

To: **Bucharest Stock Exchange**
Financial Supervisory Authority
London Stock Exchange

Current report according to Article 234 para. (1) letter d) and e) of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of Article 99 letter a) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

Important events to be reported:

Resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. held on 30 April 2024

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA ("**Fondul Proprietatea**" / the "**Fund**"), hereby, announces that on 30 April 2024 were held at "**INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST**" Hotel, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, the Fund's **Extraordinary General Shareholders Meeting ("EGM")** commencing 11:00 am (Romanian time) and **Ordinary General Shareholders Meeting ("OGM")** commencing 12:00 pm (Romanian time).

The meetings were chaired by Mr. Johan Meyer, the Permanent Representative of Franklin Templeton International Services S.à r.l., the Sole Director of the Fund.

The shareholders of the Fund decided the following with respect to:

A. The agenda of the EGM.

➤ **To approve Point 1 on the EGM Agenda**, respectively, "The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea, as follows:

The approval of the decrease of the subscribed and paid-up share capital of Fondul Proprietatea by RON 1,098,437,022.28, from RON 2,947,779,186.56 to RON 1,849,342,164.28, pursuant to the cancellation of 2,112,378,889 own shares acquired by Fondul Proprietatea during 2023 through the 14th buy-back programme.

Once the share capital decrease is finalized, the subscribed and paid-up share capital of Fondul Proprietatea shall have a value of RON 1,849,342,164.28, divided in 3,556,427,239 shares, each having a nominal value of RON 0.52 per share.

The first paragraph of Article 7 of the Constitutive Act of Fondul Proprietatea after the share capital decrease is finalized will be changed as follows.

"(1) The subscribed and paid-up share capital of Fondul Proprietatea is in the amount of RON 1,849,342,164.28, divided in 3,556,427,239 ordinary nominative shares, having a nominal value of RON 0.52 each".

The subscribed and paid-up share capital decrease will take place on the basis of Article 207 paragraph (1) letter c) of Companies' Law no. 31/1990 and will be effective after all the following conditions are met:

(i) this resolution is published in the Official Gazette of Romania, Part IV for

Report date:

30 April 2024

Name of the issuing entity:
Fondul Proprietatea S.A.

Registered office:
76-80 Buzesti Street
7th floor, 1st District,
Bucharest, 011017

Phone/fax number:
Tel.: + 40 21 200 96 00
Fax: + 40 31 630 00 48

Email:
office@fondulproprietatea.ro

Internet:
www.fondulproprietatea.ro

Sole Registration Code with the Trade Register Office:
18253260

Order number in the Trade Register:
J40/21901/2005

Subscribed and paid-up share capital:
RON 2,947,779,186.56

Number of shares in issue and paid-up:
5,668,806,128

Regulated market on which the issued securities are traded:
Shares on Bucharest Stock Exchange

GDRs on London Stock Exchange

at least two months;

- (ii) Financial Supervisory Authority authorizes the amendment of Article 7 paragraph (1) of the Constitutive Act of Fondul Proprietatea as approved by shareholders during this meeting, where required by applicable law or regulation;
- (iii) the shareholders' resolution for approving this share capital decrease is registered with the Trade Registry."

➤ **To approve Point 2 on the EGM Agenda**, respectively, "The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 57,097,985.69 from RON 646,653,823.00, representing 21.94% of the share capital, to RON 589,555,837.31, representing 20.00% of the share capital, as of December 31, 2023.

The amount of RON 57,097,985.69 is transferred to Retained earnings and remains available for future use by shareholders."

➤ **To approve Point 3 on the EGM Agenda**, respectively, "The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 219,687,404.45 from RON 589,555,837.31 to RON 369,868,432.86, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease contemplated under item 1 of the 30 April 2024 EGM agenda **and subject to (i) the approval by the EGM of item 1 as set out in the 30 April 2024 EGM agenda and (ii) the implementation and effectiveness of the share capital decrease contemplated under item 1 of 30 April 2024 EGM agenda**. Following the decrease, the corresponding amount will be transferred to Retained earnings and remain available for future use by shareholders."

➤ **To approve Point 4 on the EGM Agenda**, respectively, "The approval of:

- (a) The date of **16 May 2024** as the **Ex – Date** in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; and of

The date of **17 May 2024** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law.

As they are not applicable to this EGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and the payment date.

- (b) The empowerment, with authority to sub-delegate, of Johan Meyer to sign the shareholders' resolutions and the amended, renumbered and restated form of the Constitutive Act, if the case may be, as well as any other documents in connection therewith, and to carry out all procedures and formalities set out by law for the purpose of implementing the shareholders' resolutions, including formalities for publication and registration thereof with the Trade Registry or with any other public institution."

B. The agenda of the OGM.

- **To approve Point 2 on the OGM Agenda**, respectively, “The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the financial year 2023, including the financial statements for the year ended on 31 December 2023 prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and applying the Financial Supervisory Authority Norm no. 39/ 28 December 2015, including in the format according to provisions of the EU Delegated Regulation 2019/815 of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format), based on the auditor’s report (all as presented in the supporting documentation, on the website of Fondul Proprietatea), the ratification of all legal acts concluded, adopted or issued on behalf of Fondul Proprietatea, as well as of any management/administration measures adopted, implemented, approved or concluded during 2023 financial year, along with the discharge of the Sole Director’s for any liability for its administration during 2023 financial year.”
- **To approve Point 3 on the OGM Agenda**, respectively “The approval of the Remuneration Report of Fondul Proprietatea for the 2023 financial year.” *(consultative vote)*
- **To approve Point 4 on the OGM Agenda**, respectively “The approval to cover, from Other reserves, the negative reserves of RON 908,845,063.69 incurred in 2023 financial year derived from the cancelation of the treasury shares acquired during the 13th buy-back programme, in accordance with the supporting materials.”
- **To approve Point 5 on the OGM Agenda**, respectively, “The approval to cover, from various elements of Retained earnings, the accounting loss of RON 904,097,085.75 incurred in 2023 financial year, in accordance with the supporting materials.”
- **To approve Point 6 on the OGM Agenda**, respectively, “The approval of the value of the gross dividend of RON 0.06 per share from Retained earnings, **subject to the approval by the OGM of item 5 as set out in the 30 April 2024 OGM agenda**, in accordance with the supporting documentation.

The approval for starting the payment of the dividends on 7 June 2024 (the Payment Date of this OGM as defined at item 8 of this OGM) to the persons registered as shareholders of Fondul Proprietatea on **17 May 2024** (the Registration Date as defined at item 8 of this OGM). Treasury shares do not constitute dividend entitlement.”

- **To approve Point 7 on the OGM Agenda**, respectively, “The approval of the additional fee amounting to EUR 27,000 (before VAT) to be paid to Ernst & Young Assurance Services SRL, with its headquarters in Bucharest, 15 -17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, Sector 1, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, in its capacity as the financial auditor of Fondul Proprietatea, and the approval of the corresponding change of the 2024 budget of Fondul Proprietatea, in accordance with the supporting materials.”
- **To approve Point 8 on the OGM Agenda**, respectively, “The approval

of:

- (a) The date of **16 May 2024** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;

The date of **17 May 2024** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law.

The date of **7 June 2024** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) of Issuers' Law.

As they are not applicable to this OGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

- (b) The empowerment, with authority to sub-delegate, of Johan Meyer to sign the shareholders' resolutions, as well as any other documents in connection therewith, and to carry out all procedures and formalities set out by law for the purpose of implementing the shareholders' resolution, including formalities for publication and registration thereof with the Trade Registry or with any other public institution.”

Franklin Templeton International Services S.À R.L. in its capacity of alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A.

Johan MEYER - Permanent Representative