

To: Bucharest Stock Exchange Financial Supervisory Authority London Stock Exchange

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

NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

THE INFORMATION CONTAINED WITHIN THIS ANNOUNCEMENT IS DEEMED TO CONSTITUTE INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) NO. 596/2014. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

Important events to be reported:

Launch of an accelerated bookbuild offering of up to 1,700,000,000 ordinary shares held in OMV Petrom S.A.

Franklin Templeton International Services S.À R.L., in its capacity of alternative investment fund manager ("*FTIS*") of Fondul Proprietatea S.A. (the "*Fund*"/"*Fondul Proprietatea*"), announces the launch of an accelerated bookbuild offering of up to 1,700,000,000 ordinary shares, plus an upsize option of further up to 1,150,000,000 ordinary shares held by the Fund in OMV Petrom S.A. ("*Petrom*"/"*Company*") (the "*Transaction*").

Book building will commence immediately.

Erste Group Bank AG and SSIF Swiss Capital S.A. will act as Joint Global Coordinators and Joint Bookrunners, and Banca Comercială Română S.A. and Auerbach Grayson and Company LLC will act as Joint Bookrunners for the Transaction (the "*Bookrunners*").

The Fund has agreed with the Bookrunners to a 90 days lock-up period starting from 19 January 2022 in connection with the remaining shares and global depositary receipts having as underlying security shares of the Company, held by the Fund in Petrom (as well as or any other securities of the Company which are substantially similar to the foregoing). The lock-up may be waived by the Bookrunners.

Petrom will not receive any proceeds from the Transaction.

The results of the Transaction will be announced as soon as practicable after the close of the bookbuild process. The timing for the close of the bookbuild process, pricing and allocations are at the absolute discretion of the Fund and the Bookrunners.

Report date:

19 January 2022

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: J40/21901/2005

Subscribed share capital: RON 3,334,342,422.84

Paid-up share capital: RON 3,145,160,000.84

Number of shares in issue: 6,412,196,967

Number of paid shares: 6,048,384,617

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

GDRs on London Stock Exchange



Important Notice

THIS ANNOUNCEMENT AND ANY OFFER OF SECURITIES TO WHICH IT RELATES ARE ONLY ADDRESSED TO AND DIRECTED AT (1) IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (THE "EEA"), PERSONS WHO ARE QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 2(E) OF REGULATION 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 14 JUNE 2017 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING ON A REGULATED MARKET (THE "PROSPECTUS REGULATION") OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE; AND (2) IN THE UNITED KINGDOM, PERSONS WHO ARE QUALIFIED INVESTORS WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE "ORDER"); OR (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER OR (III) ARE PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE (ALL SUCH PERSONS REFERRED TO IN (I), (II) AND (III) TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THE INFORMATION REGARDING THE TRANSACTION SET OUT IN THIS ANNOUNCEMENT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS IN ANY MEMBER STATE OF THE EEA WHO ARE NOT QUALIFIED INVESTORS OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE AND IN THE UNITED KINGDOM WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO QUALIFIED INVESTORS IN ANY MEMBER STATE OF THE EEA OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE AND RELEVANT PERSONS IN THE UNITED KINGOM AND WILL BE **ENGAGED IN ONLY WITH SUCH PERSONS.**

THIS ANNOUNCEMENT DOES NOT, AND SHALL NOT, IN ANY CIRCUMSTANCES CONSTITUTE A PUBLIC OFFERING, NOR AN OFFER TO SELL OR TO SUBSCRIBE FOR, NOR A SOLICITATION TO OFFER TO PURCHASE OR TO SUBSCRIBE FOR SECURITIES IN ANY JURISDICTION. THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE OFFERING OR SALE OF THE SHARES IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. NO ACTION HAS BEEN TAKEN BY THE FUND (OR ANY AFFILIATES THEREOF) OR THE BOOKRUNNERS OR ANY OF THEIR AFFILIATES THAT WOULD, OR WHICH IS INTENDED TO, PERMIT A



PUBLIC OFFER OF THE SHARES IN ANY JURISDICTION OR POSSESSION OR DISTRIBUTION OF THIS ANNOUNCEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE SHARES IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES ARE REQUIRED BY THE FUND AND THE BOOKRUNNERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY APPLICABLE RESTRICTIONS.

WITH RESPECT TO THE MEMBER STATES OF THE EEA AND THE UNITED KINGDOM (EACH, A "RELEVANT STATE"), NO ACTION HAS BEEN UNDERTAKEN OR WILL BE UNDERTAKEN TO MAKE AN OFFER TO THE PUBLIC OF THE SHARES SOLD BY THE FUND REQUIRING A PUBLICATION OF A PROSPECTUS IN ANY RELEVANT STATE. AS A CONSEQUENCE, THE SHARES MAY ONLY BE OFFERED OR SOLD IN ANY RELEVANT STATE PURSUANT TO AN EXEMPTION UNDER THE PROSPECTUS REGULATION.

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OF, OR THE SOLICITATION OF AN OFFER TO ACQUIRE OR DISPOSE OF SECURITIES IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR IN ANY OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL.

THE SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT"), OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN. THE SHARES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES UNLESS REGISTERED UNDER THE US SECURITIES ACT OR OFFERED IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT AND THE SECURITIES LAWS OF ANY RELEVANT STATE OR OTHER JURISDICTION OF THE UNITED STATES. THERE WILL BE NO PUBLIC OFFERING OF THE SHARES IN THE UNITED STATES OR ELSEWHERE.

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED



UPON OR ENDORSED THE MERITS OF THE TRANSACTION OR THE ACCURACY OR ADEQUACY OF THIS ANNOUNCEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

NO PROSPECTUS OR OFFERING DOCUMENT HAS BEEN OR WILL BE PREPARED IN CONNECTION WITH THE TRANSACTION. ANY INVESTMENT DECISION TO BUY SECURITIES IN THE TRANSACTION MUST BE MADE SOLELY ON THE BASIS OF PUBLICLY AVAILABLE INFORMATION. SUCH INFORMATION IS NOT THE RESPONSIBILITY OF AND HAS NOT BEEN INDEPENDENTLY VERIFIED BY THE FUND (OR ANY AFFILIATE THEREOF) OR THE BOOKRUNNERS OR ANY OF THEIR AFFILIATES.

ERSTE GROUP BANK A.G. ("ERSTE GROUP") IS AUTHORISED BY THE AUSTRIAN FINANCIAL MARKET AUTHORITY ("FMA") AND REGULATED IN AUSTRIA BY THE FMA, AND ANY OF ITS AFFILIATES MAY BE SUBJECT TO LIMITED REGULATION BY CERTAIN OTHER REGULATORS IN THE EUROPEAN UNION, AS APPLICABLE. ERSTE GROUP IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.

BANCA COMERCIALĂ ROMÂNĂ S.A. ("BCR") IS AUTHORISED BY THE FINANCIAL SUPERVISORY AUTHORITY ("FSA") AND REGULATED IN ROMANIA BY THE NATIONAL BANK OF ROMANIA ("NBR") AND FSA, AND IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.

SSIF SWISS CAPITAL S.A. ("SWISS CAPITAL") IS AUTHORISED AND REGULATED IN ROMANIA BY THE FINANCIAL SUPERVISORY AUTHORITY ("FSA"). SWISS CAPITAL IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING



ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.

AUERBACH GRAYSON AND COMPANY LLC. ("AGCO") IS AUTHORISED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION ("SEC") AND REGULATED IN THE UNITED STATES OF AMERICA BY THE FINANCIAL INDUSTRY REGULATORY AUTHORITY AND IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.

IN CONNECTION WITH THE OFFERING OF THE SHARES, THE BOOKRUNNERS OR ANY OF THEIR AFFILIATES MAY TAKE UP A PORTION OF THE SHARES AS A PRINCIPAL POSITION AND IN THAT CAPACITY MAY RETAIN, PURCHASE OR SELL FOR THEIR OWN ACCOUNTS SUCH SECURITIES. IN ADDITION THEY MAY ENTER INTO FINANCING ARRANGEMENTS AND SWAPS WITH INVESTORS IN CONNECTION WITH WHICH THEY MAY FROM TIME TO TIME ACQUIRE, HOLD OR DISPOSE OF THE SHARES. THEY DO NOT INTEND TO DISCLOSE THE EXTENT OF ANY SUCH INVESTMENT OR TRANSACTIONS OTHERWISE THAN IN ACCORDANCE WITH ANY LEGAL OR REGULATORY OBLIGATION TO DO SO.

Franklin Templeton International Services S.À R.L., acting as Alternative Investment Fund Manager of FONDUL PROPRIETATEA S.A.

Johan MEYER Permanent Representative