



Transelectrica®

Societate Administrată în Sistem Dualist

To the: Bucharest Stock Exchange – Department of Operations Issuers Regulated Markets
Financial Supervision Authority - General Directorate Supervision - Issuers Division

The National Power Grid Company Transelectrica
2-4 Olteni Street Bucharest, District 3, 030786, Romania
Trade Register Number J40/8060/2000, Single Registration Code 13328043
Phone +4021 303 56 11, Fax +4021 303 56 10
Share capital subscribed and paid: 733.031.420 Lei www.transelectrica.ro

Date of current report: **May 17, 2024**

Name of Issuer Company: **CNTEE TRANSELECTRICA SA, managed under two-tier system**

Headquarters: Blvd. Gheorghe Magheru 33, Bucharest 1

Working location: Str. Olteni 2-4, Bucharest 3

Phone / fax numbers: 021 30 35 611/021 30 35 610

Single registration code: 13328043

LEI Code: 254900OLXCOUQC90M036

Number in the Trade Register: J40/8060/2000

Share capital subscribed and paid: 733.031.420 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange

COMMUNIQUE REGARDING THE PAYMENT METHOD OF DIVIDENDS distributed according to SOGA Decision no. 3/2024

Pursuant to Decision no. 3 of the Shareholders' Ordinary General Assembly of April 29, 2024, N.P.G. Co. Transelectrica SA (TEL) hereby submits the payment procedure of distributed dividends from the retained earnings existing in the balance on 31.12.2023. The value of the **gross dividend** for the financial year 2023 is **0.28 RON gross/share**.

The payment of dividends will be made starting with **June 27, 2024** (payment date), to the shareholders registered on **June 7, 2024** in TEL's Shareholders' Register (**June 6, 2024 ex-date date**), through the **Central Depository SA (CD) and the paying agent BRD - Group Société Générale (BRD)**.

The tax shall be collected, declared and paid to the state budget by TEL in accordance with the legal provisions in force, and the shareholders will collect the dividends at net worth. According to the current legislation, the standard tax rate is 8%.

! NOTE: The obligation to pay the net dividends due to TEL shareholders from the retained earnings existing in the balance on 31.12.2023 is **subject to the general provisions on limitation period, to be time-barred starting with June 28, 2027** (invalidation date), **namely within three years from the payment date (June 27, 2024)**.

The payment of dividends will be made through the Central Depository (CD), as follows:

- ✚ for shareholders whose interests are represented by the Participants (Banks, Custodians or Brokers) in the Clearing-settlement and registration system of the Central Depository - **directly in the accounts opened with the Participants**;
- ✚ for shareholders acting on their own behalf - **through BRD, a paying agent** appointed by TEL, which has concluded a contract with TEL and the CD;
- ✚ for the shareholders listed in the Central Depository's records, Register section I, namely natural/legal persons/other entities not represented by the Participant, holders

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of current accounts opened with BRD, **who did not choose before the payment date for the payment of dividends in another account, the Central Depository/TEL had been notified about, the dividends will be automatically paid on the payment date by bank transfer to current accounts opened with BRD, if the identification data are updated and match within both entities, BRD and CD.**

! NOTE: In accordance with the legislation applicable on the capital market, **shareholders not represented by the Participants may collect through the Central Depository any amount of money due, by bank transfer to a single bank account, regardless of the issuer distributing the amounts of money, the specified account may remain valid for subsequent distributions, until otherwise notified.** In order to benefit from this payment method, shareholders are invited to contact directly the Central Depository at the e-mail address: dividende@depozitarulcentral.ro . For this payment option, additional information can be found on www.depozitarulcentral.ro, section Holders/Services for Holders.

The dividend payment procedure as well as the forms (Payment application) can be found on the website www.transelectrica.ro, section **Investor Relations/Shares/Dividend** section.

Payment procedure:

A. Payment by bank transfer to the Participants' accounts

For shareholders, natural/legal persons or other entities, who at the **registration date** hold shares in TEL's Shareholders' Register in accounts opened with Participants, dividends will be automatically paid on **the payment starting date** (June 27, 2024) in the Participants' accounts.

As regards non-resident shareholders, natural or legal persons/other entities, **for the application of a favourable tax rate**, the Participants will submit to TEL:

- ✓ **tax residence certificate** issued by the fiscal authority of the state in question for the year in which the payment of dividends is made, **original or certified copy**;
- ✓ **original certified translation into Romanian** of the tax residence certificate;
- ✓ contact details in case clarification is needed as regards the submitted documents.

For non-resident shareholders having an account opened with the Participants, the maximum date until which they can submit the tax residence documentation in order to apply a more favourable tax rate is **07.06.2024**. If the documentation is submitted after **07.06.2024**, TEL will pay the difference resulting from the application of the provisions of the Agreements avoiding double taxation after the payment date.

In the case of non-resident pension funds, it is necessary to provide the following documents in order to apply a more favourable tax rate:

- ✓ **tax residence certificate, original or certified copy**, within the validity period;
- ✓ **certified translation** into Romanian;
- ✓ **declaration on own responsibility** of the fund management company's legal representative certifying that the authorisation of the pension fund management company is valid on the payment date, as well as certifying whether they represent pension funds as defined in the EU Member States' legislation or in the legislation of one of the EFTA States, and to provide, if available, information on the official website

of the regulatory authority of the country of origin where the status of pension fund/legal documents can be verified, from which their quality should emerge;

- ✓ copy of the identity document pertaining to the legal representative of the fund management company, within the validity period, certified by the holder "as the original".

Documents in a foreign language will be accompanied by the notarized translation into Romanian and if they are issued by a foreign authority they shall bear an apostille or be superlegalized, as the case may be.

! Note: The above – mentioned documentation will be sent by post/courier services with confirmation receipt to the headquarters of NPG Co. Transelectrica, Olteni street no. 2-4, district 3, code 030786, Bucharest, with the mention 'To the attention of the Shareholder Relations Service within the Corporate Governance, Investor Relations and Representation Department'.

! Note: According to *Law 207/2015 on the Fiscal Procedure Code* consolidated form, as well as to the *National Agency for Fiscal Administration President Order 3725 of 19.12.2017 for the approval of tax registration forms of taxpayers and the types of tax obligations forming the tax vector*, **TEL shareholders who fall into the category of non-resident natural persons and non-resident legal persons, in order to obtain the tax identification code, have the obligation to be registered for tax purposes in Romania.**

Non-resident shareholders/their representatives who did not send the fiscal identification code to the Participants/CD, in order to update the data in TEL's Shareholders' Register on June 7, 2024, will send to TEL, at the address: 2-4 Olteni Street, Bucharest 3, to the attention of the Shareholders' Relations Office, until December 31, 2024 at the latest, documents showing the fiscal identification code obtained from the competent fiscal bodies in Romania. Non-resident shareholders are required to register with Central Depository SC with the complete and correct address of the declared country of residence. If, on the date of entry into force of Law no. 207/2015, credit institutions have opened a bank account for a non-resident natural person or a legal entity that does not have a tax identification code, credit institutions have the obligation that within no more than 3 months from the entry into force of this law to request the assignment of a tax identification number or tax registration code, as the case may be.

In accordance with Law 227/2015 on the Fiscal Code with later amendments and additions in the case of resident pension funds, dividends paid are no longer exempt from withholding tax on dividends.

In case of investment funds without legal personality in order to benefit from the applicable legal provisions, TEL requests the Participants/Investment Management Companies/FDI to submit until **07.06.2024**:

- ✓ declaration on own responsibility signed by the legal representative/person authorized to represent the investment fund without legal personality, including the following information:
 - type of closed/open investment fund;
 - lack of legal personality;

- identification data of the fund (unique identification/registration code) with the full name of the investment fund, as shown in the TEL Shareholder Register kept by the Central Depository;
- registration number in the Registrar of Financial Instruments and Investments;
- ✓ authorisation decision;
- ✓ number and date of the FSA notification and its validity, as well as any other documents and information it may consider necessary;
- ✓ copy, “as the original”, relevant document that shows the quality of the person signing the declaration as legal representative / authorized person to represent the fund, within the validity period;
- ✓ copy, “as the original” of the identity document of the legal representative of the investment fund management company, within the validity period, namely identity card with PIC (ID) for residents/passport with identification number for non-residents;
- ✓ copy, “as original”, of the certificate issued by the Financial Supervisory Authority/Regulatory Authority.

! NOTE: Documents will be transmitted to NPG Transelectrica SA selecting one of the following three modes:

- By e-mail: relatii.investitori@transelectrica.ro
- By post or courier services with confirmation of receipt to: 2-4 Olteni Street, Bucharest 3, code 030786, specifying “Kind attention of the Shareholders’ Liaising Office from the Representation, Investment Relation and Corporative Governance Division”.
- By fax: 021 3035610, specifying “Kind attention of the Shareholders’ Liaising Office from the Representation, Investment Relation and Corporative Governance Division”.

B. Payment by bank transfer

Natural or legal person shareholders that have no accounts opened with the Participants will transmit to TEL the following documentation, as the case may be:

1. Natural person with fiscal residence in Romania

- ✓ Standard demand form available on the site www.transelectrica.ro / Investor Relations / Shares / Dividend;
- ✓ Copy of the ID document with legible PIC (ID);
- ✓ Document certifying the bank account, with IBAN code and holder specified;
- ✓ In case the **shareholder’s name has changed** (by marriage, divorce, administrative change), the copy of the document showing the name change will be also submitted, “as original”.

2. Legal person with fiscal residence in Romania

- ✓ Standard demand form available on the site www.transelectrica.ro / Investor Relations / Shares / Dividend;
- ✓ Copy of the documents issued by the Trade Register:
 - Registration certificate indicating the single fiscal registration code;

- Ascertaining certificate valid on submission date, indicating the mandated persons;
- ✓ Copy of the legal representative's ID document with legible PIC (ID card, passport);
- ✓ Document certifying the bank account, with IBAN code and holder specified.

3. Natural / legal person with fiscal residence in other state than Romania

In order to apply more favourable taxation provisions according to the Agreements avoiding double taxation concluded between Romania and the residential country of the revenue beneficiary, such shareholders will additionally transmit the following documents:

- ✓ **Fiscal residence certificate** issued by the fiscal authority of the respective state in the year when dividends are paid, in the **original** or **legalised copy**, which will include the items provided in the Fiscal Code in force on the date of this communiqué;
- ✓ **Certified translation into Romanian** of the fiscal residence certificate, in the **original**;
- ✓ **Contact details** for possible explanations on the fiscal residence certificate.

! NOTE: To be taken into consideration, the fiscal residence documents will not be transmitted later than **07.06.2024**. In case the documentation is transmitted after 07.06.2024, TEL will pay the difference resulting from the application of provisions regarding the Agreements avoiding double taxation after the payment beginning date. Documents will be transmitted to NPGTranselectrica SA by post/courier services to: 2-4 Olteni Street, Bucharest 3, code 030786, specifying "Kind attention of the Shareholders' Liaising Office from the Corporative Governance Division".

C. Payment by bank transfer or cash at the pay desks of **BRD**

Natural or legal person shareholders will submit to the payment agent's booths the following documents, as the case may be:

Natural person with fiscal residence in Romania:

1. **In person:** bringing the ID document in the original (ID, passport), providing the personal identity code (PIC)
2. **By proxy** providing:
 - Special power of attorney authenticated by the notary, which includes the mandate to collect the distributed amounts, issued no more than 3 previous years before the date when the payment is made, except when the mandate has got validity term greater than 3 years and is valid on the payment date + 1 photocopy certified to be compliant with the original (the photocopy will be kept by the Payment agent);
 - ID document of the proxy with the PIC inscribed (original + photocopy).
3. **Person under 14 by his/her guardian/parent** will submit:
 - Birth certificate of the shareholder in the original (with the PIC), original + copy;
 - The juridical deed instituting the guardianship in case of the guardian who is not one of the parents, original + photocopy;
 - ID document of the guardian/parent in the original (ID, passport) original + photocopy;
4. **In case of natural persons with trusteeship instituted** they will submit:
 - The shareholder's ID document with PIC inscribed (original + photocopy);
 - Legal document instituting the trusteeship (original + photocopy);
 - Trustee's ID document (original + photocopy).

Legal person with fiscal residence in other state than Romania will submit:

- Shareholder's identification document specifying the data which should correspond with those from the Payment agent's books, received from the Central Depository.

Legal person with fiscal residence in Romania will submit:

- Registration certificate of the legal person / entity into the Commercial Register / other equivalent document which should certify the registration of the legal person / entity with the competent authority + 1 photocopy that will be kept by the Payment agent;
- ID document of the legal representative or of the mandated person, as the case may be;
- Ascertaining certificate from the Trade Register / similar document issued by the competent authority, not older than 3 months and specifying the company's legal representative + 1 photocopy to be kept by the Payment Agent;
- Notary power of attorney in the original or legalised copy (the power of attorney will be retained by the Payment agent), if the case.

Legal person shareholders will be paid only by means of bank transfer.

In case of bank transfer payment to other banks than BRD the fore-mentioned documents are also attached a statement of account certified by the bank where dividend transfer is requested or by another certifying document issued by such bank, specifying the bank account's holder. The account holder can be the shareholder alone or, as the case may be, his/her mandated person.

All BRD units distribute Transelectrica (TEL) dividends. The distribution network can be found at: www.brd.ro/agentii-si-atm-uri.

! NOTE:

1. No net dividends will be paid at the pay desk in the following instances:
 - To the shareholders whose PIC does not correspond with that written in the records of the Paying Agent received from the Central Depository. They will be guided to the Central Depository.
 - To the shareholders' heirs based on inheritance certificates; they will be guided to the Central Depository.
2. In case of deceased shareholders, the dividends will be paid only when the Central Depository has registered the share transfer to the heirs (upon their demand based on justifying documents), and the Payment Agent will receive from the Central Depository instruction to update the data in accordance with the share transfer from the dead shareholder to his/her successors.
3. Documents submitted in foreign languages should be accompanied by the certified Romanian translation in the original.
4. Shareholders with fiscal residence in other states than Romania that want a more favourable taxation rate according to the provisions of the Agreements avoiding double taxation in conjunction with the applicable fiscal legislation will submit the fore-mentioned documentation to the TEL. Payment will be made after the taxation rate has been established.

5. For TEL shareholders who hold shares in both sections of the Register, namely in section I (holdings in their own name) and in section II (holdings through participant) – the payment to them will be made in proportion to the shares held in each separate section (the shares in section I through the paying agent and the shares in section II through the participant in accordance with the legislation in force).
6. The fees charged for the payment of net dividends by the BRD and the Central Depository are borne by TEL.
7. TEL shareholders are kindly asked to make the necessary diligence with the Central Depository in view of updating their personal ID data in the Shareholders' Register, since in case payment is requested using ID documents not corresponding with the data existent with the CD, such payment cannot be processed. **Shareholders must be registered with the Central Depository with an identity card issued in Romania, containing a Personal Identity Code, namely with a document certifying the Fiscal Registration Code, assigned by the Romanian tax authority.**
8. TEL is not responsible for the failure to get the more favourable fiscal treatment specified in this document, in case the required documentation and / or explanations have not been submitted by the set dates.
9. In case of joint owners, payments will be processed provided that all co-owners show at the desk, in person or by legal and/or conventional representative.
10. **TEL shall retain the right to require documents in addition to those mentioned in the dividend payment procedure, in order to identify the shareholders.**
11. As regards the processing of personal data and the free movement of such data, TEL processes personal data of natural persons in a responsible manner, in compliance with the provisions of *Regulation (EU) 679 from 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)*

For further information:

- e-mail: relatii.investitori@transelectrica.ro
- phone: 021-303.59.48

Ștefăniță MUNTEANU

**Executive Director General
Directorate Chairman**

Bogdan TONCESCU

Directorate Member