

Memo regarding the appointment of one member in the Board of Nominees

In accordance with the provisions of Fondul Proprietatea's Constitutive Act ("**the Constitutive Act**"), the Board of Nominees is composed of five members.

Due to the fact that:

- (a) the mandate of Mr. Nicholas Paris expired on 6 April 2024 and it was automatically extended, in accordance with the provisions of the Fund's Constitutive Act, until the first Ordinary General Shareholders Meeting having on the agenda the appointment of a new member of the Board of Nominees;
- (b) according to the resolutions of the Fund's Ordinary General Meeting of Shareholders held on 27 September 2024, the candidates for this position did not obtain the statutory majority provided by the Fund's Constitutive Act for being elected as member of the Board of Nominees and the seat remained vacant;
- (c) following the Resolutions of the Fund's Ordinary General Meeting of Shareholders held on 27 September 2024, starting with the same date, Mr. Nicholas Paris was appointed as interim member of the Board of Nominees until the next Ordinary General Shareholders Meeting to be summoned by the Fund Manager, having on its agenda the appointment of a new Board member,

we propose that the agenda of the Ordinary Shareholders' Meeting of 2 December 2024 to include the appointment of one member, as per Articles 12 (2) letter c), 15 (2) and 16 (5) of the Constitutive Act.

Please find below the procedure to be observed for the election of the member of the Board of Nominees.

The conditions that must be met simultaneously by the candidates for the position of member of the Board of Nominees are:

- 1. May be Fondul Proprietatea's shareholders, or
- 2. Other persons appointed by the shareholders, and
- 3. Must have the adequate expertise and knowledge to receive the Fund Manager's and the advisers' reports and to make judgments based on the information received regarding

Fondul Proprietatea's management, within the objectives and principles set out in the investment policy and also by the applicable laws and regulations, and

4. Must have the suitable qualification to decide (if necessary, with the help of an independent consultant) whether the transactions proposed by the Fund Manager, which require the approval of the Board of Nominees, are made for the benefit of the shareholders.

For submitting a candidate proposal for the position of member of the Board of Nominees:

1. The template of candidate proposal, available in the informative materials published on Fondul Proprietatea's website, together with all documents listed therein must be submitted to Fondul Proprietatea;
2. The candidate must personally fill in and sign the questionnaire regarding his/her independence, whose template is also available in the informative materials published on Fondul Proprietatea's website;
3. The candidate must submit a letter of intent setting out the reasons supporting the candidacy (i.e. a statement from the candidate setting out the reasons why shareholders should support his/her election to the Board of Nominees);
4. The candidate must personally agree that his/her personal data be available on Fondul Proprietatea's website at least until the date of the Shareholders' Meeting, by filing in and signing the consent form and information note for the collection and processing of personal data in the recruitment process, whose template is also available in the informative materials published on Fondul Proprietatea's website;
5. The candidate proposals must be submitted to the Fondul Proprietatea's headquarters in Bucharest, 76-80 Buzesti Street, 7th floor, 1st District, postal code 011017 or by e-mail at agafp@fondulproprietatea.ro by **11 November 2024, 5:00 PM** (Romanian time).

The Nomination and Remuneration Committee will analyse the list of candidates and recommend the candidate(s) to the Board of Nominees, who will further issue a voting recommendation after the list will be final, the final decision belonging to the General Shareholders' Meeting.

The list of candidates will be published and updated on the Fund's official webpage on daily basis, mentioning also if they meet the independence criteria or not.

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

Johan Meyer

Permanent representative