17:00 Eastern European Time (GMT+2).

**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 execution of the Subscription Form in accordance with this Offer Document represents the unconditional acceptance of the terms and conditions of the Public Offer and of the Offer Document in its entirety, the relevant Shareholder confirming that it has received, read, accepted and agreed with the terms and conditions of this Offer Document and that it has subscribed in compliance therewith. After the expiry of the Offer Period, the subscriptions will remain irrevocable until completion of the operations set forth in this Offer Document.**

In case the Shareholder has concluded a valid brokerage contract with one of the intermediaries who will take the sale order in accordance with the terms and conditions of this Offer Document, the order will be sent as a standard trading order, in accordance with the relevant brokerage agreement, while the Subscription Form will be filled in by the relevant intermediary, without the Shareholder being required to submit additional documentation for identification.

In case the Shareholder has not concluded a valid brokerage contract with an intermediary who will take the sale order in accordance with the terms and conditions of this Offer Document, the Subscription Form will have attached along with (i) any other documents requested by the intermediary for the purpose of carrying out its duty to comply with the "know your client" rules, based on applicable regulation and on internal norms and procedures for client identification and (ii) the statement of account ascertaining the quality of Shareholder and the number of shares held (in original), the following documents in original:

**A. Shareholders natural persons (resident or nonresident):**

- a valid identity document (identity card or passport) – original and copy
- in case the subscription is made by a representative (i) special empowerment given to the representative authenticated by a notary public (in original), legalization/Apostille, as appropriate, explicitly stating the mandate offered to the representative to sell the Issuer's shares held by the Shareholder under the Public Offer at the Offer Price, and (ii) a valid identification document of the representative (identity card or passport) - original and copy;
- in case the Shareholders request the payment of the corresponding Offer Price in accordance with this Offer Document in a bank account - the name and identification data of the bank, the account number (IBAN) in which the Shareholder wishes to receive the corresponding Offer price in accordance with this Offer Document and the statement of the bank account opened in the name of the Shareholder issued by the bank where he has opened the account and indicating the name of the Shareholder and the bank account identification details (in original);
- The "Acquisition Statement" in the form of annex 1 of the Norm for determining, withholding and remittance of the capital gains tax arising from transfer of securities obtained by individuals approved by Order of the Ministry of Economy and Finance no. 3483/2008, as amended (the form shall be made available free of charge, together with the Subscription Form in accordance with this Offer Document) for Shareholders whose shares are not held in any intermediary's account. In order to transfer shares to BCR from another intermediary's account, a Shareholder shall provide the portfolio statement in original form issued by the intermediary, according to annex 2 of the Norm for determining, withholding and remittance of the capital gain tax due by natural persons resulting from the transfer of securities.

**B. Shareholders legal persons (resident or nonresident):**

- registration certificate issued by the Trade Registry or by any equivalent institution according to the applicable law, registration number and fiscal code (copy) legalized/apostilled as the case may be ;
- proof of the legal representatives of the person making the subscription (i.e.. certificate of current standing, in original, issued by the Trade Registry or by an equivalent institution issued no more than ten (10) working days prior to commencement of the Offer Period) (original and copy) legalized/apostilled as the case may be;
- special empowerment (in original) of the person making the subscription, if this is not the legal representative of the Shareholder (if appropriate, legalized/apostilled) explicitly stating the mandate offered to the representative to sell the Issuer's shares held by the Shareholder under the Public Offer at the Offer Price ;
- a valid identity document (identity card, passport, etc..) of the legal representative or the person empowered to make the subscription on behalf of the Shareholders - original and copy;
- for the Shareholders that request the payment of the corresponding Offer Price in accordance with this Offer Document in the bank account - the name and identification data of the bank,

account number (IBAN) in which the Shareholder wishes to receive the corresponding Offer price in accordance with this Offer Document and statement of bank account opened in the name of the Shareholder issued by the bank where it has opened the bank account and indicating the name of the Shareholder and the bank account identification details (in original).

Documents in a different language than the Romanian, submitted by a Shareholder legal person or an entity without legal personality shall be accompanied by a notarised translation thereof in the Romanian language.

If the (i) shares are restricted in any way from the register kept by the Central Depository, (ii) the Subscription Forms contain factual or legal errors, (iii) the shares are subject to any options or other rights in favor of a third party or (iv) shares are not held in the account by the Shareholder having completed and executed the Subscription Form, the relevant Subscription Forms shall be deemed null and void and shall not be validated by the relevant intermediaries.

The Intermediaries and the intermediaries whose access in the Public Offer is authorized by the Intermediaries shall check the validity of the Subscription Forms and related documentation and validate them in accordance with the terms and conditions of this Offer Document.

A copy of the Subscription Form completed and signed by the Shareholder and validated by the relevant intermediaries will be issued to the relevant Shareholder and the second copy will remain at the registered office of the intermediary authorized by FSA.

The Intermediaries and the intermediaries whose access in the Public Offer is authorized by the Intermediaries must inform the Shareholders in connection with the conditions of the implementation of the Public Offer and are exclusively liable for the implementation of the Public Offer and the observance of this Offer Document and the FSA regulations, including without limitation for the completion of the settlement of the trades carried out pursuant to the orders collected, validated and registered in the BVB systems related to the Offer and corresponding payments to the beneficiaries.

#### **10. ALLOCATION METHOD OF SHARES**

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.

#### **11. THE PAYMENT METHOD OF SHARES**

The value of the sold shares will be paid in accordance with the terms of this Offer Document by the Intermediaries/ intermediaries authorized by FSA that are participants to the Public Offer in accordance with this Offer Document directly to the selling Shareholders who have subscribed via the Intermediaries or to other intermediaries that have signed and submitted to the Intermediaries the Letter of Engagement, within a maximum of 3 (three) working days from the trade settlement date. No payments will be made before the expiry of the Offer Period.

For the purposes of this Offer Document, the trades will take place no later than three (3) working days from the expiry of the Offer Period and will consist in the automatic recording in the electronic system of the BVB of two (2) types of orders: a set of sell orders in the account of the seller(s) that subscribed under the Public Offer and a purchase order in the Bidder's account. The intermediaries authorized by the FSA whose access in the Public Offer was authorized by the Intermediaries and set up by the BSE will have to abide by the terms of the Public Offer by signing the Letter of Engagement.

The Bidder shall not be liable for the payment of any capital gains tax, any transaction fees and charges or other charges and commissions payable by the Issuer's Shareholders who have sold shares within the Public Offer. Each Shareholder will receive payment for the sold shares in accordance with this Offer Document either by postal mandate with acknowledgement of receipt or by bank transfer in the account specified by the Shareholder in the Subscription Form, while any related costs are to be borne by the Shareholders who have accepted the Public Offer.

#### **12. THE SOURCE AND SIZE OF THE BIDDERS' FUNDS FOR THE PAYMENT OF SHARES**

The Bidder shall finance the Offer using funds already available. Thus, to fully cover the total value of the Offer, the Bidder shall use its own resources readily available from the distributable profit or the available reserves of the Bidder according to the latest approved financial statements other than the legal reserves. The Bidder has guaranteed the payment of the Offer Price via a bank deposit (in the amount of 30% of the Offer), according to the regulations in force.

### **13. FINANCIAL INFORMATION OF THE BIDDER/ISSUER, ACCORDING TO THE LATEST APPROVED FINANCIAL STATEMENTS**

<b>Million RON</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>
Total assets	12,223	11,219	11,896
Revenues from current activity	577	618	872
Gross profit	467	546	567
Net profit	456	544	567

Note: prepared in accordance with Romanian accounting regulations (CNVM Regulation no. 4/2011)

### **14. OTHER INFORMATION CONSIDERED TO BE RELEVANT BY THE BIDDER**

The Bidder and the Intermediaries state on oath that the information contained in the Offer Document is true and no omission was made that is likely to affect significantly the content of the Offer Document.

In accordance with Article 182 of Law 297/2004 regarding the Capital Market Law, 297/2004, as amended, the Bidder and the Intermediaries are jointly liable for the preparation of this Document Offer and for compliance with the legal provisions regarding the truthfulness, accuracy and exactness of the information in the Offer Document and in the Offer Announcement, as the case may be. Initiation and completion of this Public Offer are governed by Law no. 297/2004 regarding the capital market and Regulation no. 1/2006 on issuers and the securities approved by the Romanian National Securities Commission by Order no. 23/09.03.2006 and Regulation no. 31/2006 completing certain regulations of the Romanian National Securities Commission to implement certain provisions of European directives, approved by Order 106/14.12.2006 of the Romanian National Securities Commission.

The legal relationship between the Bidder and the Shareholders who have subscribed under the Public Offer, will be governed by the Romanian law. Any dispute arising under or in connection with this relationship will be resolved by the Romanian competent courts, according to the rules of jurisdiction laid down by the Romanian law.

Date: 24 September 2013

BIDDER	INTERMEDIARIES
<b>SC Fondul Proprietatea SA</b>	<b>BANCA COMERCIALA ROMANA S.A.</b>
Grzegorz Maciej Konieczny	Mr. Matei Filipidescu
<hr/> <p>Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, acting as sole director on behalf of S.C. FONDUL PROPRIETATEA S.A.</p>	<p>Executive Director, Corporate Finance &amp; Investment Banking Department</p> <hr/>
	<hr/> <p>Mr. Valerian Ionescu</p> <hr/>
	<p>Supervisor Regulated Market Office, Directorate of Financial Markets</p> <hr/>
	<b>WOOD &amp; Company Financial Services a.s</b>
	Mr. Vladimir Jaros
	Chief Operating Officer
	<hr/>