

**To: FINANCIAL SUPERVISORY AUTHORITY  
BUCHAREST STOCK EXCHANGE  
LONDON STOCK EXCHANGE**

**Re: Notification regarding the transactions performed within the ninth buy-back programme**

**From: FONDUL PROPRIETATEA S.A.**

The undersigned, **FONDUL PROPRIETATEA S.A. ("FP / The Fund")**, represented by Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, acting in its capacity as Investment Manager, hereby informs you in its capacity as Issuer on the following information regarding the transactions concluded during **23 - 25 July 2018**:

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|--|--|
| a) Issuer's name (buyer)   | <b>FONDUL PROPRIETATEA S.A.</b>  |
| b) Broker's name   | <b>Bucharest Stock Exchange Symbol: FP</b><br><b>London Stock Exchange Symbol: FP.</b><br><b>WOOD &amp; COMPANY FINANCIAL SERVICES A.S.</b><br>(as buy-back agent in relation to the purchase of shares),<br>and<br><b>JEFFERIES INTERNATIONAL LIMITED</b> (as buy-back agent in relation to the purchase of GDRs) |
| c) Description of the acquired financial instruments   | <b>Ordinary shares</b> issued by the Fund (ISIN ROFPTAACNOR5) listed on the Bucharest Stock Exchange ("BVB"), and<br><b>Global Depositary Receipts ("GDRs")</b> (ISIN US34460G1067) corresponding to the Fund's shares listed on the London Stock Exchange ("LSE")   |
| d) Transaction's type  | Buy-back   |
| e) Details with respect to the execution of the buy-back market orders   | Within the trading session   |
| <b>f) Total number of shares and equivalent shares of GDRs bought-back in the reporting period, out of which:</b>                | <b>1,771,523</b>   |
| - current number of shares bought back   | 481,523  |
| - equivalent shares of current number of GDRs bought back  | 1,290,000  |
| <b>g) Total value of the transactions performed in the reporting period (RON), out of which:</b>                                 | <b>1,553,932.21</b>  |
| - value of the shares acquisition (RON)  | 426,070.75   |
| - estimated value of the equivalent shares of GDRs based on the exchange rate communicated by the National Bank of Romania (RON) | 1,127,861.46   |
| <b>h) Total number of shares and equivalent shares of GDRs repurchased since the start of the ninth buy-back program</b>         | <b>1,393,839,683</b>   |
| - number of shares bought back   | 798,560,183  |
| - equivalent shares of current number of GDRs bought back  | 595,279,500 (representing 11,905,590 GDRs)   |
| - equivalent shares of current number of GDRs converted in shares from the start of ninth buy-back programme                     | 587,737,150 (representing 11,754,743 GDRs)   |

- % of subscribed share capital as at 30 June 2018<sup>1</sup> 15.19% (and 16.00% computed to the total outstanding treasury shares and equivalent)
- % of paid-up share capital as at 30 June 2018 15.82% (and 16.66% computed to the total outstanding treasury shares and equivalent)
- % of total voting rights as at 30 June 2018<sup>2</sup> 18.94% (and 19.95% computed to the total outstanding treasury shares and equivalent)

**i) Total value of the shares repurchased since the start of the ninth buy-back program (RON) 1,300,213,666.29**

- value of the shares acquisition (RON) 744,836,130.07
- estimated value of the equivalent shares of GDRs based on the exchange rate communicated by the National Bank of Romania (RON) 555,377,536.22

**j) Number of shares left to be repurchased within the ninth buy-back programme as of the date of this notification<sup>3</sup> 367,184,819**

The details of the transactions carried out during the reporting period with respect to the shares and GDRs issued by Fondul Proprietatea SA for the purpose of the buy-back are described further below:

Date of the transaction	Market on which the securities were traded	Average price per security (currency)	Volume of the transaction (no. of securities)	Value of the transaction (currency)
23 July 2018	BVB	RON 0.8850	309,108 shares	RON 273,560.58
	LSE	USD 11.0000	6,000 GDRs (300,000 shares equivalent)	USD 66,000.00
24 July 2018	BVB	RON 0.8848	111,521 shares	RON 98,673.78
	LSE	USD 11.0000	9,800 GDRs (490,000 shares equivalent)	USD 107,800.00
25 July 2018	BVB	RON 0.8841	60,894 shares	RON 53,836.39
	LSE	USD 11.0000	10,000 GDRs (500,000 shares equivalent)	USD 110,000.00

**Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity as Investment Manager of FONDUL PROPRIETATEA S.A.**

**Johan MEYER**  
**Legal Representative**

<sup>1</sup> The computations herein related to the subscribed share capital/paid-up share capital are made based on the shareholding structure following the share capital decrease of 26 September 2017 which became effective as of 29 June 2018, and which was registered by the Central Depositary 18 July 2018.

<sup>2</sup> The computations herein related to the total voting rights is made based on the shareholding structure as received from the Central Depositary as of 30 June 2018, which do not reflect the share capital decrease of 26 September 2017 which became effective as of 29 June 2018, which was registered by the Central Depositary 18 July 2018.

<sup>3</sup> As per the Fund's Extraordinary General Shareholders Meeting Resolution no. 5 of 26 October 2017, the ninth buyback programme refers to the acquisition by the Fund of a maximum number of shares and / or equivalent GDRs corresponding to the Fund's shares computed so that all the outstanding treasury shares (acquired during this programme and/or previous ones) will not exceed 20% of the subscribed share capital at the relevant time, which represents a total of 1,761,024,502 own shares as of the date of this notification; however, after the cancellation of the shares acquired within the previous / ongoing buyback programmes, the 20% limitation will change and the Fund will notify the market accordingly.