

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

Current report according to Article 234 para. (1) letters d) and e) 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:**

**Resolutions of the Extraordinary and Ordinary General Meetings of Shareholders of Fondul Proprietatea S.A. held on 28 May 2026**

Franklin Templeton International Services S.À R.L, as alternative investment fund manager and sole director of Fondul Proprietatea SA ("**Fondul Proprietatea**" / the "**Fund**"), hereby announces that the **Fund's Extraordinary General Shareholders' Meeting ("EGM")** and **Ordinary General Shareholders' Meeting ("OGM")** were held on **28 May 2026** at "**JW MARRIOTT BUCHAREST GRAND HOTEL**", Salon D, 13 Septembrie Avenue no. 90, 5<sup>th</sup> District, Bucharest, 050726, Romania, commencing 11:00 am (Romanian time) in case of EGM and 12:00 pm (Romanian time) in case of OGM.

The meetings were chaired by Mr. Daniel Naftali, the Permanent Representative of Franklin Templeton International Services S.à r.l., the Sole Director of the Fund.

The shareholders of the Fund decided the following with respect to:

**A. The agenda of the EGM:**

➤ **With respect to Items 1 and 2 on the EGM agenda, no resolution was adopted at the first convening. Further details are set out at the end of this section.**

➤ **The approval of item 3 on the EGM Agenda, respectively,**

"Approval of the participation of Fondul Proprietatea S.A. in the share capital increase of Compania Națională „Administrația Porturilor Maritime” - S.A., as approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company, based on its capacity as shareholder and its pre-emptive right, for the full preservation of Fondul Proprietatea S.A.'s stake in the share capital of Compania Națională „Administrația Porturilor Maritime” - S.A., with registered office in Constanța, Port Area, Maritime Station, registered with the Trade Register under no. J1998002308138, sole registration code RO11062831.

*(Item added on the agenda at the request of a shareholder holding more than 5% of the share capital)*

➤ **The approval of item 4 on the EGM Agenda, respectively,**

"Approval of the instruction to the manager of Fondul Proprietatea S.A. and the granting of a mandate thereto to execute all deeds and carry out all formalities required for Fondul Proprietatea S.A. to subscribe, based on its pre-emptive right, to the shares allocated to it in connection with the share capital increase of Compania Națională „Administrația Porturilor Maritime” -

**Report date:**  
28 May 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

S.A., approved by Resolution no. 1/30.03.2026 of the Extraordinary General Meeting of Shareholders of the said company.

*(Item added on the agenda at the request of a shareholder holding more than 5% of the share capital)*

➤ **The approval of item 5 on the EGM Agenda, respectively,**

“Approval of the amendment of art. 10 of the Constitutive Act of the Company, as follows:

*“Art. 10 - Bonds*

*Fondul Proprietatea is authorized to issue bonds under the conditions of the law.”*

*(New item added on the agenda at the request of the shareholder Lion Capital SA dated 27 April 2026)*”

➤ **The approval of item 6 on the EGM Agenda, respectively,**

“Approval of the amendment of art. 25 of the Constitutive Act of the Company, as follows:

*“Art. 25 - Financing of Own Activities*

*For the fulfillment of its business purpose, including for investment purposes, Fondul Proprietatea uses the sources of financing provided by applicable laws and regulations.”*

*(New item added on the agenda at the request of the shareholder Lion Capital SA dated 27 April 2026)*”

➤ **The approval of item 7 on the EGM Agenda, respectively**

“The approval of:

- (a) In relation to all other items on the EGM agenda except Item 1, the date of 18 June 2026 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

In relation to all other items on the EGM agenda except Item 1, the date of 19 June 2026 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, except for the aspects described at Item 1 on the EGM agenda, 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.”

**For clarity, given that Items 1 and 2 on the EGM agenda were not submitted to vote at the first convening, the resolution under Item 7 applies to the EGM resolutions validly adopted at this first convening.**

With respect to Items 1 and 2 on the EGM agenda, please note that:

- **Item 1 on the EGM agenda could not be submitted to vote at the first convening due to the lack of the applicable special quorum required under the Fund's Constitutive Act.**

Item 1 included, as part of the nominal value consolidation mechanism, a share capital increase by incorporation of reserves in order to address the fractions of shares resulting from such consolidation. Accordingly, under the Fund's Constitutive Act, deliberation on Item 1 required a quorum of shareholders representing at least 50% of the total voting rights, both at the first and at the second convening.

As the applicable special quorum was not met at the first convening, Item 1 could not be submitted to vote and no resolution approving or rejecting Item 1 was adopted at this first convening. Item 1 will be considered at the second convening of the EGM scheduled for 29 May 2026.

- **Item 2 on the EGM agenda was not submitted to vote at the first convening.**

Item 2 was included on the EGM agenda as an alternative item and concerned, subject to Item 1 on the EGM agenda not being approved by the EGM, the decrease of the Fund's share capital by cancellation of treasury shares acquired under the 16th buy-back programme. Since Item 1 could not be submitted to vote at the first convening due to the lack of the applicable special quorum, no valid deliberation and no resolution approving or rejecting Item 1 occurred at this first convening. Consequently, Item 2 was not submitted to vote at the first convening and will be considered, as applicable, at the second convening of the EGM scheduled for 29 May 2026.

## **B. The agenda of the OGM:**

- **Item 1 on the OGM Agenda, respectively,**

“The presentations of:

- (a) The Alternative Investment Fund Manager of the Performance Report for the period 1 January 2025 – 31 December 2025; and
- (b) The Board of Nominees of its annual report for 2025 financial year, including its Review Report in relation to the Performance Report.

*(no vote required)”*

**was not subject to voting.**

➤ **The approval of item 2 on the OGM Agenda, respectively**

“The approval of:

- (a) the Operating Rules for the Board of Nominees; and of
- (b) the empowerment and authorization of the Board of Nominees to further modify its Operating Rules.”

➤ **The approval of item 3 on the OGM Agenda, respectively,**

“The approval of:

- (a) the Operating Rules for the Audit and Valuation Committee, as adopted by the Board of Nominees; and of
- (b) the empowerment and authorization of the Board of Nominees to further modify the Operating Rules of the Audit and Valuation Committee.”

➤ **The approval of item 4 on the OGM Agenda, respectively,**

“The approval of the Annual Activity Report of the Sole Director of Fondul Proprietatea for the 2025 financial year, including the financial statements for the year ended 31 December 2025, prepared in accordance with the International Financial Reporting Standards as adopted by the European Union and applying Financial Supervisory Authority Norm no. 39/28 December 2015, including in the format compliant with Commission Delegated Regulation (EU) 2018/815, based on the auditor’s report, the ratification of all legal acts concluded, adopted or issued on behalf of Fondul Proprietatea, as well as of any management/administration measures adopted, implemented, approved or concluded during the 2025 financial year, and the discharge of the Sole Director for the management of Fondul Proprietatea during the 2025 financial year.”

➤ **The approval of item 5 on the OGM Agenda, respectively,**

“The approval of the Remuneration Report of Fondul Proprietatea for the 2025 financial year.

*(consultative vote)*”

➤ **The approval of item 6 on the OGM Agenda, respectively,**

“The approval of the Remuneration Policy of Fondul Proprietatea applicable to the mandate of the Fund Manager which started on 1 April 2026, as described in the supporting documentation.”

➤ **The approval of item 7 on the OGM Agenda, respectively,**

”The approval to cover the negative reserves of RON 38,353,766.42 incurred in 2025 financial year derived from the cancellation of the treasury shares acquired within the 15th buyback programme, using the dedicated reserve set up for this purpose of RON 38,353,766.42, in accordance with the supporting materials.”

- **With respect to item 8 on the OGM agenda regarding the allocation of the 2025 profit, the approval of item 8.1. on the OGM Agenda, respectively,**

"8.1. The approval of the allocation of the entire 2025 audited profit to retained earnings, available for future use, in accordance with the supporting materials.

*(Sole Director's proposal)"*

- **The approval of item 9 on the OGM Agenda, respectively,**

"The approval of 2026 budget of Fondul Proprietatea, in accordance with the supporting materials."

- **With respect to item 10 on the OGM Agenda, respectively,**

"The appointment for a period of three (3) years of one (1) member of the Board of Nominees of Fondul Proprietatea. The mandate of the new member of the Board of Nominees shall start on the date the candidate appointed by the OGM accepts such appointment.

*(secret vote)"*

**Mr. John Francis Walsh was appointed as member of the Board of Nominees of Fondul Proprietatea for a period of 3 (three) years.**

- **The approval of item 11 on the OGM Agenda, respectively,**

" The approval of:

- (a) In relation to all other items on the OGM agenda except Item 8.2, the date of **18 June 2026** as the **Ex – Date**, in accordance with Article 176 paragraph (1), computed with the provisions of Article 2 paragraph (2) letter (I) of Regulation no. 5/2018; and

In relation to all other items on the OGM agenda except Item 8.2, the date of **19 June 2026** 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, except for the aspects described at Item 8.2 on the OGM agenda, 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, 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."

**Daniel NAFTALI**  
Permanent Representative

