

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:	19 October 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.:+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 all litigations between Ioana Sfirăială (the "Litigant") and the Fund

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch (the "Fund Manager"), in its capacity as Sole Administrator and Fund Manager of the Fund, would like to update shareholders on all cases between the Litigant and the Fund, as set out in the table attached as an Annex to this report.

The Fund received on 18 October 2012 the full decision of the court in file 26255/3/2012, in which the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of OGM Resolution no. 20 of 27 June 2012 (relating to approval of the second addendum to the budget). A couple of key points from the reasoning of the Court are worth noting:

- the Fund used the correct Trade Register form for filing the registration (same form was used in file 26251/3/2012 and 26254/3/2012); and
- the Court decision issued in file 47039/3/2010 (challenging certain resolutions of the 6 September 2010 General Shareholders' Meeting) has no relevance to this analysis because the shareholders' decisions approved in November 2010 and November 2011 remain in force.

The table has also been updated with details of three new cases, two started by the Fund (40290/3/2012 and 40291/3/2012) and one started by the Litigant (40330/3/2012), as a result of recent requests filed by the Litigant with the Trade Register, and the latest news on other ongoing cases. The Fund Manager will continue to update shareholders and investors of any further material developments in these files, and will continue to vigorously defend the interests of the Fund and all its shareholders.

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

Adrian Cighi

Legal Representative

File number	Court	The object of the court file	Status	Next hearing
File no. 15963/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> - 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, - OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011, - OGM Resolution no. 11 of 25 April 2012 for the ratification of Resolutions 8 and 9 of 6 September 2010, - OGM Resolution no. 12 of 25 April 2012 for the adoption of Resolutions 8 and 9 of 6 September 2010 	Ongoing. On 18 October 2012 the Court postponed issuing a decision for 23 October 2012.	23 October 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.	Ongoing. On 16 October 2012, the Court joined this file with file no. 15963/3/2012 because the two files have the same object, namely OGM Resolution no. 10 of 25 April 2012 for the approval of the dividend distribution for the financial year 2011. On 18 October 2012 the Court postponed issuing a decision for 23 October 2012.	23 October 2012
File no. 15961/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> - OGM Resolution no. 16 of 25 April 2012 for the adoption of the Investment Management Agreement. - 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. during 6 September 2010 - 24 April 2012, - 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. during 6 September 2010 - 24 April 2012. 	Ongoing. On 9 October 2012 the Court set a new hearing for settling a request by Litigant for recusal of the judge.	23 October 2012
File no. 15967/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> - EGM Resolution no. 9 of 25 April 2012 for the ratification of the Fund's Constitutive Act with subsequent amendments, - EGM Resolution no. 10 of 25 April 2012 for the ratification of the Fund's Constitutive Act with subsequent amendments 	Decision in favour of the Fund. On 10 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 9 and 10 of 4 April 2012. The Litigant filed a request of correction of the decision for errors.	23 October 2012
File no.	Bucharest	Blocking the registration of OGM Resolution no. 22/2012	Ongoing. On 9 October 2012 the Court set a new	23 October 2012

26253/3/2012	Court	approved on 27 June 2012 - the approval for hiring independent evaluators for NAV calculation.	hearing for settling a request by Litigant for recusal of the judge.	
File no. 40290/3/2012	Bucharest Court	Blocking the registration of the Litigant request filed to Trade Register. The Fund has not received the documentation form the Bucharest Court.	Still awaiting the first hearing.	25 October 2012
File no. 40291/3/2012	Bucharest Court	Blocking the registration of the Litigant request filed to Trade Register. The Fund has not received the documentation form the Bucharest Court.	Still awaiting the first hearing.	25 October 2012
File no. 77743/3/2011	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	Ongoing. During the first hearing, the Fund filed a set of documentation and the Litigant asked for a delay to study the documentation.	30 October 2012
File no. 4499/3/2012	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	Ongoing. On 2 October 2012, the Court fixed a new hearing for 6 November 2012. The file has the same object as file 77743/3/2011.	6 November 2012
File no. 15966/3/2012	Bucharest Court	Blocking the registration of: - the Fund's Ordinary General Shareholders Meeting (OGM) Resolution no. 13 of 25 April 2012 for the ratification of all OGM resolutions approved during 6 September 2010 - 24 April 2012 (other than Resolutions no. 8 and 9 of 6 September 2010); - OGM Resolution no. 14 of 25 April 2012 for the adoption of all OGM resolutions approved during 6 September 2010 - 24 April 2012 (other than resolution 8 and 9 of 6 September 2010), - OGM Resolution no. 15 of 25 April 2012 for the ratification of the Investment Management Agreement.	Ongoing. On 24 September 2012, the Litigant filed additional documentation and the court rescheduled the hearing to allow time for studying the documentation.	19 November 2012
File no. 3295/3/2012	Bucharest Court of Appeal	The Fund has not received the subpoena in this case. The Fund Manager identified this file on the webpage of the Bucharest Court and joined the hearing on 29 June 2012 in front of Bucharest Court, without receiving a subpoena for it. From comments at the hearing, it appears that the case was started for challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 23 November 2011.	Claim dismissed; Litigant has appealed. On 29 June 2012, as a result of an administrative procedure, the Bucharest Court the court decided to dismiss the request because the stamp duty was not fully paid. From Bucharest Court of Appeal website we were informed that the Litigant appealed the decision. The first hearing is set for 21 November 2012.	21 November 2012
File no. 15967/3/2012	Bucharest Court of Appeal	Blocking the registration of: - EGM Resolution no. 9 of 25 April 2012 for the ratification of the Fund's Constitutive Act with subsequent amendments, - EGM Resolution no. 10 of 25 April 2012 for the ratification	Decision in favour of the Fund; Litigant has appealed. On 10 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 9 and 10 of 4 April 2012. The	28 November 2012

		of the Fund's Constitutive Act with subsequent amendments	Litigant appealed the decision of Bucharest Court.	
File no. 7171/3/2012	Bucharest Court	The Fund has not received the subpoena in this case.	Still awaiting the first hearing.	3 December 2012
File no. 31773/301/2012	Bucharest 3rd District Court	The Fund started the case for recovering some legal fees.	Still awaiting the first hearing.	10 December 2012
File no. 8541/3/2012	Bucharest Court	Challenging the convening notice for General Meeting of shareholders organized for 25 April 2012.	Still awaiting the first hearing.	13 December 2012
File no. 40330/3/2012	Bucharest Court	Request for erasing. The Fund has not received any documentation from the Bucharest Court.	Still awaiting the first hearing.	11 January 2013
File no. 7548/3/2011	Bucharest Court	Challenging the EGM Resolution for modifying the Constitutive Act approved by shareholders on 29 November 2010.	Suspended. The Bucharest Court decided to suspend this file until the date when the file 40739/3/2010 is irrevocably solved.	Pending
File no. 15964/3/2012	Bucharest Court	Blocking the registration of: <ul style="list-style-type: none"> - The EGM Resolution no. 4 of 25 April 2012 for the approval of the buyback programme, - EGM Resolution no. 5 of 25 April 2012 for the ratification of EGM Resolutions 1 and 2 of 6 September 2010, - EGM Resolution no. 6 of 25 April 2012 for the adoption of Resolutions 1 and 2 of 6 September 2010, - EGM Resolution no. 7 of 25 April 2012 for the ratification of all the EGM Resolutions approved during 6 September 2010 - 24 April 2012 (other than EGM Resolutions no. 1 and 2 of 6 September 2010), - EGM Resolution no. 8 of 25 April 2012 for the adoption of all the EGM Resolutions approved during 6 September 2010 - 24 April 2012 (other than EGM Resolutions no. 1 and 2 of 6 September 2010). 	Ongoing. On 16 October 2012, the Court rejected the Litigant's request for joining the file with file 15963/3/2012 and sent the file to Panel 14. The Court will set a new hearing in this file.	Pending
File no. 11640/299/2011	Bucharest 1st District Court	The Fund started the case for recovering some legal fees.	The case is suspended until the file 47039/3/2010 is terminated.	Pending
File no. 26251/3/2012	Bucharest Court of Appeal	Blocking the registration of OGM Resolution no. 19/2012 approved on 27 June 2012 - the approval of the secondary listing budget.	Ongoing. On 19 September 2012, the Court rejected Litigant's arguments but ruled against the Fund on the grounds that the Fund had used the wrong Trade Register form for registration. However, this form was specified by the Trade Register; on 12 October 2012, the Fund	Pending

			appealed the Court's decision in order to resolve the apparent conflict between the interpretation of the Court and the Trade Register. The Bucharest Court of Appeal will set a hearing.	
File no. 26254/3/2012	Bucharest Court of Appeal	Blocking the registration of EGM Resolution no. 11 / 2012 approved on 27 June 2012 - the approval of the secondary listing plan.	Ongoing. On 26 September 2012, the Court rejected the Litigant's arguments but ruled against the Fund on the grounds that the Fund had used the wrong Trade Register form for registration. However, this form was specified by the Trade Register; on 12 October 2012, the Fund appealed the Court's decision in order to resolve the apparent conflict between the interpretation of the Court and the Trade Register. The Bucharest Court of Appeal will set a hearing.	Pending
File no. 18019/3/2012	Bucharest Court	Blocking the registration of: - EGM Resolution no. 3 of 25 April 2012 for the approval of the share capital decrease of SC Fondul Proprietatea SA	On 9 October 2012, the Bucharest Court ruled against the Fund but we have not received the full decision yet. The facts of the case are similar to 26251/3/2012 and 26254/3/2012.	N/A
File no. 47039/3/2010	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 10 October 2012, the Bucharest Court of Appeal -ruled against the Fund but we have not received the full decision yet.	N/A
File no. 15960/3/2012	Bucharest Court	Blocking the registration of EGM Resolution no. 2 of 4 April 2012 for approving several amendments to the Constitutive Act and the approval of the amended Constitutive Act of the Fund.	Decision in favour of the Fund. On 15 October 2012, the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of EGM Resolution no. 2 of 4 April 2012.	N/A
File no. 26255/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 20/2012 approved on 27 June 2012 - the second Addendum for 2012 budget.	Decision in favour of the Fund. On 12 October 2012, the Bucharest Court ruled in favour of the Fund and ordered the registration with the Trade Register of OGM Resolution no. 20 of 27 June 2012. On 18 October 2012 the Fund received the full decision of the court in this file and a couple of key points from the reasoning of the Court are worth noting:	N/A

			-the Fund used the correct Trade Register form for filing the registration (same form was used in file 26251/3/2012 and 26254/3/2012); and -the Court decision issued in file 47039/3/2010 has no relevance to this analysis because the shareholders' decisions approved in November 2010 and November 2011 remain in force.	
File no. 26252/3/2012	Bucharest Court	Blocking the registration of OGM Resolution no. 21/2012 approved on 27 June 2012 - the Addendum with the auditor for the secondary listing work.	Decision in favour of the Fund. On 23 July 2012 the Bucharest Court ruled in favour of the Fund and ordered the Trade Register to register the OGM Resolution no. 21 of 27 June 2012. The decision is irrevocable.	N/A
File no. 7463/3/2012	Bucharest Court	The Fund has not received the subpoena in this case. The Fund Manager identified this file on the webpage of the Bucharest Court and joined the hearing on 29 June 2012 in front of Bucharest Court, without receiving a subpoena for it. From the hearing resulted that the case was started for challenging the convening notice for 4 April General meeting of Shareholders.	Claim dismissed. On 29 June 2012 as a result of an administrative procedure the Bucharest Court decided to dismiss the Litigant's request because the stamp duty was not fully paid.	N/A
File no. 7004/3/2012	Bucharest Court of Appeal	Asking the Court to suspend the EGM Resolution for modifying the Constitutive Act approved by shareholders on 29 November 2010, to suspend the GSM organized on 4 April 2012 and the GSM organized on 25 April 2012.	Decision in favour of the Fund. The Bucharest Court filed in favour of the Fund on 2 April 2012. The Litigant appealed the decision. On 27 June 2012 the Bucharest Court of Appeal rejected the appeal and irrevocably ruled in favour of the Fund.	N/A
File no. 15965/3/2012	Bucharest Court	Blocking the registration of Fund Manager Decision for paid-up share capital increase.	Decision in favour of the Fund. The Bucharest Court filed in favour of the Fund on 6 June 2012. The decision is irrevocable.	N/A
File no. 7176/3/2012	Bucharest Court	Asking the Court to suspend the GSM organized on 4 April 2012.	Claim dismissed. The Bucharest Court dismissed the claim on 15 March 2012 due to the fact that the Litigant accepted that the file duplicated the subject of file 7004/3/2012.	N/A
File no. 47826/3/2010	Bucharest Court of Appeal	Asking the Court to suspend the EGM and OGM Resolution adopted on 6 September 2010.	Decision in favour of the Fund. The Bucharest Court ruled in favour of the Fund on 6 December 2010. The Litigant appealed the decision. On 6 April 2011 the Bucharest Court of Appeal rejected the appeal and irrevocably ruled in favour of the Fund.	N/A