

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:**

**The resolutions of the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A. held on 13 February 2024**

Franklin Templeton International Services S.À R.L, in its capacity as Alternative Investment Fund Manager and Sole Director of Fondul Proprietatea SA ("**Fondul Proprietatea / the Fund**"), hereby, announces that on **13 February 2024**, the **Fund's Extraordinary General Shareholders Meeting** was held at "**InterContinental Athénée Palace Bucharest**" Hotel, *Le Diplomate* Salon, 1-3 Episcopiei Street, 1<sup>st</sup> District, Bucharest, 010292, Romania (the "**EGM**"), commencing 11:00 am (Romanian time).

The meeting was 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 the **13 February 2024 EGM Agenda**:

➤ **To approve Item 1 on the EGM Agenda**, respectively:

*"The approval of the authorization to buy-back shares of Fondul Proprietatea, global depositary receipts corresponding to shares of Fondul Proprietatea, via trading on the regular market on which the shares, the global depositary receipts corresponding to the shares of Fondul Proprietatea are listed or public tender offers, in compliance with the applicable law, for a maximum number of 1,000,000,000 shares (being in the form of shares and/or shares equivalent as described above), during the 2024 financial year, starting with the date when the resolution related to this approval is published in the Official Gazette of Romania, Part IV and until 31 December 2024. The buy-back shall be performed at a price that cannot be lower than RON 0.2 / share or higher than RON 1 / share. In case of acquisitions of global depositary receipts corresponding to shares of Fondul Proprietatea, the calculation of number of shares in relation to the aforementioned thresholds shall be based on the number of Fondul Proprietatea shares underlying such instruments and their minimum and maximum acquisition price in the currency equivalent (at the relevant official exchange rate published by the National Bank of Romania valid for the date on which the instruments are purchased), shall be within the price limits applicable to the share buy-backs above-mentioned, and shall be calculated based on the number of shares represented by each global depositary receipt. The transaction can only have as object fully paid shares and global depositary receipts corresponding to these shares. The said buy-back programme is aimed at the share capital decrease of Fondul Proprietatea in accordance with Article 207 paragraph (1) letter (c) of Companies' Law no. 31/1990. This buy-back programme implementation will be done exclusively from Fondul Proprietatea's own sources."*

➤ **To approve Item 2 on the EGM Agenda**, respectively:

*"The approval of the sale by Fondul Proprietatea of its shareholding in the share capital of Engie Romania S.A. under the following terms:*

**Report date:**  
13 February 2024

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

**Registered office:**  
76-80 Buzesti Street  
7<sup>th</sup> floor, district 1,  
Bucharest, 011017

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

**Email:**  
[office@fondulproprietatea.ro](mailto:office@fondulproprietatea.ro)

**Internet:**  
[www.fondulproprietatea.ro](http://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

• *The Fund Manager is authorised to fulfil and the EGM approves and ratifies any legal acts or actions necessary, useful and / or appropriate with respect to the sale of all of the shares of Engie Romania S.A. owned by Fondul Proprietatea at the date of the resolution including, but without being limited to, negotiating, approving and establishing the terms and conditions of any transaction, act or operation authorized under this item of the agenda, negotiating, approving, signing and implementing any documents related to the matters authorized according to this item on the agenda, fulfilling any formalities and authorizing and/or executing any other actions necessary to give full effect to the operations, transactions and acts authorized in accordance with this item on the agenda and representing the Company in front of any authorities and third parties in relation to the matters authorized in accordance with this item on the agenda.*

• *The price for the sale by Fondul Proprietatea of all of the shares of Engie Romania S.A. it owns at the date of this resolution will be of RON 432,616,167.75.”*

➤ **To approve Item 4 on the EGM Agenda, respectively:**

“The approval of:

(a) *The date of **29 February 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 **1 March 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 the 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.”*

**Item 3 on the 13 February 2024 EGM agenda** was not approved.

Please recall that Item 3 on the EGM agenda refers to:

“The approval of the sale by Fondul Proprietatea throughout the 2024 financial year ending 31 December 2024 of any of the holdings in the portfolio companies of Fondul Proprietatea as such are set out below, which either individually or cumulatively exceed 20% of the total value of Fondul Proprietatea’s non-current assets, less receivables, under the following terms.

• *The Fund Manager is authorised to fulfil any legal acts or actions useful and / or appropriate with respect to the sale in any manner decided by the Fund Manager (including by way of public offering or by way of one or more private transactions) of all or part of the holdings held by Fondul Proprietatea in the following portfolio companies: CN Aeroporturi Bucuresti SA, CN Administratia Porturilor Maritime SA, Societatea Nationala a Sarii SA, Alro SA, including, but*

*without being limited to engaging investment firms, advisors and legal consultants (as the case may be), negotiating, approving and establishing the terms and conditions of any operation authorized under this item of the agenda, negotiating, approving and signing any documents related to the matters authorized according to this item on the agenda, to fulfil any formalities and to authorize and/or execute any other actions necessary to give full effect to the operations and acts authorized in accordance with this item on the agenda and to represent the Company in front of any authorities and third parties in relation to the matters authorized in accordance with this item on the agenda.*

- Any decision to sell or not will be made by the Fund Manager acting discretionary and will depend on any available opportunities and the relevant market conditions.*

- The value of the transaction contemplated herein individually or cumulatively (if the case) performed within the 2024 financial year ending 31 December 2024, will not exceed 40% of Fondul Proprietatea's financial assets in the form of shares (traded on a regulated market or not admitted to trading) as reflected in the net asset value report of Fondul Proprietatea as at 31 December 2023."*

**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**