

## FUND DESCRIPTION

Fondul Proprietatea (the Fund) is a joint stock company operating as an Alternative Investment Fund (AIF) with an unlimited lifetime, incorporated in Romania. The Fund was listed on the Bucharest Stock Exchange on 25 January 2011, and on the Specialist Fund Market of the London Stock Exchange ("LSE") by means of Global Depository Receipts ("GDRs") on 29 April 2015.

## INVESTMENT OBJECTIVE

The Fund's investment objective is the maximisation of returns to shareholders and the increase of the net asset value per share via investments mainly in Romanian equities and equity-linked securities.

## ALTERNATIVE INVESTMENT FUND MANAGER

FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.A. R.L. as of 1 April 2016

## INVESTMENT MANAGER

Franklin Templeton Investment Management Limited UK, Bucharest Branch – since 29 September 2010 (between 29 September 2010 – 31 March 2016, Franklin Templeton Investment Management Limited UK, Bucharest Branch was Sole Director and Fund Manager)

## PORTFOLIO MANAGER

Johan Meyer – Portfolio Manager

## FUND DETAILS AS AT 28/02/2019

Base Currency of Fund: Romanian Lei (RON)

Date of Fund Launch: 28 December 2005

Performance Inception Date: 31 December 2010 for NAV  
25 January 2011 for Ordinary Share Price  
29 April 2015 for Global Depository Receipts

Number of Issued Shares: 9,101,963,266

Number of Shares Corresponding to Paid Share capital: 8,738,150,916

Subscribed Share Capital: RON 4,733,020,898.32

Paid Share Capital: RON 4,543,838,476.32

## CASH DISTRIBUTIONS PER SHARE

2019 Dividend Proposal<sup>13</sup>: 0.0903 RON payable starting 1 July 2019

2018 Dividend: 0.06780 RON June 2018

2017 Cash Distribution: 0.05000 RON June 2017

2017 Special Cash Distribution: 0.05000 RON March 2017

2016 Cash Distribution: 0.05000 RON June 2016

2015 Cash Distribution: 0.05000 RON June 2015

2014 Cash Distribution: 0.05000 RON July 2014

2012 Dividend: 0.04089 RON June 2013

2011 Dividend: 0.03854 RON June 2012

2010 Dividend: 0.03141 RON June 2011

2008–2009 Dividend: 0.0816 RON October 2010

## FUND IDENTIFIER

Bucharest Stock Exchange Symbol: FP

London Stock Exchange Symbol: FP.

Bloomberg: FP RO (for BVB) and FP/IL (for GDRs)

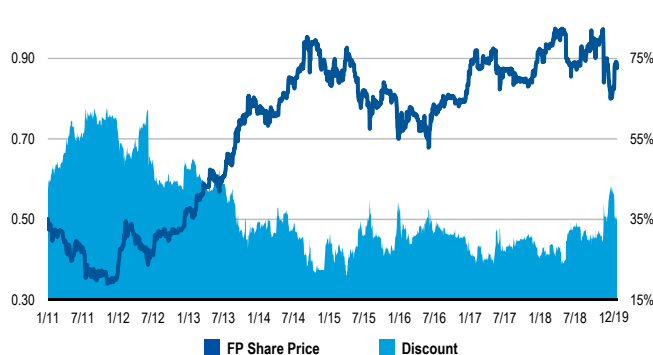
Reuters: FP.BX (for BVB) and FPq.L (for GDRs)

ISIN: ROFPPTAACNOR5

ASF Public Register No: PJR09SIIR/400006/18.08.2010

CIVM Registration No: AC-4522-4/16.01.2019

## SHARE PRICE (RON) AND DISCOUNT (%) SINCE LISTING ON BVB



NAV/Share: RON 1.4016 / EUR 0.2956 / USD 0.3371  
**Ordinary Share Price:** RON 0.8820 / EUR 0.1860 / USD 0.2121  
**GDR price (1 GDR = 50 shares):** RON 44.08 / EUR 9.30 / USD 10.60  
**Current Share Price Discount<sup>1</sup>:** 37.07%  
**Current GDR Discount<sup>1</sup>:** 37.10%  
**Fund NAV:** RON 10.08 billion / EUR 2.13 billion / USD 2.42 billion  
**Market Capitalisation (Excluding treasury shares):** RON 6.34 billion / EUR 1.34 billion / USD 1.53 billion  
**Average Daily Turnover on the BVB<sup>2</sup>:** RON 3.41 million / EUR 0.72 million / USD 0.82 million  
**Average Daily Turnover on the LSE<sup>2</sup>:** RON 3.55 million / EUR 0.75 million / USD 0.85 million

Cumulative Performance %	1-Mo	YTD	3-Mo	6-Mo	9-Mo	1-Yr	2-Yr <sup>3</sup>	3-Yr <sup>3</sup>	5-Yr <sup>3</sup>	Since perf. incept.
NAV RON <sup>4</sup>	2.37	(0.56)	1.99	5.66	7.50	12.69	14.47	15.37	8.45	79.19
Ordinary Share Price RON <sup>5</sup>	9.57	(0.11)	(6.27)	(3.08)	(1.72)	2.53	7.93	15.26	9.41	138.96
GDR USD <sup>6</sup>	8.16	0.95	(7.83)	(6.19)	(3.94)	(8.59)	7.71	12.75	—	24.49

Performance data is shown rounded to the nearest hundredth.  
 The Fund uses these indicators as they are directly related to the performance objectives of the Fund included in the Investment Policy Statement.

## AVERAGE ANNUAL DISCOUNT<sup>1</sup>

	2011	2012	2013	2014	2015	2016	2017	2018	YTD <sup>7</sup>	Current Discount <sup>1</sup>
Ordinary Share Price	55.67%	50.09%	40.74%	30.87%	29.12%	32.08%	28.05%	29.54%	38.83%	37.07%
GDR	—	—	—	—	29.51%	29.98%	27.39%	29.53%	39.29%	37.10%

## PORTFOLIO STRUCTURE

Asset	% of NAV
Listed Equities	25.08
Unlisted Equities	70.30
Net Cash & Receivables <sup>8</sup>	4.62

Sector	% of NAV
Power utilities: generation	41.20
Oil & Gas	19.16
Power & Gas utilities: distribution, supply	16.83
Infrastructure	11.59
Heavy Industry	2.75
Banks	1.98
Aluminium	1.65
Postal services	0.07
Others	0.15
Net Cash and receivables <sup>8</sup>	4.62

## SHAREHOLDERS STRUCTURE<sup>9</sup>

	%
The Bank of New York Mellon (depository bank for Global Depository Receipts) <sup>10</sup>	29.76
Romanian institutional investors	17.90
Romanian private individuals	16.46
Foreign institutional investors	15.71
Foreign private individuals	2.54
Ministry of Public Finance <sup>11</sup>	0.08
Treasury shares <sup>12</sup>	17.55
<b>Total Number of Shareholders</b>	<b>6,383</b>

## TOP 10 HOLDINGS

Security name	% of NAV
Hidroelectrica SA	39.24
OMV Petrom SA	19.16
CN Aeroporturi Bucuresti SA	8.54
E-Distributie Banat SA	4.68
Engie Romania SA	4.42
E-Distributie Muntenia SA	3.86
E-Distributie Dobrogea SA	2.86
Societatea Nationala a Sariei SA	2.48
CN Administratia Porturilor Maritime SA	2.42
BRD Groupe Societe Generale SA	1.98
<b>Total</b>	<b>89.64</b>

## LARGEST SHAREHOLDERS

Shareholder	As at	% of total voting rights
Anchorage Capital Group	21 September 2018	6.70
NN Group	27 March 2017	5.02

Source: Ownership disclosures submitted by shareholders.

## DESCRIPTION OF NAV BASIS

Net Asset Value is calculated according to regulations currently applying to Fondul Proprietatea, approved by Local Regulator (CNVM Regulation no. 4/2010 as subsequently amended). Where there is trading activity in the last 30 trading days, shares listed on a regulated market are valued at closing price. The shares admitted to trading on AeRO market (alternative trading system) are valued based on the Reference Price method, respectively the average price. Where there is no trading activity in the 30 trading day period for listed investments, the unlisted valuation approach applies. Investments in unlisted companies are valued using either shareholders' equity value per latest annual financial statements (proportionally with the stake held) or by using valuation methods in accordance with International Valuation Standards (fair value principles). Any holding in companies going through an insolvency or reorganization procedure is valued either at zero or at the value estimated with the assistance of an independent valuer, using valuation methods in accordance with International Valuation Standards (fair value principles). Any holding in companies under judicial liquidation procedure, or any other liquidation procedures, as well as in companies under temporary or final suspension of operation, is valued at zero until the procedure is finalised.

Starting with the NAV report as at 29 January 2016, the accounting records under IFRS are used for the computation of NAV non-portfolio items.

## WHAT ARE THE KEY RISKS?

The Fund's portfolio consists mainly of unlisted financial instruments and consequently the performance of the Fund can fluctuate considerably over time.

Risk related to industry sectors: the Fund has a significant exposure in companies in oil, gas and electricity sector. Therefore, the Fund's performance will depend largely on the overall condition of the industries and markets in which the companies in the Fund's portfolio operate.

Risk related to Romania: The Fund holds significant holdings in companies that are controlled by Romanian State. Past experience indicates that management of these companies is often replaced after government changes, which may affect the financial results of such companies in the Fund's portfolio and the Fund's overall performance.

Other materially relevant risks are unlisted investment risk, and share discount to NAV risk. For full details of all of the risks applicable to this Fund, please refer to the "Risk Factors" section of the Fund in the current prospectus of Fondul Proprietatea.

## Important Information and Disclaimers

The above portfolio information is calculated on the basis of the NAV. The Investment Manager for the Fund reserves the right to withhold release of information with respect to holdings that would otherwise be included in the Top 10 Holdings list where the protection of such information is in the best interests of the Fund. The price of shares and income from them can go down as well as up and you may not get back the full amount that you invested. Past performance is no guarantee of future performance. In emerging markets, the risks can be greater than in developed markets. Investment in the Fund may not be suitable for all investors; we suggest investors seek guidance from a financial adviser. Read the issue prospectus before investing in this fund/investment firm. FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.Ă R.L. as alternative investment fund manager and sole director of Fondul Proprietatea SA issues quarterly, semi-annual and annual reports which are published on the Fund's website at [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro). This is a short summary for the information of existing shareholders only and is not intended to be used as the basis for investment decisions.

Existing and potential investors should refer to the Fund's prospectus and amendment, available at [www.fondulproprietatea.ro](http://www.fondulproprietatea.ro). All information presented in the report is provided by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch.

This report is issued in Romania by Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch, at 78-80 Buzesti Str, Premium Point, 7th and 8th Floors, Bucharest 1, 011017, ROMANIA registered with ASF Public Register No. PJM01SFIM/400005.

## References

1. The discount is calculated based on the latest published NAV at the date of the calculation. For Current Discount, the values are calculated based on the 28 February 2019 NAV.
2. For the period: 1 - 28 February 2019.
3. Annualized rate of return.
4. The NAV per Share Total Return is calculated in RON by geometrically linking total returns for all intermediate periods when official NAV is published. Each total return for a single period is calculated using the following formula: the NAV per share as at the end of the period plus any cash distribution during the period, dividing the resulting sum by the official NAV per share at the beginning of the period. The resulting single period total returns are geometrically linked to result in the overall total return.
5. The Share Price Total Return is calculated in RON by geometrically linking daily total returns. Daily total return is calculated as the closing price at the end of the day, plus any cash distributions on that day, dividing the resulting sum by the closing price of the previous day. The resulting single period total returns are geometrically linked to result in the overall total return.
6. The GDR Price Total Return is calculated in USD by geometrically linking daily total returns. Daily total return is calculated as the closing price at the end of the day, plus any cash distributions on that day, dividing the resulting sum by the closing price of the previous day. The resulting single period total returns are geometrically linked to result in the overall total return.
7. Share price: for the period 3 January - 28 February 2019.  
GDR: for the period 2 January - 28 February 2019.
8. Net cash and receivables includes bank deposits, current bank accounts, short-term treasury bills and bonds, dividend receivables, as well as other receivables and assets, net of all liabilities (including liabilities to shareholders related to the returns of capital and dividend distribution) and provisions.
9. Based on the paid share capital as at 28 February 2019 as received from Depozitarul Central SA.
10. Includes 12,329,500 shares, equivalent of the 246,590 Global Depository Receipts of Fondul Proprietatea .
11. The percentage represents the paid shares; the percentage of subscribed share capital of Romanian State is 4.07%, including the unpaid shares.
12. 1,533,655,224 treasury shares out of which 46,912,655 treasury shares acquired in the tenth buyback program and 1,486,742,569 treasury shares acquired in the ninth buyback program.
13. Subject to shareholders' approval during the 4 April 2019 Annual GSM.



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