

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

Current report according to Article 99 (s) of the Code of the Bucharest Stock Exchange Market Operator, Title II, Issuers and Financial Instruments

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**THE INFORMATION CONTAINED WITHIN THIS ANNOUNCEMENT IS DEEMED TO CONSTITUTE INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) NO. 596/2014. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.**

**Important events to be reported:**

## **Accelerated bookbuild offering of a base deal of minimum approximately 1.4 billion existing shares in OMV Petrom S.A.**

Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch, in its capacity as Investment Manager of Fondul Proprietatea S.A. (the "**Fund**") announces the launch of an accelerated bookbuild offering of a base deal of minimum approximately 1.4 billion existing shares in OMV Petrom S.A. ("**Petrom**") (the "**Transaction**").

Book building will commence immediately.

Citigroup Global Markets Limited and WOOD & Company Financial Services, A.S. will act as joint bookrunners for the Transaction (the "**Bookrunners**").

The Fund has agreed to a 180 day lock-up period from the pricing of the Transaction, subject to waiver with the consent of the Bookrunners and subject to certain customary exceptions.

Petrom will not receive any proceeds from the Transaction.

The results of the Transaction will be announced as soon as practicable after the close of the bookbuild process. The timing for the close of the bookbuild process, pricing and allocations are at the absolute discretion of the Fund and the Bookrunners.

### **Important Notice**

**THIS ANNOUNCEMENT AND ANY OFFER OF SECURITIES TO WHICH IT RELATES ARE ONLY ADDRESSED TO AND DIRECTED AT (1) IN ANY**

#### **Report date:**

15 September 2020

#### **Name of the issuing entity:**

Fondul Proprietatea S.A.

#### **Registered office:**

78-80 Buzesti Street  
7<sup>th</sup> floor, district 1,  
Bucharest, 011017

#### **Phone/fax number:**

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Fax: + 40 21 200 9631

#### **Email:**

office@fondulproprietatea.ro

#### **Internet:**

www.fondulproprietatea.ro

#### **Sole Registration Code with the Trade Register**

#### **Office:**

18253260

#### **Order number in the Trade Register:**

J40/21901/2005

#### **Subscribed share capital:**

RON 3,959,264,762.44

#### **Paid-up share capital:**

RON 3,770,082,340.44

#### **Number of shares in issue:**

7,613,970,697

#### **Number of paid shares:**

7,250,158,347

#### **Regulated market on which the issued securities are traded:**

Shares on Bucharest Stock Exchange  
GDRs on London Stock Exchange

MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (THE "EEA"), PERSONS WHO ARE QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 2(E) OF REGULATION 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 14 JUNE 2017 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING ON A REGULATED MARKET (THE "PROSPECTUS REGULATION") OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE; AND (2) IN THE UNITED KINGDOM, PERSONS WHO ARE QUALIFIED INVESTORS WHO (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS WHO FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED) (THE "ORDER"); OR (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER OR (III) ARE PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE (ALL SUCH PERSONS REFERRED TO IN (I), (II) AND (III) TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THE INFORMATION REGARDING THE TRANSACTION SET OUT IN THIS ANNOUNCEMENT MUST NOT BE ACTED ON OR RELIED ON BY PERSONS IN ANY MEMBER STATE OF THE EEA WHO ARE NOT QUALIFIED INVESTORS OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE AND IN THE UNITED KINGDOM WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO QUALIFIED INVESTORS IN ANY MEMBER STATE OF THE EEA OR PERSONS TO WHOM AN OFFER OF THE SHARES MAY OTHERWISE LAWFULLY BE MADE AND RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH SUCH PERSONS.

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WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES ARE REQUIRED BY THE FUND AND THE BOOKRUNNERS TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY APPLICABLE RESTRICTIONS.

WITH RESPECT TO THE MEMBER STATES OF THE EEA AND THE UNITED KINGDOM (EACH, A "RELEVANT STATE"), NO ACTION HAS BEEN UNDERTAKEN OR WILL BE UNDERTAKEN TO MAKE AN OFFER TO THE PUBLIC OF THE SHARES SOLD BY THE FUND REQUIRING A PUBLICATION OF A PROSPECTUS IN ANY RELEVANT STATE. AS A CONSEQUENCE, THE SHARES MAY ONLY BE OFFERED OR SOLD IN ANY RELEVANT STATE PURSUANT TO AN EXEMPTION UNDER THE PROSPECTUS REGULATION.

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THE SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT"), OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN. THE SHARES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES UNLESS REGISTERED UNDER THE US SECURITIES ACT OR OFFERED IN A TRANSACTION EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT AND THE SECURITIES LAWS OF ANY RELEVANT STATE OR OTHER JURISDICTION OF THE UNITED STATES. THERE WILL BE NO PUBLIC OFFERING OF THE SHARES IN THE UNITED STATES OR ELSEWHERE.

THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY IN THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE TRANSACTION OR THE ACCURACY OR ADEQUACY OF THIS ANNOUNCEMENT. ANY

**REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**

**NO PROSPECTUS OR OFFERING DOCUMENT HAS BEEN OR WILL BE PREPARED IN CONNECTION WITH THE TRANSACTION. ANY INVESTMENT DECISION TO BUY SECURITIES IN THE TRANSACTION MUST BE MADE SOLELY ON THE BASIS OF PUBLICLY AVAILABLE INFORMATION. SUCH INFORMATION IS NOT THE RESPONSIBILITY OF AND HAS NOT BEEN INDEPENDENTLY VERIFIED BY THE FUND (OR ANY AFFILIATE THEREOF) OR THE BOOKRUNNERS OR ANY OF THEIR AFFILIATES.**

**CITIGROUP GLOBAL MARKETS LIMITED IS AUTHORISED BY THE PRUDENTIAL REGULATION AUTHORITY ("PRA") AND REGULATED IN THE UNITED KINGDOM BY THE PRA AND FINANCIAL CONDUCT AUTHORITY, AND IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.**

**WOOD & COMPANY FINANCIAL SERVICES, A.S. ("WOOD") IS AUTHORISED AND REGULATED BY THE CZECH NATIONAL BANK (CNB) AS HOME STATE REGULATOR AND ANY OF ITS BRANCHES MAY BE SUBJECT TO LIMITED REGULATION BY THE POLISH FINANCIAL SERVICES AUTHORITY IN POLAND, THE FINANCIAL CONDUCT AUTHORITY IN THE UNITED KINGDOM, THE FINANCIAL SUPERVISORY AUTHORITY IN ROMANIA, AS WELL AS BY CERTAIN OTHER REGULATORS IN THE EUROPEAN UNION, AS APPLICABLE. WOOD IS ACTING EXCLUSIVELY FOR THE FUND IN CONNECTION WITH THE TRANSACTION AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER THAN THE FUND FOR PROVIDING THE PROTECTIONS OFFERED TO ITS CLIENTS, NOR FOR PROVIDING ADVICE IN RELATION TO THE TRANSACTION OR ANY TRANSACTION, MATTER OR ARRANGEMENT REFERRED TO IN THIS ANNOUNCEMENT.**

**IN CONNECTION WITH THE OFFERING OF THE SHARES, THE BOOKRUNNERS OR ANY OF THEIR AFFILIATES MAY TAKE UP A PORTION OF THE SHARES AS A PRINCIPAL POSITION AND IN THAT CAPACITY MAY RETAIN, PURCHASE OR SELL FOR THEIR OWN ACCOUNTS SUCH SECURITIES. IN ADDITION THEY MAY ENTER INTO FINANCING**

**ARRANGEMENTS AND SWAPS WITH INVESTORS IN CONNECTION WITH WHICH THEY MAY FROM TIME TO TIME ACQUIRE, HOLD OR DISPOSE OF THE SHARES. THEY DO NOT INTEND TO DISCLOSE THE EXTENT OF ANY SUCH INVESTMENT OR TRANSACTIONS OTHERWISE THAN IN ACCORDANCE WITH ANY LEGAL OR REGULATORY OBLIGATION TO DO SO.**

**Franklin Templeton Investment Management Ltd. United Kingdom Bucharest Branch acting as Investment Manager of FONDUL PROPRIETATEA S.A.**

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