

To Bucharest Stock Exchange

Romanian National Securities Commission

*The current report according to Art. 113 point A, paragraph (1) letter j) of the Romanian National Securities Commission Regulation no. 1/2006 regarding the issuers and the operations with securities, as subsequently amended and completed, as well as the provisions of art. 99 in the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments*

Report date:	12 July 2012
Name of the issuing entity:	SC Fondul Proprietatea SA
Registered office:	78-80 Buzesti St., 7 <sup>th</sup> floor, district 1, Bucharest, postal code 011017
Phone/fax number:	Tel.:+40 212009600; Fax:+40212009631
Sole Registration Code with the Trade Register Office:	18253260
Order number in the Trade Register:	J40/21901/2005
Subscribed share capital:	RON 13,778,392,208
Paid share capital:	RON 13,412,780,166
Regulated market on which the issued securities are traded:	Bucharest Stock Exchange

**Important events to be reported: S.C. Fondul Proprietatea SA ("The Fund") - Update on litigations involving Ioana Sfîrăială**

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity as Sole Administrator and Fund Manager of SC Fondul Proprietatea SA would like to inform shareholders and investors that, on 12 July 2012, in the Court hearing in the file no. 15964/3/2012 Ioana Sfîrăială asked the judge to send the file to the same judge that is handling file no. 15963/3/2012 in order to join them, arguing that both cases have the same parties and objective. Fondul Proprietatea opposed this request on the grounds that the files have different objectives. The next hearing will take place on 14 August 2012.

The Fund Manager reminds the Fund's shareholders that:

- in file no. 15964/3/2012, Ioana Sfîrăială requested the Bucharest Court to block the registration with the Trade Register of some EGM resolutions approved by shareholders on 25 April 2012, including the one for the approval of the buyback programme;
- in file no. 15963/3/2012, Ioana Sfîrăială requested the Bucharest Court to block the registration with the Trade Register of some OGM resolutions approved by shareholders on 25 April 2012, including the one for the approval of the dividend distribution for the financial year 2011.

Further details about all cases started by this shareholder for which we received subpoenas from the courts are set out in the table attached as an Annex to this report.

The Fund Manager will inform shareholders and investors of any further developments in these files, continuing to vigorously defend the interests of the Fund and all its shareholders from adverse parties.

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

**Oana TRUȚA**

**Legal Representative**

# FONDUL PROPRIETATEA

File number	Court	The object of the court file	Status	Next hearing
File no. 26254/3/2012	Bucharest Court	Blocking the registration of EGM Resolution no. 11 / 2012 approved on 27 June 2012 - the approval of the secondary listing plan.	This is the first hearing.	13 July 2012
File no. 26251/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 19/2012 approved on 27 June 2012 - the approval of the secondary listing budget.	This is the first hearing.	13 July 2012
File no. 26255/3/2012	Bucharest Court	Blocking the registration of Shareholders Resolutions approved on 27 June 2012.	This is the first hearing.	16 July 2012
File no. 26252/3/2012	Bucharest Court	Blocking the registration of Shareholders Resolutions approved on 27 June 2012.	This is the first hearing.	16 July 2012
File no. 26253/3/2012	Bucharest Court	Blocking the registration of Shareholders Resolutions approved on 27 June 2012.	This is the first hearing.	17 July 2012
File no. 15963/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> <li>- OGM Resolution no. 9 of 25 April 2012 for the approval of the Annual Activity Report of the Sole Administrator for the year 2011 and the financial statements for the year 2011,</li> <li>- OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011,</li> <li>- OGM Resolution no. 11 of 25 April 2012 for the ratification of Resolutions 8 and 9 of 6 September 2010,</li> <li>- OGM Resolution no. 12 of 25 April 2012 for the adoption of Resolutions 8 and 9 of 6 September 2010</li> </ul>	The first four hearings were postponed for procedural reasons. The Fund opposed all the postponing. On 22 June 2012 IS asked the Court to analyze the incompatibility of the judge.	14 August 2012
File no. 22045/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011.	The file was sent to the same judge that rule the file no. 15963/3/2012 because has the same object.	14 August 2012
File no. 15964/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> <li>- The EGM Resolution no. 4 of 25 April 2012 for the approval of the buyback programme,</li> <li>- EGM Resolution no. 5 of 25 April 2012 for the ratification of EGM Resolutions 1 and 2 of 6 September 2010,</li> <li>- EGM Resolution no. 6 of 25 April 2012 for the adoption of Resolutions 1 and 2 of 6 September</li> </ul>	On 28 May the Bucharest Court rejected the recusal request filed by Ioana Sfiraiala. On 28 May Bucharest Court applied a fine to Ioana Sfiraiala (RON 700) for filing a request of recusal in bad faith. On 22 June Ioana Sfiraiala recused again the judge. On 28 June she received two fines of RON 700 each for filing recusal requests in bad faith. On 12 July Ioana Sfiraiala ask the judge to send the file to the same judge that manages	14 August 2012

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		<ul style="list-style-type: none"> <li>- 2010, EGM Resolution no. 7 of 25 April 2012 for the ratification of all the EGM Resolutions as at 6 September 2010 (other than EGM Resolutions no. 1 and 2),</li> <li>- EGM Resolution no. 8 of 25 April 2012 for the adoption of all the EGM Resolutions as at 6 September 2010 (other than EGM Resolutions no. 1 and 2).</li> </ul>	file no. 15963/3/2012 in order to join them, sustaining that both cases have the same parties and object. Fondul Proprietatea opposed to this request.	
<b>File no. 77743/3/2011</b>	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	This is the first hearing.	18 September 2012
<b>File no. 47039/3/2010</b>	Bucharest Court of Appeal	Challenging the Extraordinary General Meeting of Shareholders Resolution (EGM Resolution) for modifying the Constitutive Act approved by shareholders on 6 September 2010, the EGM Resolution for setting the date for appointing Franklin Templeton Investments Management Limited, Bucharest Branch as Sole Administrator of the Fund.	On 14 June, Ioana Sfiraiala filed additional documentation and the Fund asked the Court to postpone the hearing for preparing the responses.	20 September 2012
<b>File no. 15966/3/2012</b>	Bucharest Court	Blocking the registration of EGM Resolution no. 2 of 25 April 2012 for approving several amendments to the Constitutive Act and the approval of the amended Constitutive Act of the Fund	On 14 May we asked to receive the request filed by Ioana Sfiraiala.	24 September 2012
<b>File no. 4499/3/2012</b>	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	This is the first hearing. The file has the same object as file 77743/3/2011.	2 October 2012
<b>File no. 8541/3/2012</b>	Bucharest Court	Challenging the convening notice for General Meeting of shareholders organized for 25 April 2012.	This is the first hearing.	13 December 2012
<b>File no. 7548/3/2011</b>	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 29 November 2010.	The Bucharest Court decided to suspend this file until the date when the file 40739/3/2010 is irrevocably solved.	N/A
<b>File no. 7463/3/2012</b>	Bucharest Court	Challenging the convening notice for General Meeting of shareholders organized for 4 April 2012.	On 29 June 2012 the court annulled the claim because the plaintiff did not pay the duty stamp in the deadline.	N/A
<b>File no. 15960/3/2012</b>	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> <li>- the Fund's Ordinary General Shareholders Meeting (OGM) Resolution no. 13 of 25 April 2012 for the ratification of all OGM resolutions</li> </ul>	On 28 May Ioana Sfiraiala filed additional documentation. On 18 June 2012 there was filed a request for recusal of the judge.	N/A

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		<p>as at 6 September 2010 (other than Resolutions no. 8 and 9);</p> <ul style="list-style-type: none"> <li>- OGM Resolution no. 14 of 25 April 2012 for the adoption of all OGM resolutions as at 6 September 2010 (other than resolution 8 and 9)</li> <li>- OGM Resolution no. 15 of 25 April 2012 for the ratification of the Investment Management Agreement.</li> </ul>		
<b>File no. 15961/3/2012</b>	Bucharest Court	<p>Blocking the registration of:</p> <ul style="list-style-type: none"> <li>- OGM Resolution no. 16 of 25 April 2012 for the adoption of the Investment Management Agreement.</li> <li>- OGM Resolution no. 17 of 25 April 2012 for the ratification of all the legal acts concluded by FTIM Bucharest Branch as Sole Administrator of Fondul Proprietatea S.A.,</li> <li>- OGM Resolution no. 18 of 25 April 2012 for the adoption of all the legal acts concluded by FTIM Bucharest Branch as Sole Administrator of Fondul Proprietatea S.A.</li> </ul>	<p>On 27 June Ioana Sfiraiala's lawyers filed a request for recusal of the judge. The request for recusal was rejected. On 12 July Ioana Sfirăială ask the judge to send the file to the same judge that manages file no. 15960/3/2012 in order to join them, sustaining that both cases have the same parties and object. Fondul Proprietatea opposed to this request.</p>	N/A
<b>File no. 18019/3/2012</b>	Bucharest Court	<p>Blocking the registration of:</p> <ul style="list-style-type: none"> <li>- EGM Resolution no. 3 of 25 April 2012 for the approval of the share capital decrease of SC Fondul Proprietatea SA</li> </ul>	<p>On 14 June, Ioana Sfiraiala asked the Court to join this file with file no. 15960/3/2012. The Court sent the file to panel 1 in order to discuss this request. The second judge was recused.</p>	N/A