

To: Bucharest Stock Exchange

## INFORMATION

### Convening of the Extraordinary General Shareholders Meeting of the National Company "Administrația Porturilor Maritime" S.A. Constanța including the proposal to increase the share capital

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA (the "Fund"), would like to inform investors that, on **26 February 2026**, the National Company "Administrația Porturilor Maritime" S.A. ("**CNAPM**") communicated to the Fund the convening notice for the Extraordinary General Meeting of Shareholders of CNAPM, scheduled for 30/31 March 2026 at 11:00 a.m., which we hereby attach in full, having on the agenda, among other items:

#### ***"Approval of the share capital increase***

***Approval of the increase of the Company's share capital by a maximum amount of RON 281,625,500, through a cash contribution, at the nominal value of RON 10 per share, by issuing a maximum number of 28,162,550 new registered, dematerialised shares, without share premium."***

In accordance with the provisions of the convening notice for the Extraordinary General Meeting of Shareholders of CNAPM scheduled for 30/31 March 2026, the share capital increase will be carried out with the observance of the pre-emptive rights of the existing shareholders.

Fondul Proprietatea holds a 20% stake in CNAPM.

**The Fund Manager will review this proposal and will take the necessary measures to protect Fondul Proprietatea's interests.**

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

Daniel NAFTALI  
Permanent Representative

**Report date:**  
26 February 2026

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

**Registered office:**  
76-80 Buzesti Street  
7<sup>th</sup> floor, district 1,  
Bucharest, 011017

**Phone/fax number:**  
Tel.: + 40 21 200 96 00  
Fax: +40 31 630 00 48

**Email:**  
[office@fondulproprietatea.ro](mailto:office@fondulproprietatea.ro)

**Internet:**  
[www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)

**Sole Registration Code with the Trade Register Office:**  
18253260

**Order number in the Trade Register:**  
J2005021901408

**Subscribed and paid-up share capital:**  
RON 1,664,407,948.32

**Number of shares in issue and paid-up:**  
3,200,784,516

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

**CONVENING  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
National Company "Maritime Ports Administration" - S.A. Constanța**

**Registered office:** Constanța Municipality, Port Area, Maritime Station, postal code 900900

**Registered with the Trade Registry Office:** no. J1998002308138

**CUI:** RO11062831

**Subscribed and paid share capital:** 323,311,340 lei, divided into 32,331,134 nominative, dematerialized shares, with a nominal value of 10 lei/share, in accordance with art. 8 of the Articles of Incorporation

*Considering that, according to the Articles of Incorporation and the current structure of the share capital, the National Company "Maritime Ports Administration" - S.A. Constanța has a fully subscribed and paid share capital of 323,311,340 lei, divided into 32,331,134 nominative, dematerialized shares, with a nominal value of 10 lei/share, held 80% by the Ministry of Transport and Infrastructure and 20% by the Property Fund;*

*taking into account that the proposed share capital increase will be carried out by issuing new shares offered exclusively to existing shareholders, fully respecting the pre-emption right established by art. 216 of Law no. 31/1990, without restricting or limiting it, the mechanism being configured as an instrument for asset consolidation and strengthening of own capital, as an alternative to using financing sources that would generate additional indebtedness;*

*considering the need to strengthen the Company's capital structure in the context of implementing strategic investments approved at the level of the General Shareholders Meeting, investments involving significant allocations of financial resources and requiring the maintenance of an adequate balance between own capital and attracted sources;*

*taking into account the obligation of administrators to act prudently and diligently, in the interest of the Company and all its shareholders, to maintain an appropriate level of capitalization, liquidity, and financial sustainability indicators, in accordance with the principles of corporate governance regulated by Government Emergency Ordinance no. 109/2011;*

*as well as the necessity of ensuring the financial resources needed to implement ongoing investment programs without increasing the Company's indebtedness and without affecting its ability to support co-financing of infrastructure projects in execution or advanced preparation;*

*in this context, the share capital increase aims to strengthen the Company's asset base and provide the financial resources needed to implement the investment objectives approved at the corporate level, ensuring a balanced financial profile and protecting capitalization, liquidity, and sustainability indicators in the medium and long term. The operation is structured as a mechanism to strengthen own capital, intended to support the Company's capacity to implement committed investments without resorting to solutions that could deteriorate the financial structure;*

*The detailed economic justification of the operation, including the financial assumptions considered and the estimated impact on relevant indicators, is made available to shareholders under the law and the Articles of Incorporation, respecting confidentiality obligations applicable to sensitive information from a commercial or contractual perspective,*

Pursuant to art. 113 letter Q, art. 117 and art. 210-216 of Law no. 31/1990 regarding companies, republished, with subsequent amendments and completions, correlated with the provisions of art. 9, art. 14 and art. 15 of the Company's Articles of Incorporation, as well as the provisions of Government Emergency Ordinance no. 109/2011 regarding corporate governance of public enterprises,

The Board of Directors of the National Company "Maritime Ports Administration" - S.A. Constanța, legally convened and deliberating within the limits of the powers granted by law and the articles of incorporation,

## CONVENES

The Extraordinary General Meeting of Shareholders of the National Company "Maritime Ports Administration" - S.A. Constanța ("EGMS"),

for March 30, 2026, at 11:00 AM, at the headquarters of the Ministry of Transport and Infrastructure in Bucharest, 38 Dinicu Golescu Blvd.

If the quorum conditions required by law and the Articles of Incorporation are not met at the first convocation, the Extraordinary General Meeting of Shareholders will meet on March 31, 2026, at the same hour and in the same place, with the agenda unchanged.

### THE EXTRAORDINARY MEETING AGENDA IS AS FOLLOWS:

#### 1. Approval of the share capital increase

Approval of the Company's share capital increase by a maximum amount of 281,625,500 lei, by cash contribution, at the nominal value of 10 lei/share, by issuing a maximum number of 28,162,550 new nominative, dematerialized shares, without issue premium, under the following conditions:

##### 1.1. Operation characteristics

The share capital increase will be made exclusively by cash contribution, in accordance with the law and the Articles of Incorporation, without using other forms of contribution or conversion mechanisms.

The nominal value of the Company's shares remains unchanged, namely 10 lei/share,

The newly issued shares will be nominative, dematerialized, issued at the nominal value of 10 lei/share, without an issue premium, and will confer to their holders equal rights to those attached to the existing shares at the time of issue, including regarding the patrimonial and non-patrimonial rights provided by law and the Articles of Incorporation. The share capital increase does not affect the structure of the rights conferred by the existing shares, which retain all prerogatives provided by law and the Articles of Incorporation.

The share capital increase will be made within the limits of actual subscriptions and amounts fully paid within the deadlines set, with the final value of the increased share capital to be determined based on the subscription result.

##### 1.2. Exercise of pre-emption right

The share capital increase is made in full compliance with the pre-emption right of existing shareholders, in accordance with art. 216 of Law no. 31/1990 and art. 9 para. (5) of the Articles of Incorporation under the following conditions:

##### 1.2.1. Stage 1 - Pre-emption right

- a) the newly issued shares are offered for subscription to shareholders registered as of the reference date;
- b) subscription is made proportionally to the shareholding held;
- c) the period for exercising the pre-emption right is at least 30 days from the date of publication of the EGMS decision in the Official Gazette of Romania, Part IV;
- d) the pre-emption right is not restricted and not waived.

##### 1.2.2. Stage II - Subscription of remaining shares

- a) the unsubscribed shares in Stage I ("Remaining Shares") may be subscribed by shareholders who participated in Stage I;
- b) if one shareholder does not subscribe or subscribes partially, the other shareholder may subscribe the difference, up to the approved maximum;
- c) if both shareholders submit additional requests exceeding the Remaining Shares, allocation will be made pro-rata;
- d) the duration of Stage II will be established by the mandate given to the General Director.

##### 1.2.3. Completion of the increase

Approval of the acknowledgment of the share capital increase at the level of the value actually subscribed and paid at the close of Stage I and, as the case may be, Stage II.

Shares that are not fully subscribed and paid are not issued.

## 2. Amendment of the Articles of Incorporation

Approval of the amendment of art. 8 para. (1) of the Articles of Incorporation, regarding updating the share capital and the total number of shares to the level resulting from subscriptions.

The updated form of the Articles of Incorporation will be certified by the Board of Directors and submitted to the Trade Registry Office.

## 3. Mandate of the General Director

Approval of the mandate of the Company's General Director for:

- a) setting the operational calendar of the stages and communication to shareholders;
- b) acknowledging the result of subscriptions;
- c) determining the final share capital;
- d) signing the updated Articles of Incorporation;
- e) fulfilling the formalities at the Trade Registry Office and Official Gazette; delegating duties to authorized persons, if necessary.

## REFERENCE DATE

Shareholders registered in the shareholders' register as of the reference date 03/23/2026 may participate in the EGMS and vote in person, by representative, or by correspondence.

## QUORUM AND MAJORITY

According to art. 14 of the Articles of Incorporation:

- a) at the first convocation: presence of shareholders representing at least 51% of the voting rights;
- b) the resolution regarding the share capital increase is adopted by the vote of at least two-thirds of the voting rights of shareholders present or represented.

## INFORMATION REGARDING PARTICIPATION

Any request to add new items to the agenda will be made in accordance with the provisions of art. 1171 para. 1-3 of Law 31/1990, with subsequent amendments and completions.

According to Art. 45 (1) of GEO no. 109/2011, by derogation from the provisions of art. 125 para. (3) of Law no. 31/1990, republished, with subsequent amendments and completions, it is not necessary to submit the proxy before the date of the shareholders' general meeting.

Proxies may also be communicated electronically, having an incorporated, attached, or logically associated electronic signature, until the closing of the meeting.

Shareholders may designate representatives by electronic means as well. In this case, the proxy and notification have an incorporated, attached, or logically associated electronic signature.

Subject to the fulfillment of the requirements **of art. 125 para. (2) and (5) of Law no. 31/1990**, republished, with subsequent amendments and completions, eligibility of persons designated as representatives cannot be limited. The voting right can be exercised directly, by representative, by correspondence, or by electronic means, according to the company statute.

Starting from **25.02.2026**, all informing materials related to the issues included on the agenda, as well as the rules regarding the organization and conduct of the general meeting (which include the procedure for voting by representative and the procedure allowing voting by correspondence) will be available at the company's headquarters in Port Constanța, Maritime Station, and on the company's website. Shareholders may obtain, upon request, copies of documents relating to issues included on the agenda.

Company shareholders, regardless of their participation in the share capital, may ask written questions regarding agenda items. Shareholders may send such questions via email with an incorporated, attached, or logically associated electronic signature.

Shareholders registered in the shareholders' register as of the reference date **23.03.2026** may participate in the EGMS and vote in person, by representative, or by correspondence.

Shareholders may exercise their option by sending the vote by correspondence at least 48 hours before the general meeting, votes by correspondence being sent to the headquarters of CN APM.

If the quorum required for the first convocation of the GSM is not met, the meeting is rescheduled for **31.03.2026 at 11:00 AM**, at the headquarters of the **Ministry of Transport and Infrastructure, 38 Cinicu Golescu Blvd., Bucharest.**

For further information please call 0241/601123.

**Chairman of the Board of Directors  
Lungoci Dumitru-Lucian**

*Unintelligible signature*

**Technical Secretary**

**Mădălina Crețu**  
*Unintelligible signature*

**Adina Albu**  
*Unintelligible signature*