



To: **Bucharest Stock Exchange**
Financial Supervisory Authority
- Financial Instruments and Investments Sector

COMMUNIQUE regarding the payment of dividends for the financial year 2022

Transilvania Investments Alliance S.A. („*Transilvania Investments*” or „*the Company*”) announces the commencement of the payment of the dividends distributed from the net profit of the financial year 2022 through Depozitarul Central S.A. („*Depozitarul Central*”) and the payment agent - Banca Transilvania („*BT*” or „*the Payment Agent*”), **starting on 23.06.2023 (“*Payment Date*”)**, as follows:

- The dividend payment will be made in compliance with the capital market regulations and the provisions of the Tax Code in force and in accordance with the Resolution of the Ordinary General Meeting of Transilvania Investments Shareholders no. 1 of 24.04.2023;
- The shareholders entitled to receive dividends distributed from the net profit of the financial year 2022 are the shareholders registered in the Transilvania Investments Shareholder Register, kept by Depozitarul Central, as at **31.05.2023 – “*Registration Date*”** (*ex-date* 30.05.2023);
- The **gross dividend** is **RON 0.014/share**, with the tax on dividends to be withhold at the rate provided by the law. The dividend payment will be made in RON (lei);
- According to the provisions of the Tax Code in force, the **standard tax rate applicable to dividend income is currently 8% of the gross amount of dividends**, the exceptions regarding the non-taxation of the dividend income being provided separately. Also, non-resident shareholders can benefit from a more favourable tax rate, in accordance with the provisions of the Fiscal Code and the Double Taxation Convention concluded between Romania and the state of residence of the respective shareholder, based on the tax residence certificate valid on the date of dividend payment, submitted by the non-resident shareholder until 09.06.2023 at the latest;
- The costs related to the payment of dividends, regardless of the payment method, shall be borne by the shareholders;
- The payment of dividends afferent to the financial year 2022 is subject to the general provisions on the limitation status, being time-barred within 3 (three) years from the date of the commencement of payment. The last day of payment of dividends for the financial year 2022 is 22.06.2026.

Pag. 1/6

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CUI/CIF: RO 3047687
R.C. J08/3306/1992

Autoriza ă A.F.I.A.:
Autoriza ie ASF nr. 40/15.02.2018

Autoriza ă F.I.A.I.R.:
Autoriza ie ASF nr. 150/09.07.2021

Cod LEI (Legal Entity Identifier):
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Capital social:
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Nr. Registru ASF:
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Nr. Registru ASF:
PJR09FAIR/080006

IBAN B.C.R. Braşov:
RO08 RNCB 0053 0085 8144 0001

The dividend payment methods are the following:

I. Payment into the accounts of the Participants (Custodian Banks/Investment firms)

For shareholders who are natural persons, legal persons or other entities, holding on the registration date shares registered in Section II of Depozitarul Central, in an account opened at a Participant, the dividends shall be paid automatically on the Payment Date (23.06.2023), by bank transfer via Depozitarul Central into the Participants' accounts, without additional documents being requested.

II. Payment by bank transfer (into accounts in RON opened with a bank in Romania), upon the shareholder's request addressed directly to Depozitarul Central

For shareholders who are not represented by Participants (shareholders owning shares registered in Section I of Depozitarul Central), Depozitarul Central provides the shareholders with the option to collect into a bank account any amount of money to which they are entitled, regardless of the issuer distributing such amounts. This option requires the **registration with Depozitarul Central of the IBAN code** which remains valid also for future distributions, until a contrary notice from the shareholder.

The shareholders wishing to use this option have to fill in a specific form, called in Romanian "**Formular colectare cod IBAN**", available on the website of Depozitarul Central, at the address <https://www.roclear.ro/Detinatori/DetinatoriDistribuireDividende>, and to send it by mail or submit it directly to Depozitarul Central, along with the documents requested, at the headquarters thereof, at the address: Depozitarul Central, 34-36 Carol I Boulevard 020922, Floors 3, 8 and 9, Bucharest, 2nd district, Romania.

The applications for dividend payment by bank transfer shall be sent to Depozitarul Central **until 21.06.2023**. Depozitarul Central will verify the payment applications and, if they are incomplete, will request their completion by contacting the shareholder at the phone number or the email address mentioned in the documents initially sent.

The natural person shareholders not represented by Participants who do not send applications for dividend payment into a bank account until 21.06.2023 or those whose applications are not complete/completed until the same date will be able to collect their dividends at the Banca Transilvania units, in accordance with the provisions of Chapter III below.

If the natural person and legal person shareholders send applications for dividend payment into a bank account after the Payment date (23.06.2023), Depozitarul Central will make the payment by bank transfer within 3 working days from the blocking date of the cash payment, for natural person shareholders and from the receipt date of the payment application, for legal person shareholders, respectively. The change in the payment method will be charged according to the list of fees levied to the holders of financial instruments and will be borne by each shareholder.

For the shareholders who have already activated this payment option, respectively they have registered the IBAN code with Depozitarul Central, the payment of dividends will be made automatically on the Payment Date, i.e. on 23.06.2023, by bank transfer via Depozitarul Central, without presenting additional documents.

III. Payment by cash/bank transfer through Banca Transilvania units

For natural person shareholders who do not fall under Chapters I and II above, the dividends will be paid by cash/bank transfer at Banca Transilvania cash desks, in any BT unit in Romania, **starting on 23.06.2023**.

The list of BT units is available on the website <https://www.bancatransilvania.ro/bt-help/retea-unitati/>. The natural person shareholders can request the dividend payment at any BT unit during the opening hours thereof. Banca Transilvania will make cash payments within the limit for cash payments provided by the legislation in force.

Dividend payment by cash/bank transfer, requested in the BT units, shall only apply to **natural person shareholders who are not represented by Participants** (i.e. shareholders owning shares registered in Section I of Depozitarul Central) and who have not opted for payment by bank transfer according to Chapter II above, as follows:

1. For resident natural person shareholders presenting themselves in person at the BT cash desk, the dividend payment shall be made based on the identity document bearing the personal identification code (in Romanian-CNP). The shareholder identification shall be performed based on the information found in the CNP field. Should the CNP mentioned in the documents presented at the BT cash desks is different from the one in the records of Depozitarul Central, the shareholders must contact the latter;
2. For non-resident natural person shareholders presenting themselves in person at the BT cash desks, the dividend payment shall be made based on the passport whose series and number must correspond to the ones mentioned in the records of Depozitarul Central. Should the data mentioned in the documents presented at the BT cash desks are different from the ones in the records of Depozitarul Central, the shareholder must contact the latter;
3. For natural person shareholders aged under 14, the dividends shall be paid to the legal representative, i.e. tutor or parent of the minor, based on the following documents: the birth certificate of the shareholder bearing the CNP + a certified copy thereof attesting the conformity with the original (the copy will be kept), the legal document establishing the tutorship if the tutor is not one of the parents + a certified copy thereof attesting the conformity with the original (the copy will be kept) and the identity document of the tutor/parent + a certified copy thereof attesting the conformity with the original (the copy will be kept);
4. For natural person shareholders under curatorship, the dividends shall be paid to the curator of the respective person, based on the following documents: the identity document of the shareholder bearing the CNP, the legal document establishing the curatorship + a certified copy thereof attesting the conformity with the original (the copy will be kept) and the identity document of the curator + a certified copy thereof attesting the conformity with the original (the copy will be kept);
5. For natural person shareholders not presenting themselves in person at the BT cash desk but authorizing another person in this respect, the dividends shall be paid to the authorized representative, based on the following documents: the special power of attorney authenticated by the Notary Public comprising the empowerment to collect dividends (issued not more than three years prior to the payment date, unless the power of attorney has a validity higher than three years and is valid on the payment date) + a certified copy thereof attesting the conformity with the original (the copy will be kept) and the identity document of the authorized representative + a certified copy thereof attesting the conformity with the original (the copy will be kept).

The documents drafted in a foreign language shall be accompanied by the legalized translation into Romanian and, if issued by a foreign authority they shall be apostilled or over legalized, as appropriate.

For payments by bank transfer, requested in the BT units, the shareholders shall fill in the Application Form for dividend payment by bank transfer made available by the Bank and attach an account statement certified by the bank in which the dividend transfer is requested or a document issued by the bank certifying the holder of the account in which the payment is requested. The account holder shall be the shareholder or his authorized representative, as appropriate.

Cash payment of dividends at the BT cash desks shall not apply in the following cases:

- for shareholders whose CNP mentioned in the identity documents differs from the one in the records received by Banca Transilvania from Depozitarul Central. The shareholders will be advised to contact Depozitarul Central;
- for shareholders' heirs, based on inheritance certificates. The shareholders will be advised to contact Depozitarul Central; the dividends shall only be paid after the registration by Depozitarul Central, on the request of the heirs, of the direct transfer of ownership over the shares as effect of the inheritance. The documents necessary for the direct transfer for the cause of death (inheritances) can be found at <https://www.roclear.ro/Detinatori/DetinatoriTransferDrepturi>.

For legal person shareholders who are not represented by Participants, the payment of dividends shall be made by bank transfer, in accordance with Chapter II above.

IV. Shares held in joint accounts

In the case of shares held in joint accounts at the Registration date, the dividend payment shall be made as follows:

- in the case of cash payments, the payments shall be made provided that all co-owners are present at the Banca Transilvania unit, in person or through the legal and/or conventional representative, and submit the documents requested for cash payments provided above;
- in the case of payments to co-owners who have account opened at a Participant, the dividends due to each co-owner shall be transferred to the Participant whose clients they are;
- in the case of payments by bank transfer, the dividends due to the co-owners shall be transferred in the account indicated by all the co-owners based on a joint application addressed to Banca Transilvania or Depozitarul Central;
- in the case of co-owners requesting both the registration by Depozitarul Central of the direct transfer of ownership over the shares as effect of the termination of the joint ownership, and the direct payment of dividends to each of the co-owners according to the number of shares inherited by each of them, Depozitarul Central will block the dividend payment, and the Company will calculate the amounts due to each of the former co-owners, and the payment shall be made in accordance with the procedure herein.

V. Clarifications regarding the application of other dividend tax rates

V.1. More favourable tax rates provided for by the Double Taxation Conventions

Non-resident shareholders who wish to benefit from the more favourable provisions of the Double Taxation Convention between Romania and their country of residence shall send to Transilvania Investments headquarters in Brasov, 2 Nicolae Iorga Street, postal code 500057, **until 09.06.2023**, the following documents:

- Application for the most favourable provisions of the Double Taxation Conventions, in original, accompanied by
- Tax residence certificate for the year in which the payment of dividends is made (2023), within the validity period, in original or in legalized copy, apostilled/over legalized, if applicable, accompanied by an authorized translation into Romanian, in original, and the supporting documents containing the contact details needed for any possible clarifications.

In compliance with the Romanian Tax Code, the tax residence certificate has to include the identification data of the non-resident shareholder, as well as of the authority which issued the tax residence certificate, such as, without being limited to name, address, tax identification code, specification that the shareholder (i.e. the taxpayer) is a tax resident of the country issuing the certificate and the issuing date of the certificate.

The payment of dividends on the Payment date (23.06.2023) by applying the most favourable tax rate is conditioned by the submission of all the complete and accurate documents and the possible clarifications requested by Transilvania Investments until 09.06.2023. The Company shall not be deemed liable for the non-application of the more favourable tax treatment if the documentation and/or the requested clarifications are not submitted until the specified deadline.

In the case of non-resident shareholders who have not submitted a valid tax residence certificate until the deadline mentioned above, the dividends will be taxed at the standard rate provided by the Romanian Tax Code, i.e. 8% of the gross value.

In the case of non-resident shareholders represented by Participants, the latter shall send to Transilvania Investments headquarters, until 09.06.2023, the list of shareholders for whom tax documents are submitted, which must contain the following: full name of the shareholders (if the name recorded in the Shareholders' Register is different from the one specified in the tax documents, the reasons/explanations for these differences shall be presented in a special section), shareholder identification number (NIN) recorded in the Shareholders' Register provided by Depozitarul Central, number of shares held on the Registration date.

The Custodian Banks shall send to Transilvania Investments legalized copies (in original) of the tax residence certificates of their clients (on which they shall sign and mention that they hold the original counterpart) and the authorized translation into Romanian thereof.

Transilvania Investments reserves the right to ask the shareholder/his representative for additional documents following the analysis of the dividend payment application.

The documents drafted in a foreign language shall be accompanied by the legalized translation into Romanian and, if issued by a foreign authority, they shall be apostilled or over legalized, as appropriate.

V.2. Payment of dividends at gross value

In the case of the investment funds/collective investment undertakings without legal personality in Romanian, in order the dividend tax not to be withhold, the Participants or the Management Companies shall send/submit the following documents either (i) in original, to the Company's headquarters in Brasov, 2 Nicolae Iorga Street, postal code 500057 or (ii) by e-mail with incorporated extended electronic signature (according to Law 455/2001 on electronic signature), to the address: actionari@transilvaniainvestments.ro, so that they are received by the Company until **09.06.2023** at the latest:

- **application for the payment of dividends at gross value**, signed by the legal representative of the management company which to include:
 - the identification data of the investment fund, namely: unique identification/registration code, as recorded in the Shareholders Register of Transilvania Investments, held by Depozitarul Central, full name of the investment fund, authorization decision, registration number with the F.S.A. Register and information on the type of investment fund (closed or open);
 - the affidavit (in original) of the legal representative of the fund management company stating that the investment fund has no legal personality;
- copy of the valid identity document of the legal representative of the fund management company;
- copy of the ascertaining certificate of the fund management company or an equivalent document (not older than 3 months) certifying the legal representative of the fund management company;
- copy of the Regulatory Authority decisions attesting the authorization of the fund management company and of the investment fund.

Additional information on the dividend payment procedure can be obtained from:

- Transilvania Investments Alliance: Corporate Governance Department, tel. 0268-401141, 0268-401142; email: actionari@transilvaniainvestments.ro;
- Depozitarul Central: tel. 021- 4085800, email: dividende@depozitarulcentral.ro.

In the event that the documents mentioned above and any requested clarifications are not submitted by 09.06.2023, Transilvania Investments will withhold for the respective investment funds/collective investment undertakings without legal personality the tax on dividends in the standard rate provided by the Code Fiscal in force.

We state that any clarification from the authorities and/or legislative amendment, subsequent to the date of this communique, regarding the taxation regime of dividends due to investment funds/collective investment undertakings without legal personality in Romania, will be properly implemented by Transilvania Investments and the shareholders will be informed accordingly.

Transilvania Investments applies the provisions of the Regulation (EU) 2016/679 regarding the processing of personal data (GDPR), the Policy on the protection of natural persons with regard to the processing of personal data being available on the Company's website.

We recall that any changes in the data recorded in the Shareholders' Register (changes in name, address, identification data, transfer of shares to heirs etc.) can only be performed by Depozitarul Central, www.rocLEAR.ro, headquartered in Bucharest, District 2, 34-36 Carol I Boulevard, Floors 3, 8 and 9, tel. 021-4085800, email: contact@depozitarulcentral.ro, upon the request of the shareholder/entitled person.

Radu-Claudiu Roșca
Executive President

Mihaela-Corina Stoica
Compliance Director

This is a free translation of the original document which was drafted in Romanian. In case of discrepancies between the Romanian version and the English version, the Romanian version shall prevail.