

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

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

Errata in the English version of the Convening notice of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea SA to be held on 29 September 2025

Franklin Templeton International Services S.À R.L., in its capacity of alternative investment fund manager and sole director of Fondul Proprietatea S.A (“**Fondul Proprietatea**” / the “**Company**”), would like to inform shareholders that in the current report published on 13 August 2025, which includes the Convening notice of the Extraordinary (“**EGM**”) and Ordinary (“**OGM**”) General Meetings of Shareholders of Fondul Proprietatea to be held on 29 September 2025 (first convening), respectively 30 September 2025 (second convening),

In the English version:

1. **At item 7, first paragraph on the OGM agenda, respectively:**

*“The approval of the renewal 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 sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, starting with 1 April 2026 (the “**New Mandate**”), **subject to neither point 5, nor point 0 of the OGM agenda being approved by the OGM. (...)**”*

Due to a technical issue, number 0 shall be replaced with number 6, as follows:

*“The approval of the renewal 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 sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, starting with 1 April 2026 (the “**New Mandate**”), **subject to neither point 5, nor point 6 of the OGM agenda being approved by the OGM. (...)**”*

2. **At the second, third and fifth paragraph of the General Information with**

Report date:
14 August 2025

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.: + 40 212 009 600
Fax: + 40 316 300 048

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 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

respect to EGM & OGM section, respectively:

"With respect to item 0 on the OGM agenda, any shareholder can propose qualifying candidates and related commercial terms until 3 September 2025, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzești 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 professional qualification and the evidence related to the 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.

With respect to item 5 and 0 on the OGM agenda, in case they are both (i) put to vote and (ii) candidates proposed under both item 5 and 0 on the OGM agenda are voted in favour, with the majority of votes held by the shareholders attending or being represented, the item to be deemed adopted, and, respectively, the candidate to be appointed will be the one which has obtained the highest number of votes "FOR". (...)

With respect to item 7 on the OGM agenda, please note that this item will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if neither item 5, nor item 0 of this OGM agenda is approved by the OGM. (...)"

Due to a technical issue, number 0 shall be replaced with number 6, as follows:

"With respect to item 6 on the OGM agenda, any shareholder can propose qualifying candidates and related commercial terms until 3 September 2025, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzești 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 professional qualification and the evidence related to the 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.

With respect to item 5 and 6 on the OGM agenda, in case they are both (i) put to vote and (ii) candidates proposed under both item 5 and 6 on the OGM agenda are voted in favour, with the majority of votes held by the shareholders attending or being represented, the item to be deemed adopted,

and, respectively, the candidate to be appointed will be the one which has obtained the highest number of votes “FOR”. (...)

With respect to item 7 on the OGM agenda, please note that this item will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if neither item 5, nor item 6 of this OGM agenda is approved by the OGM. (...)

3. **At item 5, paragraph (i) of the OGM Agenda**, respectively:

“the appointment of IRE AIFM HUB S.a R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager (“AIFM”) under Article 101-1 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended, whose registered office is located at 28 Boulevard d’Avranches 1160 Luxembourg Grand Duchy of Luxembourg and which is registered with the Luxembourg Registre de Commerce et des Sociétés under number B 245918, being the candidate proposed by the Board of Nominees further to the selection procedure carried out based on the OGSM Resolution no. 9/ 25 September 2023 (the “Candidate”), as sole director of Fondul Proprietatea that acts also as the AIFM of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new AIFM and sole director of Fondul Proprietatea are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive; if appointed, the Candidate will perform its mandate under an advisory model, with Impetum Management S.R.L., a Romanian asset management advisory firm, as the advisor to the Candidate for such purposes; under this model, the advisor, based on its local Romanian expertise, will provide support to the Candidate in connection with the portfolio management function, under an Advisory Agreement substantially in the form set out in the supporting documentation regarding this point on the OGM agenda.”,

“Romanian asset management advisory firm” shall be replaced with “Romanian advisory firm”, to ensure consistency with the Romanian version of the Convening Notice, which prevails, as follows:

“the appointment of IRE AIFM HUB S.a R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager (“AIFM”) under Article 101-1 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended, whose registered office is located at 28 Boulevard d’Avranches 1160 Luxembourg Grand Duchy of Luxembourg and which is registered with the Luxembourg Registre de Commerce et des Sociétés under number B 245918, being the candidate proposed by the Board of Nominees further to the selection procedure carried out based on the OGSM Resolution no. 9/ 25

September 2023 (the “Candidate”), as sole director of Fondul Proprietatea that acts also as the AIFM of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new AIFM and sole director of Fondul Proprietatea are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive; if appointed, the Candidate will perform its mandate under an advisory model, with Impetum Management S.R.L., a Romanian advisory firm, as the advisor to the Candidate for such purposes; under this model, the advisor, based on its local Romanian expertise, will provide support to the Candidate in connection with the portfolio management function, under an Advisory Agreement substantially in the form set out in the supporting documentation regarding this point on the OGM agenda.”

The rest of the **English version** of the Convening Notice of the EGM and OGM to be held on 29 September 2025 remain unchanged.

The **Romanian version** of the Convening Notice of the EGM and OGM to be held on 29 September 2025 **is not amended**.

Attached to this current report is the Convening notice of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea to be held on 29 September 2025, **in English, updated** as per the above.

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

Călin METEȘ

Substitute to the Permanent Representative as per the FTIS Decision no. 9/20.06.2025

**CONVENING NOTICE OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF
SHAREHOLDERS OF FONDUL PROPRIETATEA S.A.**

Franklin Templeton International Services S.à r.l., a société à responsabilité limitée qualifying as an alternative investment fund manager under article 5 of the Luxembourg law of 12 July 2013 on alternative investment fund managers, authorized by the Commission de Surveillance du Secteur Financier under no. A00000154/21 November 2013, whose registered office is located at 8a, rue Albert Borschette, L-1246 Luxembourg, registered with the Luxembourg register of commerce and companies under number B36.979, registered with the Romanian Financial Supervisory Authority under number PJM07.1AFIASMDLUX0037/10 March 2016 (the “**Fund Manager**” / “**Sole Director**”), in its capacity as the alternative investment fund manager and sole director of FONDUL PROPRIETATEA S.A., a joint-stock company incorporated under the laws of Romania, qualifying as an alternative investment fund closed-end type, addressed to retail investors, with its headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st District, Romania, registered with the Trade Registry under no. J40/21901/2005, Sole Registration Code 18253260, with a subscribed and paid-up share capital of RON 1,664,407,948.32 (the “**Company**”/ “**Fondul Proprietatea**”/ “**FP**”),

Considering:

- The provisions of Articles 12 - 13 of the Company’s constitutive act (the “**Constitutive Act**”);
- The provisions of Companies’ Law no. 31/1990 (“**Companies’ Law no. 31/1990**”);
- The provisions of Emergency Government Ordinance no. 32/2012 on undertakings for collective investment in transferable securities and investment management companies, as well as for the amendment and supplementation of Law no. 297/2004;
- The provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished (“**Issuers’ Law**”);
- The provisions of Regulation of the Financial Supervisory Authority no. 5/2018 on issuers of financial instruments and market operations, with its subsequent amendments and supplementations (“**Regulation no. 5/2018**”);
- The provisions of Law no. 243/2019 on alternative investment funds and for the amendment and completion of other legislation, with its subsequent amendments and supplementations (“**Law no. 243/2019**”);
- The provisions of Regulation of the Financial Supervisory Authority no. 7/2020 on the authorization and operation of alternative investment funds, with its subsequent amendments and supplementations (“**Regulation no. 7/2020**”);
- The provisions of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholders rights (“**CE Regulation 1212/2018**”);
- The request dated 1 August 2025 of a shareholders’ group holding more than 5% of the share capital of Fondul Proprietatea, to convene the Ordinary General Shareholders’ Meeting of Fondul Proprietatea;

- The provisions of Article 119, paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (23) of Issuers' Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (13) of the Company's Constitutive Act,

CONVOKES:

The **Extraordinary General Meeting of Shareholders** of Fondul Proprietatea on **29 September 2025 (first convening), 11:00 AM** (Romanian time), at **"Radisson Blu" Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania (the **"EGM"**),

Should the statutory quorum requirements for the EGM, 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, the EGM is convened on the date of **30 September 2025 (second convening), 11:00 AM** (Romanian time) at **"Radisson Blu" Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania, with the same agenda as at the first convening.

and

The **Ordinary General Meeting of Shareholders** of Fondul Proprietatea on **29 September 2025 (first convening), 12:00 PM** (Romanian time), at **"Radisson Blu" Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania (the **"OGM"**).

Should the statutory quorum requirements for the 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, the OGM is convened on the date of **30 September 2025 (second convening), 12:00 PM** (Romanian time) at **"Radisson Blu" Hotel**, 63-81 Calea Victoriei Street, Atlas 2 Room, 1st District, Bucharest, 010065, Romania, with the same agenda as at the first convening.

Only the persons registered as shareholders of the Company on **9 September 2025** (the **"Reference Date"**) in the shareholders registry kept by Depozitarul Central S.A. have the right to participate and vote at the EGM and OGM, first and second convening.

I. The agenda of the EGM is as follows:

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

i. **Article 9 paragraph (1[^]1) shall be repealed.**

ii. **Article 12 paragraph (3) letter (h) shall be amended and shall read as follows:**

"h) the execution of contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value exceeds, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less non-current receivables;"

iii. **At Article 13, following paragraph (5), a new paragraph (5[^]1) shall be inserted as follows:**

"(5[^]1) The Alternative Investment Fund Manager may amend the convening notice after its publication, within a maximum of 15 days from the date of publication."

iv. **Article 15 paragraph (2) shall be amended and shall read as follows:**

"(2) Any shareholder will have the right to make proposals on the members of the Board of Nominees. The nomination will be accompanied by (a) a written statement attesting whether or not the candidate fulfils the independence criteria set forth in the applicable legislation and the

Bucharest Stock Exchange Corporate Governance Code, signed by the candidate, whose template shall be available in the informative materials, and (b) a letter of intent setting out the reasons supporting the candidacy; following that, this statement and the letter of intent will be brought to the attention of the shareholders. The members of the Board of Nominees may be shareholders of Fondul Proprietatea or other persons designated by the shareholders and they must have the proper experience and knowledge in order to be able to receive the Alternative Investment Fund Manager reports and of the consultants and, based on the information received, judge the merits of the management of Fondul Proprietatea within the limits of the objectives and principles set by the investment policy as well as by the applicable laws and regulations. Also, the members of the Board of Nominees have to be qualified properly in order to decide (if there is need with the support of an independent consultant) if the transactions proposed by the Alternative Investment Fund Manager needing the approval of the Board of Nominees are made to the advantage of the shareholders.”

v. Article 16 paragraph (1) shall be amended and shall read as follows:

“(1) The meetings of the Board of Nominees are held in accordance with the Board of Nominees internal regulation and the provisions of the applicable legislation. The call for the meeting of the Board of Nominees is made by the chairperson, any of its members or upon the request of the Alternative Investment Fund Manager. The Board of Nominees shall meet at most 7 days as of the calling.”

vi. Article 17 paragraph (16) shall be amended and shall read as follows:

“(16) Proposes to the general meeting of shareholders the prior approval or rejection of the execution of contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value exceeds, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less non-current receivables;”.

vii. Article 21 paragraph (4) letters (ix) and (x) shall be amended and shall read as follows:

“(ix) based on the proposal of the Board of Nominees to submit to the approval of the extraordinary general meeting of shareholders the execution of contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value exceeds, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less non-current receivables;

(x) execute contracts for acquiring, selling, exchanging or for creating pledges, having as subject non-current assets of Fondul Proprietatea, whose value does not exceed, individually or cumulatively during a financial year, 20% of the total value of the non-current assets of Fondul Proprietatea, less non-current receivables, without the approval of the ordinary or extraordinary general shareholders’ meeting;”.

viii. Article 24 paragraphs (3), (4) (5) and (7) shall be amended and shall read as follows:

“(3) The internal audit is independent of Fondul Proprietatea, and the internal auditors shall objectively exercise this activity.”

“(4) The internal audit shall provide independent and objective assurance on the effectiveness of the risk management framework, the internal control framework and the internal rules within Fondul Proprietatea.”

“(5) The internal auditors shall not be subject of any interference in determining the purpose of the internal audit and in exercising their activity, having the authority, resources and procedures adequate to assist the relevant corporate bodies at the level of Fondul Proprietatea in ensuring

effectiveness and efficiency of Fondul Proprietatea's risk management and internal control framework."

"(7) The internal auditor shall deliver the plans for the internal audit activity and the necessary resources, including the significant interim changes, to the Audit and Valuation Committee, as well as to the Alternative Investment Fund Manager. The Alternative Investment Fund Manager and the Audit and Valuation Committee provide their feedback on the plans for the internal audit activity and agree them with the internal auditor."

B. The approval of:

- (a) The date of **3 November 2025** as the **Ex – Date** in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; and of

The date of **4 November 2025** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed 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.

II. The agenda of the OGM is as follows:

1. The approval of the cancellation of the current alternative investment fund manager and sole director selection process, launched following the resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023.

(Item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital)

2. The approval of the commencement of a new process by the Board of Nominees for the selection of an alternative investment fund manager ("**AIFM**") and sole director of FP and inserting, among others, the selection condition that the proposed alternative investment fund manager and sole director has assets under management at least equal to the value of the FP's assets ("**New Selection Process**").

(Item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital)

3. The approval of mandating the Board of Nominees with the preparation of a detailed comparative report on the first three offers resulting from the New Selection Process, presentation of the report to the shareholders, and submission for their vote of the candidates corresponding to the first three selected offers.

(Item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital)

4. The approval of the distribution of dividends in gross aggregate amount equal to lei 37,200,000 from FP's 2024 unallocated retained earnings, meaning a gross dividend per share of lei 0.0122825494 (taking into account the number of total shares in FP's share capital, less treasury shares held by FP

as of 1 August 2025; to the extent on the registration date FP will hold additional treasury shares when compared to the number of treasury shares held on 1 August 2025, no dividend will be distributed and payable in connection to such additional treasury shares and the corresponding amounts will remain available for shareholders' future use under retained earnings); and (ii) setting the following dates in connection with the proposed distribution of dividends: (a) 3 November 2025 as the Ex – Date, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018; (b) 4 November 2025 as the Registration Date, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law; and (c) 26 November 2025 as the Payment Date, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (2) of Issuers' Law.

(Item added on the agenda at the request of a shareholders' group holding more than 5% of the share capital)

5. The approval of, subject to items 1 and/or 2 on OGM Agenda not being approved:
- i. the appointment of IRE AIFM HUB S.a R.L., a société à responsabilité limitée qualifying as an alternative investment fund manager ("**AIFM**") under Article 101-1 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended, whose registered office is located at 28 Boulevard d'Avranches 1160 Luxembourg Grand Duchy of Luxembourg and which is registered with the Luxembourg Registre de Commerce et des Sociétés under number B 245918, being the candidate proposed by the Board of Nominees further to the selection procedure carried out based on the OGSM Resolution no. 9/ 25 September 2023 (the "**Candidate**"), as sole director of Fondul Proprietatea that acts also as the AIFM of Fondul Proprietatea, for a duration of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new AIFM and sole director of Fondul Proprietatea are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive; if appointed, the Candidate will perform its mandate under an advisory model, with Impetum Management S.R.L., a Romanian advisory firm, as the advisor to the Candidate for such purposes; under this model, the advisor, based on its local Romanian expertise, will provide support to the Candidate in connection with the portfolio management function, under an Advisory Agreement substantially in the form set out in the supporting documentation regarding this point on the OGM agenda.
 - ii. the objectives proposed for the new AIFM, i.e.: (a) an investment objective consisting of the maximization of returns to shareholders and the increase of the net asset value per share via investments mainly in Romanian equities and equity-linked securities, as set out in the current Investment Policy Statement of Fondul Proprietatea, and which will apply until necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective (b) a new investment objective which will consist of delivering an attractive risk-return profile for shareholders including the increase of the net asset value per share, through a diversified portfolio of investments predominantly in Romanian equities and equity linked securities, including transactions where Fondul Proprietatea can gain indirect exposure to unlisted companies with high growth potential, and which will apply once necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective; (c) performance objectives consisting of a Discount Objective and NAV Objective, in line with the performance objectives which apply to the current AIFM, and as set out in the current Investment Policy Statement of Fondul Proprietatea, and which will apply until necessary shareholder and regulatory approvals are secured for a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective; and (d) a Return Objective, with the new AIFM having as objective to achieve an internal rate of return of 8% per annum, comprised of returns from share price appreciation, dividends and share buybacks, which will apply once necessary shareholder and regulatory approvals are secured for

a new investment policy statement, to be proposed by the new AIFM following its appointment becoming effective;

- iii. the main remuneration conditions proposed for the new AIFM are structured into two phases: (a) fees applicable for portfolio management under Fondul Proprietatea's existing investment strategy, which shall consist of a base fee of 1.20% per annum, applicable to Fondul Proprietatea's market capitalization, subject to a minimum fee of EUR 1.8 million per annum which shall apply in case Fondul Proprietatea's market capitalization falls below a threshold of EUR 150 million and a distribution fee of 1.75% applied to distributions (share buybacks and dividends); and (b) fees applicable for portfolio management under the investment strategy to be proposed by the new AIFM following its appointment becoming effective and subject to necessary shareholder and regulatory approvals being secured, where the base fee will be the aggregate of 1.20% per annum applicable to the discounted NAV of the existing portfolio assets, 1.50% per annum applicable to the NAV of new direct investments, 0.5% per annum applicable to cash and cash equivalents, as well as a performance fee of 15% carried interest above an 8% annual performance hurdle based on total share price return (with the AIFM – directly or by directing the advisor to do so - being under the obligation to reinvest 50% of the performance fee in Fondul Proprietatea shares, subject to a maximum holding of 5% of Fondul Proprietatea's total issued share capital, applied as an aggregate to the AIFM's and advisor's holdings); and
- iv. the terms of, along with the execution of, the Management Agreement (substantially in the form set out in the supporting documentation) between Fondul Proprietatea and the Candidate, Mrs. Ilinca von Derenthall, the Chairperson of the Board of Nominees, being empowered (with authority to be substituted by another member of the Board of Nominees) to execute the mentioned Management Agreement and to perform/sign any related necessary, useful and/or opportune legal acts and deeds for and on behalf of Fondul Proprietatea.

(secret vote)

(Item added on the agenda at the request of the Board of Nominees, on the basis of the mandate granted following resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023 for the selection of an AIFM and sole director of FP and representing the result of the aforementioned selection process, hereby finalized)

6. The approval of the appointment of a new sole director of Fondul Proprietatea that will act as alternative investment fund manager for a mandate of four (4) years starting with 1 April 2026 (provided that all the legal requirements related to the appointment of the new sole director of Fondul Proprietatea that will act as alternative investment fund manager are finalized by 31 March 2026, inclusive) and until 31 March 2030, inclusive, according to legal provisions in force.

The approval of this item on the OGM agenda leads to the cancellation of the current alternative investment fund manager and sole director selection process, launched following the resolution no. 9 of the ordinary general meeting of shareholders of FP dated 25 September 2023. The Board of Nominees is hereby empowered (i) to negotiate the draft of the management agreement which shall be subject to the approval by the ordinary general meeting of shareholders; and (ii) to implement all relevant formalities for authorizing and finalizing the appointment as per this item.

Voting on this item on the agenda is subject to receipt of qualifying candidate proposals from any shareholder of Fondul Proprietatea. The proposals can be made until 3 September 2025, 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 professional qualification and the evidence related to the 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.

(secret vote)

7. The approval of the renewal 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 sole director of Fondul Proprietatea that acts also as the alternative investment fund manager of Fondul Proprietatea, starting with 1 April 2026 (the “**New Mandate**”), **subject to neither point 5, nor point 6 of the OGM agenda being approved by the OGM**. The renewal of the mandate of Franklin Templeton International Services S.à r.l. is conditional upon Franklin Templeton International Services S.à r.l. and Fondul Proprietatea executing a management agreement covering the New Mandate before 1 April 2026. The list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders’ information.

The Board of Nominees is authorized to negotiate the duration of the mandate, the commercial terms, and the draft of the management agreement prior to the convening of the general meeting of shareholders for the approval of the new management agreement.

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, which provides that the AIFM will ensure that the agenda of the ordinary general shareholders meeting will include points granting the options to (i) approve the renewal of the AIFM’s mandate, (ii) appoint a new AIFM in accordance with the legal provisions in force, with shareholders having the right to propose candidates for the respective position.

(*secret vote*)

8. The appointment for a period of three (3) years of one (1) member of the Board of Nominees of Fondul Proprietatea following the resignation of Mrs. Ileana-Lăcrămioara Isărescu from the position as member of the Board of Nominees, which became effective on 5 August 2025.

The mandate of the new member of the Board of Nominees shall start on the date the respective candidate appointed by the OGM accepts such an appointment.

(*secret vote*)

9. The appointment of Ernst & Young Assurance Services SRL, with its headquarters in Bucharest, 15 - 17 Ion Mihalache Blvd., Tower Center Building, 22nd Floor, 1st District, 011171, Romania, registered with the Trade Registry under no. J40/5964/1999, Sole Registration Number 11909783, as the financial auditor of Fondul Proprietatea, setting the duration of the financial audit agreement for the period starting with 1 September 2026 to 31 August 2029; and setting the scope of work of the financial audit agreement: audit of the financial statements of Fondul Proprietatea for the financial years ended 31 December 2026, 31 December 2027 and 31 December 2028 to be prepared in accordance with the International Financial Reporting Standards as adopted by the European Union, and setting the maximum level of its remuneration for the financial audit services described above at the level (without VAT) of EUR 130,295 per year plus the inflation adjustment. The inflation adjustment would be added to the services pricing based on the Harmonized Index of Consumer Prices (HICP), published on Eurostat website. The inflation adjustment mechanism will be detailed in the contractual agreement between Ernst & Young Assurance Services SRL and Fondul Proprietatea.

(*secret vote*)

10. The approval of:

(a) The date of **3 November 2025** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (l) of Regulation no. 5/2018;

The date of **4 November 2025** as the **Registration Date**, in accordance with Article 176 paragraph (1) of Regulation no. 5/2018, computed with the provisions of Article 87 paragraph (1) of Issuers' Law;

The date of **26 November 2025** as the **Payment Date**, in accordance with Article 178 paragraph (2) of Regulation no. 5/2018, computed 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.

GENERAL INFORMATION WITH RESPECT TO THE EGM & OGM

With respect to item 5 on the OGM agenda, please note that this item will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if items 1 and/or 2 of this OGM agenda is not approved by the OGM.

With respect to item 6 on the OGM agenda, any shareholder can propose qualifying candidates and related commercial terms until 3 September 2025, 5:00 PM (Romanian time), proposals that should be filed at the headquarters of the Company, in Bucharest, 76-80 Buzești 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 professional qualification and the evidence related to the 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.

With respect to item 5 and 6 on the OGM agenda, in case they are both (i) put to vote and (ii) candidates proposed under both item 5 and 6 on the OGM agenda are voted in favour, with the majority of votes held by the shareholders attending or being represented, the item to be deemed adopted, and, respectively, the candidate to be appointed will be the one which has obtained the highest number of votes "FOR".

With respect to item 7 on the OGM agenda, the list containing the data regarding Franklin Templeton International Services S.à r.l. (including the name, headquarters, license, the evidence of registration with Trade Registry, the proof of registration with the public register of FSA) is published on the webpage of the Company and is available at its headquarters for the shareholders' information.

With respect to item 7 on the OGM agenda, please note that this item will be put to vote during the OGM and the votes cast by correspondence or via eVote/eVotePRO platforms shall be validated only if neither item 5, nor item 6 of this OGM agenda is approved by the OGM.

With respect to item 8 on the OGM agenda, the proposals of the shareholders for the mandate may be submitted by **3 September 2025, 5:00 PM** (Romanian time), to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st district, postal code 011017 or by e-mail at agafp@fondulproprietatea.ro.

Each candidate for the Board of Nominees must submit the copy of the ID, the resume which details the professional activity, the fiscal record and the criminal record, or solemn statement, if the candidate is not a Romanian citizen, the questionnaire regarding the independence of the candidate, filled in and signed by the candidate, a letter of intent setting out the reasons supporting the candidacy and the consent form and information note for the collection and processing of personal data in the recruitment process, filled in and signed by the candidate, whose templates are available in the GSM informative materials on the Company's webpage.

The list including information with regard to the name, the locality of residence, the professional qualification, the capacity as shareholder, fiscal record and criminal record, the independence questionnaire, the CV and the letter of intent will be published on the webpage of the Company and shall be updated daily on the basis of the proposals received.

The right to include new items on the agenda. The right to present drafts of resolutions for the items included on the agenda or for the items proposed for inclusion on the agenda

In accordance with the provisions of Article 117¹, paragraph (1) of Companies' Law no. 31/1990, Article 105 paragraph (3) of Issuers' Law, Article 189 of Regulation no. 5/2018 and the provisions of Article 13, paragraph (5) of the Constitutive Act, one or several shareholders representing individually or jointly at least 5% of the Company's share capital may request the Sole Director the introduction of additional items on the agenda of the EGM/OGM and/or the presentation of draft resolutions for the items included or proposed to be included on the agenda of the EGM/OGM.

These requests must comply, cumulatively, with the following requirements:

- a) **in the case of natural person shareholders**, they must be accompanied by copies of the shareholders' identity documents (the identity documents presented by the shareholders must allow their identification in the Company's registry of shareholders kept by Depozitarul Central SA), and **in the case of legal entity shareholders**, they must be accompanied by:
 - the original or a true copy of the up-to-date findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as of the date of the EGM/OGM convening notice publication in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry kept by Depozitarul Central SA;
 - the documents attesting the legal representative capacity drafted in a foreign language other than English shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled.
- b) both in the case of **natural persons shareholders**, and in the case of **legal person shareholders**, the requests must be accompanied by the following documents issued by Depozitarul Central SA or by the participants defined in Article 2 para. (1) item (19) of Regulation (EU) no. 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) no. 236/2012, who provide custodian services:
 - the statement of account certifying the capacity of shareholder and the number of shares held;
 - documents attesting the registration of information regarding the legal representative with Depozitarul Central SA / the respective participants.
- c) they must be accompanied by a justification and/or a draft resolution proposed for passing, and

- d) they must be sent in original, signed, to and registered at the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st district, postal code 011017, Romania by any type of courier service with proof of delivery 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 ("Law no. 214/2024") by **3 September 2025, 5:00 PM** (Romanian time).

Information materials and questions related to the agenda

Each shareholder, irrespective of how many shares he/she/it owns in the Company's share capital, has the right to ask questions regarding the issues on the agenda of the general meeting. The questions shall be sent to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st District, postal code 011017 or to agafp@fondulproprietatea.ro, so that they are received by the Company by **25 September 2025, 11:00 AM** (Romanian time), for the purpose of good process and preparation of the general meetings. Shareholders who did not submit the questions by **25 September 2025, 11:00 AM** (Romanian time) can address the questions during the general meetings. The Company shall answer the questions asked by the shareholders during the meetings; the questions may be answered as well on the Q&A section of the website of the Company: www.fondulproprietatea.ro.

The identification requirements mentioned above in the section on supplementing the agenda are also applicable to a natural person and legal entity shareholder and/or the legal representative of a legal entity addressing questions regarding the items on the agenda of the EGM/OGM.

Commencing with the date of publication of this convening notice in the Official Gazette of Romania, the general procedure for organizing general shareholders meetings (including the procedure for voting through a representative with a special/general power of attorney, the procedure which allows voting by correspondence or electronic voting via the eVote platform/eVotePRO platform, the procedure regarding secret vote, if applicable), the templates of special and general power of attorneys to be used for voting by representative by special/general power of attorney, and the templates to be used for voting by correspondence shall be available on working days at the Company's headquarters in Bucharest, 76-80 Buzești St., 7th floor, 1st District, postal code 011017, Romania, from 9:00 AM to 5:00 PM (Romanian time), as well as on the official website of the Company: www.fondulproprietatea.ro.

Commencing with one (1) month before the day of the meetings, all other information materials regarding the items included on the agenda of the EGM/OGM, including the draft resolutions proposed to be passed within the meeting, shall be available at the same coordinates above-mentioned.

The shareholders of the Company may receive, upon request, copies of the documents related to the issues on the agenda of the EGM/OGM.

The attendance and voting to the General Meetings

The shareholders registered in the shareholders registry on the Reference Date may attend the EGM/OGM and vote as follows.

- a) within the EGM/OGM – direct vote;
- b) by correspondence; or
- c) by electronic voting, via the eVote platform/eVotePRO platform.

Voting within the EGM/OGM

Direct vote

Shareholders may exercise the direct (personal) vote after proving their identity:

- a) in the case of **natural persons who are sole shareholders** - by presenting the identity card; identity cards submitted by shareholders must allow for their identification on the Company's shareholders registry as at the Reference Date issued by Depozitarul Central SA;
- b) in the case of **natural persons who are collective shareholders** – by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- c) in the case of **legal entity shareholders**, by presenting:
- an original or a true copy of the up-to-date findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by the competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania;
 - the identity card or passport of the legal representative (identity document or identity card for Romanian citizens or passport for foreign citizens).

For all above-mentioned cases, documents presented in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for documents attesting the legal representative's capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be notarised or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

The Fund Manager kindly asks shareholders to follow the Company's website and the Bucharest Stock Exchange website as it will announce any updates on this matter by means of current reports.

Power of attorney

Shareholders may delegate other persons, except for the Fund Manager or its employees, Board of Nominees members, to represent them and vote in EGM/OGM based on a special or a general power of attorney described below as follows. For more details, please refer to the *Procedure regarding the organization and holding of General Meetings of Shareholders* available on the Company's website.

In case a shareholder is represented by a credit institution rendering custodian services, the latter may vote in the general shareholders' meeting based on and within the limits of the voting instructions received by electronic means, without being necessary that a special or general power of attorney to be drafted, provided that the said custodian credit institution submits to the Company a self-liability statement, signed by the bank's legal representative(s), stating (i) the name of the shareholder, written clearly, for which the credit institution votes in the EGM/OGM, and (ii) the fact that the credit institution renders custodian services for that respective shareholder. The said statement will have to be submitted in original with the Company, signed, and, if the case, stamped, or by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro until **25 September 2025, 11:00 AM** (Romanian time) for documents regarding the EGM and **25 September 2025, 12:00 PM** (Romanian time) for documents regarding the OGM.

Vote by representative holding a special power of attorney

A special power of attorney may be given for a single shareholders' meeting, as this EGM/OGM, and shall contain specific voting instructions for this particular meeting with a clear indication of the voting option for each item on the agenda of the general meeting. The representation of shareholders in the EGM/OGM may be conducted by representatives by duly filling in and signing the template for the special power of attorney. The representation may be conducted both by other shareholders and by third parties. Shareholders lacking exercise capacity or with limited exercise capacity may provide other persons with a special power of attorney.

The special power of attorney shall be sent either (i) in original, to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st District, postal code 011017, Romania, or (ii) by e-mail with qualified electronic signature as per Law no. 214/2024, at: agafp@fondulproprietatea.ro, so that it is received by the Company by **25 September 2025, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **25 September 2025, 12:00 PM** (Romanian time) **for documents regarding the OGM**.

Documents accompanying the special power of attorney:

- a) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA and a copy of the identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);
- b) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- c) for **legal entity shareholders**:
 - original or true copy of the up-to-date findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry on the Reference Date issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders' registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
 - copy of the identity card of the representative (the person especially delegated) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. The Company shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

A special power of attorney template:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials;
- b) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company's website in its updated form;

- c) shall be filled in by the shareholder in three counterparts: one for the shareholder, one for the representative, and one for the Company.

If during the general meeting of shareholders certain items which were not included on the published convening notice are being discussed, in accordance with the legal provisions, the representative may vote on these items according to the interest of the represented shareholder.

Generally, a shareholder may mandate only one proxy to represent him/her/it at the EGM/OGM. However, the special power of attorney may nominate other person(s) as substitutes empowered to represent the shareholder at the EGM/OGM in case the said main proxy would be in impossibility to exercise his/her mandate. The special power of attorney must provide the order under which the said substitutes vote in case the proxy does not attend the EGM/OGM.

Vote by representative holding a general power of attorney

In opposition with the special one, the general power of attorney allows the proxy to vote on behalf of the shareholder in any aspect on the agenda of one or more companies identified in the power of attorney, individually or by general reference to a certain category of issuers, including disposal acts. The shareholder may grant a valid proxy for a period which shall not exceed three (3) years, unless the parties have expressly provided for a longer period.

For the mandate's validity, the proxy must be either an intermediary (in accordance with Article 2 para. (1) item (19) of Issuer's Law) or an attorney at law for whom the shareholder is a client.

Also, the proxy should not be in a conflict of interest situation, such as:

- a) It is a majority shareholder of FP, or of another entity, controlled by that respective shareholder;
- b) It is a member of an administration, management or supervisory body of FP, of a majority shareholder or of another entity, controlled by that respective shareholder;
- c) Is an employee or auditor of FP or of a majority shareholder or of another entity, controlled by that respective shareholder;
- d) Is a spouse or relative (up to, and including, fourth degree filiation) of one of the individuals mentioned above.

The proxy cannot be replaced by another person unless this right was expressly conferred to him/her by the shareholder in a power of attorney. If the proxy is a legal entity, then the latter may carry out the general mandate through any of member of its administration/management body or of one of its employees. These provisions do not affect the right of the shareholder to designate by a power of attorney one or more alternate proxies, according to the regulations described above regarding special proxies.

In view of the EGM/OGM, and before their first use, the general power of attorneys are to be sent to the Company's headquarters in Bucharest, 76-80 Buzești Street, 7th floor, 1st District, postal code 011017 so that it is received by the Company by **25 September 2025, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **25 September 2025, 12:00 PM** (Romanian time) **for documents regarding the OGM**, in copy, certified as being the same with the original by the proxy or by e-mail with qualified electronic signature as per Law no. 214/2024, to agafp@fondulproprietatea.ro. The said copies are retained by FP, and a mention of this is inserted in the minutes of the general shareholders' meeting.

Documents accompanying the general power of attorney:

- a) proof that the proxy is an intermediary in accordance with Article 2 para. (1) item (19) of Issuer's Law or an attorney at law, and that the shareholder is the proxy's client;
- b) for **natural person shareholders** – copy of the shareholder's identity card, allowing for identification thereof on the Company's shareholders registry issued by Depozitarul Central SA and a copy of the

identity card of the representative (identity document or identity card for Romanian citizens or passport for foreign citizens);

- c) in case of **collective natural person shareholders**, by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company's website;
- d) for **legal entity shareholders**:
- original or true copy of the up-to-date findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the general meeting convening notice was published in the Official Gazette of Romania and allowing identification thereof on the Company's shareholders registry issued by Depozitarul Central SA;
 - the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA; however, if the shareholder did not inform timely Depozitarul Central SA of its legal representative (so that the shareholders' registry at the reference date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania; and
 - copy of the identity card of the representative (the proxy) (identity document or identity card for Romanian citizens or passport for foreign citizens).

Documents drafted in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative capacity drafted in a foreign language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder's legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

The Company accepts a general a general power of attorney given by a shareholder, as a client, to an intermediary or to a lawyer, without requiring additional documents relating to that shareholder, if the general power of attorney is signed by that shareholder and is accompanied by an own responsibility statement given by the legal representative of the intermediary or by the lawyer who has received the general power of attorney, indicating that:

- a) the shareholder is a client of the proxy;
- b) the general power of attorney is signed by that respective shareholder (ink signed or through an extended electronic signature, as the case may be).

The said statement must be submitted in original at FP's headquarters or by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro (in the same time with the general power of attorney and at the same coordinates as indicated in this convening notice) signed by the intermediary/attorney at law (without other criteria being necessary as pertaining with its form).

A template of the general power of attorney for EGM/OGM shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials. The Company does not impose the use of the said forms.

Vote by correspondence

The vote of the shareholders at the EGM/OGM can also be expressed by correspondence, by duly filling in and signing the forms for the vote by correspondence.

The ballots by correspondence will be sent either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to the Company's headquarters in Bucharest, 76-80 Buzzești St., 7th

floor, 1st District, postal code 011017, Romania or (ii) by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro, so that they are received by the Company by **25 September 2025, 11:00 AM** (Romanian time) **for documents regarding the EGM** and **25 September 2025, 12:00 PM** (Romanian time) **for documents regarding the OGM**.

Documents accompanying ballot papers:

- a) for **natural person shareholders** – copy of identity card, allowing for identification thereof in the Company’s shareholders registry on the Reference Date issued by Depozitarul Central SA and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for Romanian citizens or passport for foreign citizens) along with the proof of legal representative capacity;
- b) in case of **collective natural person shareholders** by observing the provisions described by the *Procedure regarding the organization and holding of General Meetings of Shareholders (Special conditions regarding collective natural person shareholders)* available on the Company’s website;
- c) for **legal entity shareholders**:
 - original or true copy of the up-to-date findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as from the date of the general meeting convening notice was published in the Official Gazette of Romania, allowing for the identification thereof in the Company’s shareholders registry on the Reference Date issued by Depozitarul Central SA;
 - the capacity of shareholder’s legal representative shall be taken from the Shareholders’ Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder did not inform in a timely manner Depozitarul Central SA of its legal representative (so that the shareholders’ registry at the Reference Date reflect that), then the findings certificate/similar documents mentioned above must comprise the capacity of legal representative;
 - for the shareholder Ministry of Finance, the capacity of legal representative shall be proven by the appointment decree issued by the President of Romania.

Documents in a foreign language (except for identity cards valid on the territory of Romania, in Latin characters) will be accompanied by their translation into Romanian or English, save for the documents attesting the legal representative drafted in a language other than English which shall be accompanied by their translation into Romanian or English performed by a certified translator. FP shall not request that the documents attesting the shareholder’s legal representative capacity be legalized or apostilled. The above-mentioned documents may be sent by e-mail with qualified electronic signature as per Law no. 214/2024, at agafp@fondulproprietatea.ro.

A ballot template for voting by correspondence:

- a) shall be made available to the shareholders by the Company at the same coordinates and under the same conditions as the information materials and the forms for the special powers of attorney;
- b) shall be updated by the Company if new items are added to the EGM/OGM agenda and shall be published on the Company’s website in its updated form.

If a shareholder voted by sending a ballot paper by correspondence, but then attends the EGM/OGM either personally or through a proxy (provided a special/general power of attorney has been submitted under the conditions above-mentioned), the correspondence vote shall be annulled and only the direct or the vote expressed through the proxy shall be taken into consideration.

If the person representing the shareholder at the general shareholders’ meeting is other than the person who expressed the correspondence vote, then for its validity, the proxy must present at the general meeting a written revocation of the correspondence vote, signed by the shareholder or by the representative who

expressed the correspondence vote. This will not be applicable if the shareholder or its legal representative is present at the general meeting.

Voting by correspondence may be expressed by a representative only if he/she:

- a) has received from the shareholder that he/she represents a special/general power of attorney; or
- b) the representative is a credit institution providing custody services.

The general procedure for the organisation of general meetings (which shall be available at the same coordinates and in the same conditions as the information materials) details the procedure allowing both the vote by representative with special/general power of attorney, vote through a custodian bank and the vote by correspondence, and the shareholders must comply with the said procedure. Special/General powers of attorney and ballots for voting by correspondence must be signed by all the natural person collective shareholders or their legal representatives (in the case of natural persons lacking exercise capacity or with limited exercise capacity), who shall assume both their capacity (proven by means of evidentiary documents attached to the special/general power of attorney/ballot) and the signature authenticity.

The checking and validation of the special/general powers of attorney submitted, as well as the centralization, checking, validation, and records of the votes by correspondence shall be performed by a commission established within the Company, whose members shall safely keep these documents, as well as the confidentiality of the votes thus expressed. Powers of attorney and voting ballots shall also be checked by the EGM/OGM secretary. In the event that the agenda is supplemented, and the shareholders fail to send the updated special powers of attorney and/or ballots for voting by correspondence, the special powers of attorney and ballots sent prior to the supplementation of the agenda shall be considered only with reference to the items therein which are also found on the supplemented agenda. All discussions held during the EGM/OGM are audio recorded. If participants want to obtain a copy of the recordings, these will be available at the FP registered office, in exchange for a fee (the cost will not exceed the value of expenses incurred by FP in relation to transferring the audio recording to material support), within thirty (30) days after the EGM/OGM date. Additional information may be obtained from the Department for Shareholders' Relations at the telephone number + 40 21 200 96 28 (or through reception at + 40 21 200 96 00; fax: +40 316 300 048; e-mail: agafp@fondulproprietatea.ro) and on the Company's website: www.fondulproprietatea.ro.

After the EGM/OGM, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation of recording and counting of votes by the Company. The request of such confirmation may be asked for within one (1) month as of the voting date. In this case, the Company will send the shareholder an electronic confirmation of recording and counting of votes, according to the provisions of article 97 para. (3) of Issuers' Law and of article 7 para. (2) of CE Regulation 1212/2018, in the format set out in Table 7 of Annex to the CE Regulation 1212/2018.

Electronic voting via the eVote platform/eVotePRO platform

The shareholders registered at the Reference Date on the list of the Company's shareholders issued by Depozitarul Central SA may vote by electronic means via the eVote platform/eVotePRO platform for professional investors as defined by Law no. 126/2018 regarding financial instruments markets, in accordance with the provisions of Art. 197 of Regulation no. 5/2018.

Electronic voting may be used **exclusively before the EGM/OGM, at least 24 hours before the EGM/OGM**, namely until **28 September 2025, 11:00 AM** (Romanian time) **for EGM** and **28 September 2025, 12:00 PM** (Romanian time) **for OGM**, by accessing fp.evotero.ro, using any available devices (e.g. computer, laptop, smartphone, tablet, etc.) connected to internet. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is conducted by accessing the dedicated domain assigned to each professional shareholder, in compliance with the legal identification requirements specified under section B below.

In order to comply with the above-mentioned deadline, shareholders should consider that before exercising their voting rights via the eVote platform/eVotePRO platform, they have to complete the enrolment process described below and their voting account has to be validated by the Company. Shareholders who are natural persons have to complete the enrolment process only once and update their information whenever necessary. Shareholders that are legal persons / entities without legal personality have to complete it with respect to each GSM, except for professional shareholders voting via the eVotePRO platform, whose identification documents have been previously validated, remain valid (within 12 months from the issuance date) and have not undergone any amendments and/or replaced by new documents. In case the voting account is not validated as to enable a shareholder to exercise its voting right at least 24 hours before the EGM/OGM, shareholders may vote using one of the voting methods provided by Art. 105 para (19) of Issuers' Law (*i.e.*, within the EGM/OGM, directly or by representative, or by correspondence).

The enrolment can be done using the following methods:

- directly via the eVote platform and/or eVotePRO platform for professional shareholders; or
- via the Investors Enrolment online platform of Depozitarul Central SA (available only for shareholders that are natural persons, Romanian residents).

For identification and access on the platform for electronic voting before the EGM/OGM, shareholders will provide the following information:

A. For shareholders who are natural persons:

- i. name and surname;
- ii. personal identification number;
- iii. e-mail address;
- iv. copy of the identity document (*e.g.* identity card, passport or residence permit); the electronic copy of the relevant identity document will be uploaded in the dedicated online field, in one of the following extensions: .jpg, .pdf, .png;
- v. phone number (optional); or
- vi. they can connect directly using the access credentials generated following identification through the Investor Enrolment platform developed by Depozitarul Central SA: <https://www.roclear.ro/Inrolare-Investitori>, available only for Romanian residents.

B. For shareholders that are legal persons, including professional shareholders / entities without legal personality:

- i. the name of the legal person;
- ii. unique registration code (CUI) / legal entity identifier (LEI);
- iii. the name and surname of the legal representative;
- iv. the personal identification number of the legal representative;
- v. e-mail address;
- vi. copy of the identity document of the legal representative (*e.g.*, identity card, passport or residence permit); the electronic copy of the relevant identity document will be uploaded in the dedicated online field, in one of the following extensions: .jpg, .pdf, .png;
- vii. the up-to-date findings certificate issued by the Trade Registry (in Romanian "certificat constatator") or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, all being no older than twelve (12) months as of the date of the EGM/OGM convening notice publication in the Official Gazette of Romania, allowing for the identification thereof in the Company's shareholders registry kept by Depozitarul Central SA;
- viii. the capacity of shareholder's legal representative shall be taken from the Shareholders' Registry issued by Depozitarul Central SA at the Reference Date; however, if the shareholder has not informed on time Depozitarul Central SA about its legal representative or this information is not updated in the shareholders' register of FP, then the capacity of legal representative shall be attested based on an up to date excerpt issued by the Trade Registry or based on any other document issued by a competent authority from the country where the shareholder is registered, in original or certified copy, no older than twelve (12) months as from the date when the general meeting convening notice was published in

