

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

Current report according to Article 234 para. (1) letter b) 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:

Request to convene the Extraordinary Shareholders' Meeting of Fondul Proprietatea S.A.

Franklin Templeton International Services S.À R.L., in its capacity of alternative investment fund manager and sole director (the "**Fund Manager**") of Fondul Proprietatea S.A. (the "**Fund**" or "**Fondul Proprietatea**"), would like to inform investors that, on 2 April 2026, it received, from a shareholder of the Fund holding 10,5951% of the share capital, a request to convene the Extraordinary General Shareholders' Meeting of Fondul Proprietatea ("**EGSM**") and supporting documentation, with the following agenda:

1. Approval of the participation of Fondul Proprietatea S.A. in the share capital increase of Compania Națională „Administrația Porturilor Maritime” - S.A., as approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company, based on its capacity as shareholder and its pre-emptive right, for the full preservation of Fondul Proprietatea S.A.'s stake in the share capital of Compania Națională „Administrația Porturilor Maritime” - S.A., with registered office in Constanța, Port Area, Maritime Station, registered with the Trade Register under no. J1998002308138, sole registration code RO11062831.
2. Approval of the instruction to the manager of Fondul Proprietatea S.A. and the granting of a mandate thereto to execute all deeds and carry out all formalities required for Fondul Proprietatea S.A. to subscribe, based on its pre-emptive right, to the shares allocated to it in connection with the share capital increase of Compania Națională „Administrația Porturilor Maritime” - S.A., approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company.

The Fund Manager has reviewed the supporting documentation and confirms that the legal and statutory requirements for convening the General Meeting of Shareholders at the request of shareholders holding at least 5% of the company's share capital are met.

Report date:
3 April 2026

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

Registered office:
76-80 Buzesti Street
7th floor, district 1,
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:
J2005021901408

Subscribed and paid-up share capital:
RON 1,664,407,948.32

Number of shares in issue and paid-up:
3,200,784,516

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

The Fund Manager will take all necessary measures to convene and hold the general meeting in accordance with the applicable legal and statutory provisions.

In connection with the above points to be included on the agenda of the GSM, the Fund Manager states that, in its capacity as alternative investment fund manager and sole director of Fondul Proprietatea intends to exercise the pre-emption (preference) right to which the Fund is entitled in connection with the share capital increase operation approved by Compania Națională Administrația Porturilor Maritime S.A. ("**Company**"), by subscribing for a number of newly issued shares proportional to the Fund's current shareholding, with the objective of preserving the Fund's existing participation percentage in the share capital of the Company.

However, the Fund Manager reserves the right to use all legal means necessary under applicable law in order to protect the legitimate interests of the Fund in connection with the share capital increase of the Company, taking into account the following considerations, which are stated by way of example and do not represent an exhaustive list of reasons or grounds that may justify such actions:

- **The transaction intended to be financed through the share capital increase operation has not yet been completed (based on the current information available to the Fund Manager).** In the event that the share capital increase is finalized without the completion of the underlying transaction for which it is purportedly intended, the Fund would be materially prejudiced, as it would be required to deploy financial resources without a clear, defined or economically justified use by the Company, resulting in an inefficient allocation of the Fund's capital and potential harm to the Fund's interests.
- **Inefficient financing structure.** The proposed structuring of the transaction envisages financing exclusively through a share capital increase, which constitutes an inefficient use of the Company's financial resources. Market practice for comparable transactions typically involves a significant component of debt financing, aimed at ensuring an efficient allocation of capital. In this regard, the Company is in a particularly strong position, given its strong current cash position.

Attached to this report is the shareholder's request to convene the EGSM of the Fund which will remain published on the Fund's website within the [News](#) |

[Fondul Proprietatea](#) section, here, with a corresponding link within the [FAQs](#) | [Fondul Proprietatea](#) section, here.

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

Daniel NAFTALI
Permanent Representative

Unofficial EN translation of the original RO version. In case of any discrepancies, please refer to the original RO document.

LION CAPITAL

L.C. no. 465/02.04.2026

TO:

Fondul Proprietatea S.A.

76–80 Buzești Street, 7th floor, District 1, Bucharest, Romania

Trade Register no. J2005021901408, Sole Registration Code (CUI) 18253260

For the attention of Franklin Templeton International Services S.à r.l.

Mr. Daniel Naftali – Permanent Representative

Subject – Request to convene the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A.

The undersigned Lion Capital S.A., with registered office in Bucharest, 46–48 Serghei Vasilievici Rahmaninov Street, 3rd floor, District 2, registered with the Trade Register under no. J1992001898023, having sole registration code 2761040, fiscal attribute R, registered with the ASF under no. PJR07.1AFIAA/020007/09.03.2018, legally represented by Bogdan-Alexandru Drăgoi, Chairman and Chief Executive Officer,

acting in its capacity as shareholder of Fondul Proprietatea S.A., holding 339,127,028 shares representing 10.5951% of the share capital,

pursuant to Article 119 para. (1) of Law no. 31/1990 and Article 105 para. (23) of Law no. 24/2017, hereby submits the following:

REQUEST TO CONVENE THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

by which it requests you to convene the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A., having its registered office at 76–80 Buzești Street, 7th floor, District 1, Romania, registered with the Trade Register under no. J2005021901408 and sole identification code RO18253260, with the following agenda:

1. Approval of the participation of Fondul Proprietatea S.A. in the share capital increase of the National Company "Maritime Ports Administration" – S.A., as approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company, based on its capacity as shareholder and its pre-emptive right, for the full preservation of Fondul Proprietatea S.A.'s stake in the share capital of the National Company "Maritime Ports Administration" – S.A., with

registered office in Constanța, Port Area, Maritime Station, registered with the Trade Register under no. J1998002308138, sole registration code RO11062831.

2. Approval of the instruction to the manager of Fondul Proprietatea S.A. and the granting of a mandate thereto to execute all deeds and carry out all formalities required for Fondul Proprietatea S.A. to subscribe, based on its pre-emptive right, to the shares allocated to it in connection with the share capital increase of the National Company "Maritime Ports Administration" – S.A., approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company.

The justification for the present request to convene the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A. is the preservation of Fondul Proprietatea S.A.'s 20% stake in the share capital of the National Company "Maritime Ports Administration" – S.A.

The share capital of the National Company "Maritime Ports Administration" – S.A. is divided into 32,331,134 shares, with Fondul Proprietatea holding 6,466,226 shares, representing 20% of the company's share capital.

The Ministry of Transport convened the Extraordinary General Meeting of Shareholders and approved the capital increase of the National Company "Maritime Ports Administration" – S.A. for the acquisition of the Giurgiulești Port. The capital increase amounts to RON 281,625,500, representing 28,162,550 newly issued shares with a nominal value of RON 10 per share. Following the capital increase and assuming a 100% subscription, the share capital of the National Company "Maritime Ports Administration" – S.A. will amount to RON 604,936,840, divided into 60,493,684 shares.

If Fondul Proprietatea decides not to participate in the capital increase of the National Company "Maritime Ports Administration" – S.A., its holding will be diluted to 10.7%, equivalent to the existing 6,466,226 shares divided by the 60,493,684 shares post-increase.

Should Fondul Proprietatea decide to participate in the capital increase, it will hold 12,098,736 shares and will be required to pay the amount of RON 56,325,100.

The valuation of the National Company "Maritime Ports Administration" – S.A. as of 28.02.2026 in the NAV of Fondul Proprietatea (document published by Fondul Proprietatea on 13.03.2026) amounted to RON 365,440,055 for a 20% stake in the share capital of the company. This corresponds to a valuation of 100% of the share capital of the National Company "Maritime Ports Administration" – S.A. of RON 1,827,200,275.

Following the capital increase, the new valuation of the National Company "Maritime Ports Administration" – S.A. will be RON 2,108,825,775 (RON 1,827,200,275 + RON 281,625,500).

In the event of non-participation by Fondul Proprietatea in the capital increase of the National Company "Maritime Ports Administration" – S.A., the new 10.7% holding will represent an equivalent of RON 225,414,343, corresponding to a decrease of RON 140,025,713 compared to the valuation resulting from subscription.

A reduction of Fondul Proprietatea's holding in the National Company "Maritime Ports Administration" – S.A. entails a loss of value in the company's net asset value, as well as a reduction in the dividends to be received in the following years.

For these reasons, Lion Capital S.A. proposes that the shareholders of the company vote in favour of approving the participation of Fondul Proprietatea S.A. in the share capital increase of the National Company "Maritime Ports Administration" – S.A., as approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company.

We request the manager, Franklin Templeton International Services S.à r.l., to convene the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A. with the above-mentioned agenda, and to complete all formalities required for the holding of the General Meeting of Shareholders and the adoption of resolutions thereat.

The following documents are enclosed with this request:

- certificate issued by the Trade Register for Lion Capital S.A., enabling its identification in the shareholders' register maintained by Central Depository S.A. and of its legal representative;
- account statement evidencing Lion Capital S.A.'s capacity as shareholder of Fondul Proprietatea and the number of shares held;
- draft resolutions for the items included on the agenda of the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A.;
- copy of the identity document of the legal representative of Lion Capital S.A.

This request to convene the Extraordinary General Meeting of Shareholders of Fondul Proprietatea S.A. is transmitted with electronic signature to the email addresses of Fondul Proprietatea S.A., namely office@fondulproprietatea.ro and investor.relations@fondulproprietatea.ro.

Chairman and Chief Executive Officer

Bogdan Alexandru Drăgoi

Digitally signed on 02.04.2026