

To **Bucharest Stock Exchange**
Romanian National Securities Commission

The current report according to Art. 113 point A, paragraph (1) letter c) 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 of the Rule Book of the Bucharest Stock Exchange as Market Operator

Report date:	25 April 2012
Name of the issuing entity:	SC Fondul Proprietatea SA
Registered office:	78-80 Buzesti St., 7 th floor, district 1, Bucharest, postal code 011017
Phone/fax number:	Tel.:+40212009600; Fax:+40212009631
Sole Registration Code with the Trade Register Office:	18253260
Order number in the Trade Register:	J40/21901/2005
Subscribed share capital:	13,778,392,208 RON
Paid share capital:	13,412,780,166 RON
Regulated market on which the issued securities are traded:	Bucharest Stock Exchange

Significant event to be reported: S.C. Fondul Proprietatea SA ("The Fund") - The resolutions of the Extraordinary and Ordinary General Shareholders' Meeting ("EGM" and "OGM") dated 25 April 2012

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity of Sole Administrator and Fund Manager of Fondul Proprietatea, hereby announces that on 25th April 2012 were held at Radisson Hotel, the Extraordinary General Shareholders Meeting starting with 10.00 a.m. (Bucharest hour) - the point postponed from 4 April 2012, the Extraordinary General Shareholders Meeting starting with 10.30 a.m. (Bucharest hour) and the Ordinary General Shareholders Meeting starting with 11.30 a.m. (Bucharest hour).

During the **Extraordinary General Shareholders Meeting**, the shareholders decided to:

1. Appoint the meeting secretary among the shareholders of the Company.
2. Approve of the EGM agenda.
3. Approve the decrease of the subscribed registered share capital of SC Fondul Proprietatea SA from RON 13,778,392,208 to RON 13,538,087,407, pursuant to the cancellation of 240,304,801 own shares acquired by the Company. After the share capital decrease the subscribed share capital of the Company will be RON 13,538,087,407 being divided into 13,538,087,407 shares, with a nominal value of RON 1 / share. The subscribed share capital decrease will take place on the basis of Article 207 paragraph 1 letter c) of Law 31/1990. The subscribed share capital decrease will be effective after two months calculated from the day the resolution is published in the Official Gazette, Part IV, if CNVM approves the changing of Article 7 of the Constitutive Act. The first paragraph of the Article 7 of the Constitutive Act will be changed as follows:
"The subscribed share capital of Fondul Proprietatea is in amount of RON 13,538,087,407, divided in 13,538,087,407 ordinary, nominative shares, having a face value of RON 1 / each. The capacity as shareholder of Fondul Proprietatea is attested by a statement of account issued by the Central Depository."

4. Approve the authorization of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch in order to buy-back shares of S.C. „Fondul Proprietatea” S.A., for a maximum number of 1,100,950,684 shares that will be repurchased during the period of 18 months after the shareholders resolution is published in Official Gazette, Section IV, at a price that cannot be lower than RON 0.2 / share or higher than RON 1.5 / share. The nominal value of the own shares repurchased by the Company cannot exceed RON 1,100,950,684. The transaction can only have as object fully paid shares. The buy-back programme has as object the share capital decrease. The shareholders’ decision regarding the share capital decrease and the change of the Constitutive Act will be approved by shareholders, with the respect of the Constitutive Act, after the buy-back programme is completed. The buy-back programme execution will be subject to the availability of the necessary cash.
5. Approve the ratification and the adoption of resolutions nos. 1 and 2 made by the EGM on 6 September 2010, in order to give full force and effect thereto.
6. Approve the ratification and the adoption of any and all of the resolutions made by the EGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 1 and 2 of 6 September 2010), in order to give full force and effect thereto.
7. Approve the ratification and the adoption of the Constitutive Act of Fondul Proprietatea S.A. in the form approved by Resolution no. 1 made by the EGM on 6 September 2010; each and every amendment to such Constitutive Act as of the date of the approval of such amendment by the relevant EGM; and all operations and acts concluded by or on behalf of Fondul Proprietatea S.A. in accordance with the provisions of such Constitutive Act as subsequently amended; in order to give full force and effect thereto.
8. Approve the empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, 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 Register or with any other public institution.
9. Approve 14 May 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

During the **Ordinary General Shareholders Meeting**, the shareholders decided to:

1. Appoint the meeting secretary among the shareholders of the Company.
2. Approve the OGM agenda.
3. Approve the Annual Activity Report of the Sole Administrator of SC Fondul Proprietatea SA for the financial year 2011, including the financial statements for the year ended on 31 December 2011 prepared in accordance with the Romanian Reporting Standards, the report of auditor and the discharge of Sole Administrator.
4. Approve the net profit allocation for the financial year 2011 and the value of gross dividend of RON 0.03854 per share. The Company will start the payment of dividends beginning with 29 June 2012.
5. Approve the ratification and the adoption of resolutions nos. 8 and 9 made by the OGM on 6 September 2010, in order to give full force and effect thereto.
6. Approve the ratification and the adoption of any and all of the other resolutions made by the OGM during the period commencing on 6 September 2010 and ending on 24 April 2012 (other than resolutions nos. 8 and 9 of 6 September 2010), to give full force and effect thereto.
7. Approve the ratification and the adoption of the provisions of the Management Agreement concluded on 25 February 2010 between Fondul Proprietatea S.A. and Franklin Templeton Investment Management Limited, as approved by the OGM pursuant to resolution no. 2 dated 10 February 2010 and as such has been subsequently amended, and of the appointment of Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as a

sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market, to give full force and effect thereto.

8. Approve the ratification and the adoption of all of the legal acts (including decisions and contracts) concluded, adopted or issued on behalf of Fondul Proprietatea S.A. by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, as well as of any management/administration measures adopted and/or implemented, in its capacity as sole director of Fondul Proprietatea S.A. and as investment management company pursuant to Law 297/2004 regarding the capital market by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, during the period commencing on 6 September 2010 and ending on 24 April 2012, all to the extent made, made or issued in accordance with and within the limits of the above-mentioned Management Agreement, to give full force and effect thereto.
9. Approve the empowerment, with authority to be substituted, of Mr. Grzegorz Maciej Konieczny, as legal representative of FTIML Bucharest Branch 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' resolutions, including formalities for publication and registration thereof with the Trade Register or with any other public institution.
10. Approved 14 May 2012 as the registration date, in accordance with the provisions of Article 238, Paragraph (1) of Law no. 297/2004.

Please note that during the OGM, Bărbulescu Dan Cristian, as a shareholder of the Fund, asked the Fund Manager to introduce a new point on the Agenda of the OGM, respectively:

“According to art. 155 of Law no. 31/1990 on trading companies, with subsequent amendments, I hereby request voting on the liability of the Sole Director of SC Fondul Proprietatea SA, Franklin Templeton Investments and of the Supervisory Board of SC Fondul Proprietatea SA, which were aware of these wrongdoings and did not limit themselves in writing to the financial auditor of SC Fondul Proprietatea SA, for damages to SC Fondul Proprietatea SA and its shareholders, through mismanagement of minority holdings, the appointments of passive board members on the Boards of Directors, where it is represented, including trading based on privileged information of the shares of Oil Terminal, notification published on the website of the BVB on 10.06.2011, at 10:16:11 regarding the sale of Oil Terminal shares on 09.06.2011, followed by the publication of the convening notice of the Ordinary and Extraordinary General Shareholders' Meetings of Oil Terminal at 11:40, which included on the agenda the share capital increase with the land owned by the State and the dilution of all shareholders. The damage will be established by an expert appointed by a judge. The claim will be started by Barbulescu Dan Cristian, a shareholder of the Fund, as an empowered person. “

Please note that this proposal was rejected by the Fund's shareholders.

Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, in its capacity as Sole Administrator of S.C. FONDUL PROPRIETATEA S.A.

Oana Valentina TRUȚA

Legal Representative