**Special power of attorney**

**for legal person shareholders**

for the Ordinary General Meeting of Shareholders of Fondul Proprietatea SA

of 20/21 November 2025

valid for the first and second convening

(„**OGMS**”)

*- indicative form* **-**

The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

(**ATTENTION**! to be filled in with the legal name of the legal person shareholder)

headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], LEI code (if the case) [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

holding a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares representing [\_\_\_\_] % from a total of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares issued by FONDUL PROPRIETATEA S.A., registered with the Bucharest Trade Registry under no. J40/21901/28.12.2005, having sole registration code 18253260, headquartered in Buzeşti Street 76-80, 7th floor, 1st District, Bucharest 011017, Romania (the **Company**),

which entitles us to a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] voting rights, representing [\_\_\_\_] % of the paid-up share capital and [\_\_\_\_]% of the total voting rights in OGMS,

hereby empower:

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the first name and last name of the empowered individual being granted this power of attorney)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the legal name of the empowered legal person being granted this power of attorney)

headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! to be filled in with the first name and last name of the legal representative)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_\_\_\_\_\_\_], issued by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], on [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

as our representative in the Company’s OGMS which will take place on **20 November 2025 (first convening), 12:00 PM** (Romanian time), at **“INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST” Hotel**, Le Diplomate Salon, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, respectively on **21 November 2025** (**second convening**), **12:00 PM** (Romanian time) at **“INTERCONTINENTAL ATHÉNÉE PALACE BUCHAREST” Hotel**, Vivaldi Conference Room, 1-3 Episcopiei Street, 1st District, Bucharest, 010292, Romania, in case the OGMS cannot be validly held at the first convening, to exercise the voting rights pertaining to our holdings registered in the shareholders’ registry as at the OGMS reference date, as follows:

1. **For item 1 on the agenda, respectively:**

*“The appointment, for a period of 3 (three) years, of 1 (one) member of the Board of Nominees (who will also be a member of the Audit and Valuation Committee) of Fondul Proprietatea, who meets the requirements set out in Law no. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending certain legislative acts, as subsequently amended and supplemented (“****Law no. 162/2017****”), in accordance with the informative materials. For further details, please refer also to the section GENERAL INFORMATION WITH RESPECT TO THE EGM & OGM of this Convening Notice.*

*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)”*

|  |  |  |  |
| --- | --- | --- | --- |
| **CANDIDATES** | **FOR** | **AGAINST** | **ABSTENTION** |
| 1. […] |  |  |  |
| 2. […] |  |  |  |
| 3. […] |  |  |  |

*Note: Please vote „FOR” for one (1) candidate only. Voting „FOR” for more than one (1) candidate will lead to the annulment of the ballot paper. Express your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will not be taken into consideration*.

**Note: The Sole Director will not submit to vote any candidacy that does meet the conditions under Law no. 162/2017.**

**Note: The candidates for the vacant position in the Board of Nominees corresponding to item 1 on the agenda of the OGM, following the verification and validation of the supporting documentation by the Sole Director, shall be submitted to vote on the same list, and the candidate who obtains 50% + 1 of the votes cast by all shareholders present or represented at this OGM (the legal majority required for the adoption of a decision) shall be elected as member of the Board of Nominees and shall also become a member of the Audit and Valuation Committee.**

**Note: Considering the availability of vacant positions with different requirements for membership in the Board of Nominees, each candidate shall apply for only one vacancy, in accordance with item 1 *or* item 2 on the agenda of this OGM.**

**If a candidate applies for all vacant positions as provided under items 1 and 2 on the agenda of this OGM, the candidacy shall be considered as submitted: (i) for the vacant position under item 1, provided that the respective candidate meets the requirements set out under Law no. 162/2017; or (ii) for the vacant position under item 2, if the candidate does not meet the requirements set out in Law no. 162/2017. The candidate shall have the right to change their option until the expiry of the deadline for submitting candidacies, namely until 27 October 2025, at 5:00 PM (Romanian time).**

1. **For item 2 on the agenda, respectively:**

*“The appointment, for a period of 3 (three) years, of 3 (three) members of the Board of Nominees of Fondul Proprietatea, in accordance with the informative materials. For further details, please also refer to the section GENERAL INFORMATION WITH RESPECT TO THE EGM & OGM of this Convening Notice.*

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

*(secret vote)”*

|  |  |  |  |
| --- | --- | --- | --- |
| **CANDIDATES** | **FOR** | **AGAINST** | **ABSTENTION** |
| 1. […] |  |  |  |
| 2. […] |  |  |  |
| 3. […] |  |  |  |

*Note: Please vote „FOR” for one (1) candidate only. Voting „FOR” for more than one (1) candidate will lead to the annulment of the ballot paper. Express your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will not be taken into consideration*.

**Note: The candidates for the three (3) vacant positions in the Board of Nominees that do not require special qualifications under Law no. 162/2017 shall be submitted to vote on the same list, with the first three (3) candidates receiving the highest number of votes “FOR”, but not less than 50% + 1 of the votes cast by all shareholders present or represented at this OGM (the legal majority required for the adoption of a decision), being elected as members of the Board of Nominees.**

**Note: Each shareholder may cast a “FOR” vote for up to three (3) candidates, as there are three (3) members to be appointed to the Board of Nominees under this item on the OGM agenda.**

**Note: Considering the availability of vacant positions with different requirements for membership in the Board of Nominees, each candidate shall apply for only one vacancy, in accordance with item 1 *or* item 2 on the agenda of this OGM.**

**If a candidate applies for all vacant positions as provided under items 1 and 2 on the agenda of this OGM, the candidacy shall be considered as submitted: (i) for the vacant position under item 1, provided that the respective candidate meets the requirements set out under Law no. 162/2017; or (ii) for the vacant position under item 2, if the candidate does not meet the requirements set out in Law no. 162/2017. The candidate shall have the right to change their option until the expiry of the deadline for submitting candidacies, namely until 27 October 2025, at 5:00 PM (Romanian time).**

1. **For item 3 on the agenda, respectively:**

*“The approval of the authorisation of the Chairperson of the Board of Nominees (with authority to be substituted by another member of the Board of Nominees), to represent Fondul Proprietatea and to sign on its behalf, such person’s signature being binding upon the Fund (the “Authorisation”):*

1. *the agreements with the advisors selected by the Board of Nominees to assist Fondul Proprietatea and the Board of Nominees in connection with the mandates granted by the shareholders following the OGSM meeting held on 29 September 2025;*
2. *any documents (as well as any amendments thereto) relating to the mandates granted by the shareholders following the OGSM meeting held on 29 September 2025; and*
3. *all agreements with advisors and any other documents that are necessary, desirable and/or appropriate, and which have been approved by the Board of Nominees, in order to fulfil the Authorisation granted hereby.”*

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| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

*Note: Express your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will not be taken into consideration*.

1. **For item 4 on the agenda, respectively:**

“*The approval of:*

1. *The date of* ***9 December 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* ***10 December 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 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 and the payment date.*

1. *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.*”

|  |  |  |
| --- | --- | --- |
| **FOR** | **AGAINST** | **ABSTENTION** |
|  |  |  |

*Note: Express your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will not be taken into consideration*.

This special power of attorney:

1. is valid only for the OGMS it was issued for, and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder under the sanction of cancellation of the vote by the OGMS secretaries;
2. **the deadline for registering the special power of attorney with the Company is 18 November 2025, 12:00 PM (Romanian time);**
3. is executed in 3 originals: one original is for the principal shareholder, one original is for the empowered person and one original will be submitted to the Company’s headquarters or is sent by e-mail, with qualified electronic signature as per Law no. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, to agafp@fondulproprietatea.ro;
4. shall be signed and dated by the principal shareholder;
5. all the sections shall be filled in by the principal shareholder;
6. contains information according to the Constitutive Act of the Company, Law no. 31/1990 on companies, republished, as amended and supplemented, Law no. 24/2017 on issuers of financial instruments and market operations, republished, as supplemented and amended (“**Issuers’ Law**”) and FSA Regulation no. 5/2018 on issuers of financial instruments and market operations;
7. for powers of attorney sent electronically, the Company will send the shareholder a confirmation of receipt of the votes, according to the provisions of article 97para. (2) of Issuers’ Law and of article 7 para. (1) of CE Regulation 1212/2018, in the format set out in Table 6 of Annex to the CE Regulation 1212/2018;
8. after the OGMS, the shareholder of 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. Such request of such a confirmation may be asked for within one 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.

We attach to this special power of attorney:

* 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 principal shareholder is duly incorporated, all being no older than twelve (12) months as from the date when the OGMS convening notice was published in the Official Gazette and allowing our identification on the Fondul Proprietatea shareholders registry on the OGMS reference date (***30 October 2025***) issued by Depozitarul Central SA. If Depozitarul Central SA was not timely informed of the name of the legal representative, (so that the shareholders’ registry at the reference date to reflect that), the findings certificate/similar documents mentioned above will have to prove the capacity of the principal shareholder’s legal representative, and
* a copy of the identity card of the empowered (identity document or identity card for Romanian citizens or passport for foreign citizens).

In case of an empowered legal person, we also attach the original or true copy of the up-to-date findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than twelve (12) months as from the date when the OGMS convening notice was published in the Official Gazette.

The special power of attorney date: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION**! if the shareholder sends more than one special power of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney)

Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION!** to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

(**ATTENTION!** to be filled in with the signature of the legal representative of the legal person shareholder)