FONDUL PROPRIETATEA

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

Current report according to Article 234 para. (1) letters d) 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:

Resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. held on 29 September 2026

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA ("***Fondul Proprietatea***" / the "***Fund***"), hereby, announces that the **Fund's Extraordinary General Shareholders' Meeting** ("***EGM***") and **Ordinary General Shareholders' Meeting** ("***OGM***") were held on **29 September 2026** at **"Grand Hotel Bucharest"**, Rapsodia Ballroom, Nicolae Bălcescu Avenue, no. 4, 1st District, Bucharest, 010051, Romania, commencing 11:00 am (Romanian time) in case of EGM and 12:00 pm (Romanian time) in case of OGM.

The meetings were chaired by Mr. Daniel Naftali, 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:

A. The agenda of the EGM:

➢ **The approval of Item 1 on the EGM agenda, respectively,**

"The approval of the following amendments to the Constitutive Act of Fondul Proprietatea:

(a) **Article 15 paragraph (1) shall be amended and shall read as follows:**

"*(1) The ordinary general meeting of the shareholders shall appoint the Board of Nominees formed of 5 members, and shall establish their remuneration. The members of the Board of Nominees may expressly waive the remuneration in writing, in whole or in part. The waiver shall take effect as of the date specified in the waiver statement or notice or, in the absence of such specification, as of the date of its receipt by Fondul Proprietatea, without affecting any amounts that have already become due and payable, unless the member of the Board of Nominees expressly provides otherwise*."

(b) **At Article 18, following paragraph (2), a new paragraph (2^1) shall be inserted as follows:**

"*(2^1) The liability regime applicable to the members of the Board of Nominees shall be similar for all its members, regardless of whether they accept or waive, in whole or in part, the remuneration related to the activity carried out within Fondul Proprietatea*."

Report date:
29 September 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 approval of Item 2 on the EGM Agenda, respectively,**

  “The approval of the decrease of the legal reserve of Fondul Proprietatea by RON 26,218,123.05 from RON 332,881,589.66 to RON 306,663,466.61, representing 20.00% of the share capital value after the implementation and effectiveness of the share capital decrease approved through the EGSM Resolution no. 7/23 July 2026 (the “**Share Capital Decrease**”), subject to the implementation and effectiveness of the Share Capital Decrease. Following the decrease, the corresponding amount will be transferred to Retained earnings, and will remain available for future use by shareholders.”

- **The approval of Item 3 on the EGM Agenda, respectively,**

  “The approval of:

  (a) The date of **15 October 2026** as the ***Ex – Date***, computed in accordance with Article 176 paragraph (1), correlated with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; and of

  The date of **16 October 2026** as the ***Registration Date***, computed in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, correlated 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 date of the guaranteed participation and the payment date.

  (b) The empowerment, with authority to sub-delegate, of Daniel Naftali to sign the shareholders’ resolutions and the amended, renumbered and restated form of the Constitutive Act, 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.”

B. The agenda of the OGM:

- **With respect to Item 1 on the OGM Agenda:**

  “The approval of: (i) the appointment of a new alternative investment fund manager that will act also as the sole director of Fondul Proprietatea for a mandate of 4 (four) years starting with 1 April 2027 (provided that all the legal requirements related to the appointment of the new alternative investment fund manager and sole director of Fondul Proprietatea are finalized by 31 March 2027, inclusive) and until 1 April 2031, from the three candidates of the Selection Process, respectively, Franklin Templeton International Services S.à r.l., INVL Asset Management UAB and SAI Muntenia Invest S.A., as well as any other potential candidates, in accordance with Article 19 paragraph (3) of the Constitutive Act (if the case); and (ii) the corresponding management agreement, including the remuneration of the alternative investment fund manager that will act also as sole director, as provided thereunder, in the form set out in the supporting documentation, in the event that the OGM appoints a candidate resulting from the Selection Process, as defined below (the OGM also acknowledging and agreeing all steps and actions undertaken by the Board of Nominees during and/or in relation with the Selection Process), or respectively the approval of the empowerment of the Board of Nominees to negotiate the management agreement with the appointed candidate resulting from qualifying candidate proposals received from any shareholder of Fondul Proprietatea.

Mr. Ștefan Nanu, the Chairperson of the Board of Nominees, is hereby empowered (with authority to be substituted by another member of the Board of Nominees) to execute the management agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.

In the context of the selection process commenced and conducted by the Board of Nominees pursuant to OGM Resolution no. 13 of 27 September 2024, OGM Resolution no. 10 of 29 September 2025, OGM Resolution no. 19 of 29 September 2025, OGM Resolution no. 18 of 23 July 2026 and OGM Resolution no. 19 of 23 July 2026 (the "**Selection Process**"), currently ongoing, the Board of Nominees will provide the detailed comparative report on the first three offers resulting from the Selection Process until **28 August 2026, 5:00 PM (Romanian time)**.

Voting on this item 1 on the agenda is also subject to:

(a) publishing on the webpage of the Company of the Board of Nominees' detailed comparative report on the first three offers resulting from the Selection Process and of the execution versions of the management agreement for each of the first three candidates resulting from the Selection Process until **28 August 2026, 5:00 PM (Romanian time)**;

and/or

(b) receipt of qualifying candidate proposals from any shareholder of Fondul Proprietatea. The proposals can be made until **31 August 2026, 5:00 PM (Romanian time)**, proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzeşti Street, 7th floor, 1st District, zip code 011017, Romania, or by e-mail at agafp@fondulproprietatea.ro with qualified electronic signature as per Law no. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them. The proposals, together with documents attesting professional qualification and the evidence related to the necessary licenses that allow the candidate to manage Fondul Proprietatea, will be published on the webpage of the Company and will be updated on daily basis.

Note: This item was included on the agenda by the Fund Manager at the request of the Board of Nominees considering the ongoing Selection Process and in accordance with Article 19 paragraph (3) of the Fund's Constitutive Act.

(*secret vote*)"

SAI Muntenia Invest SA was appointed as the new alternative investment fund manager that will act also as the sole director of Fondul Proprietatea for a mandate of 4 (four) years starting with 1 April 2027 (provided that all the legal requirements related to the appointment of the new alternative investment fund manager and sole director of Fondul Proprietatea are finalized by 31 March 2027, inclusive) and until 1 April 2031.

- **Considering that Item 1 of the OGM Agenda was approved by the OGM, respectively SAI Muntenia Invest SA was appointed as the new alternative investment fund manager that will act also as the sole director of Fondul Proprietatea for a mandate of 4 (four) years starting with 1 April 2027, Item 2 of the OGM agenda was not submitted to vote / the votes cast by correspondence or via eVote platform in respect of Item 2 were not validated.**

We reiterate that Item 2 on the OGM Agenda refers to:

"Subject to and conditional upon item 1 above not being approved by the OGM, the approval of (i) the extension of the mandate of Franklin Templeton International Services S.à r.l., a société à responsabilité limitée, whose registered office is located at 8A rue Albert Borschette, L1246 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under number B 36.979, as the sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, for a period of one (1) year starting with 1 April 2027 and until 1 April 2028 and (ii) the corresponding extension of the terms of the management agreement executed between Fondul Proprietatea and Franklin Templeton International Services S.à r.l. on 26 March 2026, as approved by the OGM Resolution no. 1 of 26 February 2026 (the "**Management Agreement**") until 1 April 2028 (with the corresponding amendments to the provisions linked to the duration of the Management Agreement), in accordance with the Addendum to the Management Agreement in the form set out in the supporting documentation (the "**Addendum**"), with all the other provisions of the Management Agreement remaining unchanged.

The extended mandate and the corresponding Addendum will enter into force only to the extent that by 31 March 2027 (a) the OGM does not appoint a new AIFM (who shall also act as sole director), pursuant to the Selection Process or pursuant to receiving qualifying candidate proposals from any shareholder of Fondul Proprietatea (the "**Appointment**") or (b) such Appointment does not enter into force by the aforementioned date (i.e. 31 March 2027).

Mr. Ștefan Nanu, the Chairperson of the Board of Nominees is hereby empowered (with authority to be substituted by another member of the Board of Nominees) to execute the Addendum and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.

Note: This item was included on the agenda by the Fund Manager in accordance with Article 19 paragraph (3) of the Fund's Constitutive Act.

(*secret vote*)"

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- **The approval of Item 3 on the OGM Agenda, respectively,**

  "The approval of the distribution of a gross dividend in the amount of RON 0.046 per share to all shareholders of the Company entitled to receive such dividend in accordance with applicable law.

  (*Item added on the agenda at the request of the shareholder Lion Capital SA, which holds more than 5% of the share capital of Fondul Proprietatea and supported by the Sole Director*)"

- **The approval of Item 4 on the OGM Agenda, respectively,**

  "The approval of the additional fees to be paid to Ernst & Young Assurance Services SRL, as the Fund's financial auditor for the audit of the financial statements of FP for the FY ended 31 December 2025 amounting to EUR 9,000 (before VAT)."

- **The approval of Item 5 on the OGM Agenda, respectively,**

  "The approval of:

  (a) The date of **15 October 2026** as the ***Ex – Date***, computed in accordance with Article 176 paragraph (1), correlated with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;

  The date of **16 October 2026** as the ***Registration Date***, computed in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, correlated with the provisions of Article 87 paragraph (1) of Issuers' Law; and of

  The date of **9 November 2026** as the ***Payment Date***, computed in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, correlated with the provisions of Article 87 paragraph (2) of Issuers' Law.

  As they are not applicable to this OGM, the shareholders do not decide on the other aspects provided by Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

  (b) The empowerment, with authority to sub-delegate, of Daniel Naftali 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 Registry or with any other public institution."

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