

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

Current report according to Article 99 letter s) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments.

Important events to be reported:

Voting recommendations and supporting materials related to the 28/29 May 2026 shareholders' meetings

Franklin Templeton International Services S.À R.L., in its capacity as alternative investment fund manager and sole director (the "**Fund Manager**") of Fondul Proprietatea S.A. ("**Fondul Proprietatea**" / the "**Fund**"), would like to remind shareholders that the Fund Manager has convened the Fund's Extraordinary ("**EGM**") and Ordinary ("**OGM**") General Shareholders' Meetings for **28 May 2026 (first convening)** at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Salon D, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania, commencing 11:00 am (Romanian time) in case of EGM and 12:00 pm (Romanian time) in case of OGM.

Should the statutory quorum requirements for the EGM/OGM, laid down by the Companies' Law no. 31/1990 and/or the Company's Constitutive Act, not be met on the aforementioned date stated for the first convening, both meetings are convened on the date of **29 May 2026 (second convening)** at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Constanța Ballroom, 13 Septembrie Avenue no. 90, 5th District, Bucharest, 050726, Romania, commencing 11:00 am (Romanian time) in case of EGM and 12:00 pm (Romanian time) in case of OGM, with the same agenda as at the first convening.

The entire EGM and OGM supporting documentation is available for the shareholders' reference on the Fund's website, [here](#).

The deadline for proposing new items on the EGM & OGM agendas expired on **4 May 2026, 5:00 p.m.** (Romanian time). The Fund received, within the deadline: (i) a request of a group of shareholders holding together more than 5% of the Fund's share capital to supplement the OGM agenda by introducing a new item; and (ii) a request of a shareholder, Lion Capital SA, which holds more than 5% of the Fund's share capital to supplement the EGM agenda by introducing new items. The Fund Manager also decided on 4 May 2026 to amend the OGM agenda

Report date:
22 May 2026

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

Registered office:
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**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

regarding the allocation of the audited net accounting profit for FY 2025. The EGM and OGM agenda were supplemented accordingly.

On **4 May 2026, 5:00 p.m.** (Romanian time) also expired the deadline for receiving candidate proposals for one (1) position in the Fund's Board of Nominees – **Item 10 on the OGM agenda**, and the following proposals were received:

- Mr. Marian-Cristian Mocanu – *proposed himself*;
- Mr. John F. Walsh – *proposed by Badea Andrei Valentin*.

A. Regarding the items on the EGM agenda, as detailed in the Supplemented Convening Notice published on the Fund's website [here](#):

I. Items 1, 2 and 7

Voting recommendations:

- **Item 1** - the Fund Manager refrains from making any voting recommendation;
- **Item 2** - the Fund Manager recommends voting "FOR";
- **Item 7** - the Fund Manager recommends voting "FOR".

Considerations regarding Items 1 and 2 (Nominal Value Consolidation / Share Capital Decrease)

The Fund Manager reminds that **Item 1** was included on the agenda following the approval in principle of the Nominal Value Consolidation, an item added to the 26 February 2026 EGM agenda at the request of a group of shareholders holding more than 5% of the share capital and approved by shareholders pursuant to EGM Resolution no. 2 dated 26 February 2026.

Furthermore, Item 1 on the EGM agenda includes, as part of the nominal value consolidation mechanism, a share capital increase by incorporation of reserves to address the fractions of shares resulting from such consolidation. The Fund Manager notes that, under the Fund's Constitutive Act, the EGM may deliberate and validly decide on Item 1 only if shareholders representing at least 50% of the total voting rights are present or represented, both at the first and at the second convening. Accordingly, if this special quorum condition is not met, Item 1 on the EGM agenda item will not be submitted to vote. If the special quorum condition will be met and Item 1 will be submitted to vote, the resolution on Item 1 requires

a majority of at least two-thirds of the votes held by the shareholders present or represented.

Item 2 on the EGM agenda is an alternative item, subject to Item 1 not being approved by the EGM. The Fund Manager notes that Item 2 will be submitted to vote only if the EGM is able to deliberate and take a valid decision on Item 1 and Item 1 is not approved by the EGM. If the special quorum required for Item 1 is not met and Item 1 cannot be submitted to vote, Item 2 will not be submitted to vote.

II. Items proposed by a shareholder holding more than 5% of the Fund's share capital (Items 3, 4, 5 and 6)

Items 3 & 4

Voting recommendation: The Fund Manager recommends voting "ABSTAIN" for the considerations detailed below.

Considerations regarding Items 3 and 4

The Fund Manager notes that Items 3 and 4 on the EGM agenda were introduced at the request of a shareholder holding more than 5% of the Fund's share capital. The Fund Manager respects shareholders' rights to supplement the agenda in accordance with the applicable legal and statutory framework.

At the same time, the Fund Manager does not consider that the vote on these items is required for the validity, effectiveness or implementation of the decision already taken by the Fund Manager in relation to the Fund's participation in the relevant share capital increase, as such decisions fall within the limits of the Fund Manager's mandate and competence under the provisions of the Fund's Constitutive Act.

Accordingly, the inclusion of these items on the agenda, their submission to vote, and the outcome of such vote should not be construed as an acknowledgement that shareholder approval or ratification was required, nor as a condition precedent to, or limitation of, the Fund Manager's authority to take decisions that fall within its competence.

The Fund Manager will take note of the vote expressed by shareholders and will continue to act in accordance with its mandate and the applicable legal and regulatory framework.

The Fund Manager's position on Items 3 and 4 was set out in its prior current report, available [here](#).

Also, the Fund Manager has informed the market that on 15 May 2026, the Fund has exercised its pre-emption right in the context of the cash share capital increase approved by Resolution no. 1/30.03.2026 of CNAPM's Extraordinary General Meeting of Shareholders. The Fund Manager exercised its pre-emption right before the expiration of the subscription period ending 18 May 2026, for the purpose of maintaining the Fund's existing shareholding percentage in CNAPM's share capital.

Items 5 & 6

Voting recommendation: The Fund Manager recommends voting "FOR" considering that these amendments of the Fund's Constitutive Act could provide higher investment flexibility subject to observing all regulatory and statutory requirements.

B. Regarding the items on the OGM agenda, as detailed in the Supplemented Convening Notice published on the Fund's website [here](#):

I. Items 2 - 7 and 9 - 11

Voting recommendations:

- **Item 2** – the Fund Manager recommends voting "FOR";
- **Item 3** – the Fund Manager recommends voting "FOR";
- **Items 4, 5, 6 and 7** - the Fund Manager recommends voting "FOR";
- **Item 9** - the Fund Manager recommends voting "FOR";
- **Item 10** - the Fund Manager refrains from making any voting recommendation;
- **Item 11** - the Fund Manager recommends voting "FOR".

Considerations regarding Items 2 and 3

Items 2 and 3 were introduced on the agenda following the shareholders' resolutions during 21 November 2025 GSM. The Fund Manager has provided

technical support to the Board of Nominees but the ultimate decision on the proposed items rests with the Board of Nominees.

Considerations regarding Item 10

The Fund Manager refrains from making any voting recommendations, as candidates for the Board of Nominees are appointed and approved by shareholders, but recommends shareholders to exercise their voting right only after reviewing the Supplemented Convening Notice, the final list of candidates and the related information available on the Fund's website [here](#).

The voting mechanics for Item 10 (single list, 50% + 1 threshold, one "FOR" vote per shareholder) are set out in the General Information section of the Supplemented Convening Notice.

II. Item 8 including the alternative Items 8.1 and 8.2 regarding the allocation of the 2025 net audited accounting profit with different destinations

The Fund Manager notes that **Item 8.1** represents the proposal put forward by the Fund Manager.

Considerations regarding Items 8.1 and 8.2

Items 8.1 and 8.2 are alternative proposals for the allocation of the 2025 net audited accounting profit; only one will be deemed adopted by the OGM. The voting mechanics on the eVote/eVotePRO platforms and in correspondence ballots are set out in the General Information section of the Supplemented Convening Notice.

The Fund Manager would like to remind shareholders of its considerations regarding the cash position, expectations concerning dividends from the portfolio companies and other potential obligations as previously detailed in the Memo on the allocation of the 2025 net audited accounted profit issued on 16 April 2026 and available [here](#) based on which its profit allocation proposal was put forward to shareholders by the Fund Manager (**Item 8.1**) reflecting a prudent approach and allowing the Fund Manager to propose a dividend in a subsequent GSM.

Further to the information based on which the referred Memo was prepared, as regards incoming dividends from portfolio companies, as of the date of the issuance of the current voting recommendation, out of the top 3 portfolio companies, CN Aeroporturi Bucuresti SA has approved on 11 May 2026 the

annual dividend (with a net dividend of RON 116.2 million to be received by the Fund) and Societatea Națională a Sării SA has approved on 21 May 2026 the annual dividend (with a net dividend of RON 32.4 million to be received by the Fund).

The legal deadline for state-owned companies to pay dividends to shareholders is the end of July 2026. The exact timing of the dividend payment ultimately depends on the management of each respective portfolio company.

As regards the share capital increase in CN Administrația Porturilor Maritime SA, the Fund has subscribed and paid the new shares on 15 May 2026 for a total amount of RON 56.33 million.

We estimate that the Fund's cash and cash equivalents position at the end of May 2026 will be approximately RON 80 million, excluding any dividends expected to be received by the Fund from portfolio companies.

The Fund Manager's voting recommendations contained herein are not binding in any way and should not be deemed under any circumstances as supporting documentation/argument for substantiating one's vote, shareholders being free to decide how they vote on each item on the agenda. The Fund Manager will implement and will comply with all the decisions taken by the Fund's shareholders, irrespective of its recommendations herein, subject to compliance with law and regulation.

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