

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

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

Important events to be reported:

The voting results of the Ordinary General Shareholders' Meeting of Fondul Proprietatea SA held on 4 September 2019

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity as Investment Manager of Fondul Proprietatea SA ("*Fondul Proprietatea*" / the "*Fund*"), hereby publishes the **voting results of the Ordinary General Shareholders Meeting of the Fund ("*OGM*") held on 4 September 2019**, in Bucharest, at "Radisson Blu" Hotel commencing 12:00 pm (Romanian time), as enclosed in the Annex hereto.

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch acting as Investment Manager of FONDUL PROPRIETATEA S.A.

Johan MEYER
Legal Representative

Report date:

5 September 2019

Name of the issuing entity:

Fondul Proprietatea S.A.

Registered office:

78-80 Buzesti Street
7th floor, district 1,
Bucharest, 011017

Phone/fax number:

Tel.: + 40 21 200 9600

Fax: + 40 21 200 9631

Email:

office@fondulproprietatea.ro

Internet:

www.fondulproprietatea.ro

**Sole Registration Code
with the Trade Register**

Office:

18253260

**Order number in the Trade
Register:**

J40/21901/2005

Subscribed share capital:

RON 4,733,020,898.32

Paid-up share capital:

RON 4,543,838,476.32

**Number of shares in
issue:**

9,101,963,266

Number of paid shares:

8,738,150,916

**Regulated market on
which the issued**

securities are traded:

Shares on Bucharest Stock
Exchange

GDRs on London Stock
Exchange

THE VOTING RESULTS
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
FONDUL PROPRIETATEA S.A. OF 4 SEPTEMBER 2019

Point 1 on the agenda refers to:

The appointment of two members in the Board of Nominees of Fondul Proprietatea S.A. following the expiration of the two mandates on 29 September 2019. The mandates of the new members are valid for a period of three (3) years onwards, subject to their acceptance of the mandates.

Point 1(a) on the agenda refers to:

The appointment of a member of the Board of Nominees following the expiration of the mandate of Mr. Sorin Mihai Mîndruțescu on 29 September 2019; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with the said date onwards, subject to the acceptance of the mandate by the newly appointed member (*secret vote*).

The voting results regarding point 1(a) on the agenda are the following:

Mr. Florian Munteanu

- 749,614,606 votes „for” representing 84.97% of the validly casted votes;
- 132,527,519 votes „against”;
- 2,548,430,199 abstentions;
- 3,228,086 annulled votes;
- 451,801,125 votes „not given”.

Mrs. Vivian Nicoli

- 3,130,036,135 votes „for” representing 84.53 % of the validly casted votes;
- 572,655,167 votes „against”¹;
- 11,201,363 abstentions;
- 3,228,086 annulled votes;
- 168,480,784 votes „not given”.

The Sole Director of Fondul Proprietatea S.A. acknowledges that, although one of the candidates received significantly more „for” votes, both candidates obtained the majority required by Article 112 paragraph (1) of Companies’ Law. Considering that only one seat in the Board of Nominees is available and that the shareholders were asked to decide the appointment of one person, the Sole Director acknowledges that the shareholders’ votes did not lead to the appointment of just one member in the Board of Nominees, as required through the calling notice, and that the mandate remains vacant.

Point 1(b) on the agenda refers to:

The appointment of Mr. Mark Henry Gitenstein as member of the Board of Nominees following the expiration of his current mandate on 29 September 2019; the mandate of the new member is valid for a period of three (3) years and shall produce its effects starting with the said date onwards, subject to the acceptance of the mandate by the newly appointed member (*secret vote*).

Point 1(b) on the agenda has been approved, with the voting results being the following:

- 3,703,358,784 votes „for” representing 97.64% of the validly casted votes;

¹ Due to a typo error, in the current report published on 4 September 2019, it was mentioned “472,655,167 votes against” instead of “572,655,167 votes against”

- 89,214,380 votes „against”;
- 92,903,386 abstentions;
- 0 annulled votes;
- 124,986 votes „not given”.

Point 2 on the agenda refers to:

The appointment of Deloitte Audit S.R.L. setting the duration of the financial audit agreement for the period starting with the date of approval of this decision and 31 August 2021; setting the scope of work of the financial audit agreement: audit of the financial statements of Fondul Proprietatea SA for 2020 financial year, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, including Deloitte UK financial statements review, and setting the level of its remuneration for the financial audit services described above at a maximum level (without VAT) of EUR 78,500 + GBP 9,800 for auditing the said 2020 financial statements. (*secret vote*)

Point 2 on the agenda has been approved, with the voting results being the following:

- 3,804,458,562 votes „for” representing 97.91% of the validly casted votes;
- 81,142,973 votes „against”;
- 0 abstentions;
- 0 annulled votes;
- 1 vote „not given”.

Point 3 on the agenda refers to:

In accordance with Article 176 paragraph (1) of Regulation no. 5/2018, the approval of **25 September 2019** as the **Ex – Date**, computed in accordance with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018, and **26 September 2019** as the **Registration Date**, computed in accordance with the provisions of Article 86 paragraph (1) of Issuers’ Law.

As they are not applicable to this OGM, the shareholders did 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.

Point 3 on the agenda has been approved, with the voting results being the following:

- 3,885,601,535 votes „for” representing 100% of the validly casted votes;
- 0 votes „against”;
- 0 abstentions;
- 0 annulled votes;
- 1 vote „not given”.

Point 4 on the agenda refers to:

The approval of the empowerment, with authority to be substituted, of Johan Meyer 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.

Point 4 on the agenda has been approved, with the voting results being the following:

- 3,885,601,535 votes „for” representing 100% of the validly casted votes;
- 0 votes „against”;
- 0 abstentions;
- 0 annulled votes;
- 1 vote „not given”.