



*Translation from the Romanian language; Romanian version shall prevail*

**ANNOUNCEMENT  
ON THE PAYMENT OF DIVIDENDS FOR THE FINANCIAL YEAR 2021 BY COMVEX**

In accordance with the resolution of the Ordinary General Meeting of Shareholders no. 353 of April 28, 2022, Comvex S.A. („Comvex”) announces that the payment of dividends for the year 2021 shall be made through Depozitarul Central S.A. („the Central Depository”) and the payment agent BRD – Groupe Société Générale („BRD”) starting with June 22, 2022 („Payment Date”), to all Comvex shareholders registered in the Shareholders Registry kept by Central Depository at the registration date June, 3, 2022 („Registration Date”). The „Ex Date” approved by the Ordinary General Meeting of Shareholders is June, 2, 2022.

**The gross dividend value is RON 0,723 lei/share.**

The dividend tax in the quotas provided by law and in accordance with the legal provisions in force will be calculated and deducted by the Company from the gross dividend.

The standard dividend tax rate at the date of publication of this disclosure is 5% .

The commission related to the dividend payment is supported by Comvex.

**The conditions for dividend payment are the following:**

**1. Through Participants (Custodian Banks or Brokers):**

**Individuals and legal entities/other entities having accounts opened with a Participant (respectively, an intermediary participating in the clearing-settlement and registry system of the Central Depository):**

Individual shareholders, legal entities or other entities, who have opened an account with a Participant (intermediate participant in the clearing-settlement system and register of the Central Depository) and who on the Registration Date hold shares highlighted in Section II of the Comvex shareholder register, will receive net dividends through the Central Depository in the Participants' accounts opened with the settlement banks, on the Date of payment.

In the case of investment funds / collective investment undertakings shareholders, without legal personality, thus classified according to the regulations regarding the capital market in Romania, by reference to the provisions of art. 43 of the Fiscal Code, the non-withholding of the tax on dividends at source is conditioned by the receipt by Comvex until **June 13, 2022**, at the address from Constanta, Incinta Port, Dana 80-84, Constanta county, Romania, to the attention of the Finance Department or by e-mail with the extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address [dividend2021@comvex.ro](mailto:dividend2021@comvex.ro), of the following documents:



- self-declaration signed by the legal representative / person authorized to represent the investment fund declaring the lack of legal personality of the fund, as well as the identification data of the fund (unique identification / registration code, as highlighted in the register of Comvex shareholders kept by the Central Depository, full name of the investment fund, registration number in the FSA Register, number and date of the FSA notification and its validity)
- copy of identity document of the legal representative / person authorized to represent the fund, within the validity period - identity card / ID card for PNC for Romanian citizens or passport with identification number for foreign citizens
- copy of the relevant document showing the quality of the person signing the declaration of legal representative / person authorized to represent the fund.

In the case of these shareholders, if the above-mentioned documents regarding investment funds without legal personality and any requested clarifications are not submitted by **June 13, 2022**, Comvex will withhold the dividend tax from the gross dividend in the standard quota in force provided by Tax code.

## 2. Through the Central Depository (bank transfer only)

From the date of this press release, the shareholders of natural and legal persons not represented by the Participants who wish to pay dividends through the Central Depository (only by bank transfer) may request and send to the Central Depository the necessary documents. The payment of dividends will be made by the Central Depository by bank transfer starting with the Date of payment, after receiving and verifying the documentation, as follows:

**2.1. Shareholders – individuals, personally or through a legal or conventional representative**, shall submit to the Central Depository the IBAN Code Form, in which the bank and bank account (IBAN code) shall be specified for the account opened in the shareholder's name (the form is available on the website of the Central Depository at [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- copy of the valid identity document in which the personal numerical code is legible - certified by the holder "according to the original";
- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the shareholder, specifying the IBAN code, in original;
- copy of the documents attesting the quality of the signatory of the application for legal or conventional representative, if applicable - certificate of holder "according to the original";
- copy of the payment receipt for the IBAN Code processing fee.

**2.2. Shareholders – legal entities, through a legal or conventional representative**, shall submit to the Central Depository the IBAN Code Form in which the bank and bank account (IBAN code) shall be specified for the account opened in the shareholder's name (the form is available on the website of the Central Depository [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- copy of the certificate of incorporation, certified as a „true copy” by the holder;



- copy of the document attesting the capacity of legal representative (ascertaining certificate issued by the Trade Registry or an equivalent authority, for foreign entities) – certified as a „true copy” by the holder;
- copy of the document attesting the capacity of the conventional representative, if any, certified as a „true copy” by the holder;
- account statement or a document issued by the bank (signed and sealed) proving that the shareholder (legal entity) is the holder of the bank account, also stating the IBAN code, in original;
- copy of the payment receipt for the IBAN Code processing fee .

**2.3.** The documents in a foreign language shall be submitted with a notarized Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/ super legalized, as applicable.

**2.4.** The IBAN Code Forms shall be submitted to the address: Depozitarul Central SA – București, Bd. Carol I nr. 34 - 36, sector 2, or shall be submitted directly at the Central Depository’s headquarters.

All the above requests will include the email and the telephone number where the shareholders or their intermediaries / representatives can be contacted, as the case may be, in case of clarifications.

### **3. Through the payment agent – BRD Groupe Societe Generale (cash or bank transfer)**

#### **3.1. Payments in cash for individuals who do not have an account opened with a Participant, at BRD counters throughout the country**

For individuals, shareholders who do not have an account opened with a Participant, who do not request and/or submit the documents necessary for the payment through bank transfer, the payment of dividend shall be made in cash, with Comvex providing the respective amounts, through the Central Depository, at BRD’s cash desks in any BRD unit, starting with June 22, 2022.

The payment agent shall only be able to make payments in cash within the limit established by the applicable legislation.

Any payment at BRD’s cash desk shall be confirmed by the person present to at the bank to collect the dividend amounts by signing the payment receipt.

Dividends shall be collected by shareholders presenting in person or through a legal or conventional representative, as follows:

- **In case of resident individuals not represented by a Participant**, presenting in person to the BRD branch, the dividend payment shall mbe made based on the identity document bearing the personal identification number (PIN).
- **In case of non-resident individuals, not represented by a Participant**, presenting in person at the BRD branch the payment of dividends shall be made upon presentation of a passport.
- **In case of individuals under 14 years, not represented by a Participant**, the payment of dividends shall be made through the respective legal representative - tutor/parent of the minor, based on the following documents: (i) shareholder’s birth certificate bearing the PIN + 1 certified as a “true copy” photocopy (the photocopy will be retained), (ii) the legal document establishing tutorship where the tutor is not a parent + 1 certified as a “true copy” photocopy



(the photocopy will be retained), and (iii) the identification document of the tutor/parent + 1 certified as a “true copy” photocopy (the photocopy will be retained).

- **In case of individuals not represented by a Participant, represented by a Curator**, the payment of dividends shall be performed through the respective curator, based on the following documents: (i) shareholder’s identity document bearing the PIN + 1 certified as a “true copy” photocopy (the photocopy will be retained), (ii) the legal document establishing curatorship + 1 certified as a “true copy” photocopy (the photocopy will be retained), and (iii) the identification document of the curator + 1 certified as a “true copy” photocopy (the photocopy will be retained).
- **In case of shareholders not represented by a Participant who do not present in person, but empower a different person for such purposes**, the dividends shall be paid to the respective empowered person based on the following documents: (i) special power of attorney notarized by a notary public, which contains the mandate to receive the dividends issued by no more than 3 years before the payment date, except where the power of attorney has a duration of more than 3 years and is still valid on the date of payment + 1 certified as a “true copy” photocopy (the photocopy will be retained) and (ii) the identification document of the representative + 1 certified as a “true copy” photocopy (the photocopy will be retained).

The documents in a foreign language shall be submitted with a certified Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalized, as applicable.

#### **Special circumstances:**

No payments of net dividends shall be made at the cash desks in the following situations:

- To shareholders whose PIN from the documents presented at the cash desk is not the same with the PIN stipulated in the registry of the Payment agent, as received from the Central Depository. Such persons shall be directed to the Central Depository
- To the shareholder’s heirs, based on inheritance certificates. They shall be directed to the Central Depository. The payments shall be made according to the section *Deceased shareholders*.

### **3.2 Payments by bank transfer for individuals and legal entities/other entities without an account with a Participant**

Shareholders – individuals and legal entities/other entities – who wish to receive the dividend by bank transfer may instruct BRD to make de payment by bank transfer by presenting at the bank’s desk the supporting documents, as follows:

**For payments via bank transfer, shareholders who are individuals, presenting in person or through a legal or conventional representative**, shall present the documents stated at item 3.1. of the procedure. For **payments by bank transfer in banks other than BRD**, a statement of account certified by the bank where the money should be received, or any other document issued by the bank certifying the existence of the account in the name of the shareholder shall also be presented. The account holder can only be the shareholder.

**According to the legislation in force, legal entities can collect the equivalent value of dividends due only by bank transfer.**



**Shareholders who are legal entities/other entities, through legal or conventional representative, shall present:**

- The registration certificate of the legal entity/other entity in the Trade Registry/any other document attesting the registration of the legal entity/other entity with a competent authority+ photocopy which will be retained by the Payment agent;
- An identity document of the legal representative or, in the case, of authorized person;
- The ascertaining document from the Trade Registry/ an equivalent document issued by the relevant authority, no older than 3 months, in which the legal representative of the company is specified + 1 photocopy which will be retained by the Payment agent;
- A special power of attorney in original or notarized by a notary public (the special power of attorney shall be retained by the Payment agent), if the case;
- For **payments by bank transfer in banks other than BRD**, a statement of account certified by the bank where the money should be received, or any other document issued by the bank certifying the existence of the account in the name of the shareholder shall be also presented. The account holder can only be the shareholder.

All supporting documents presented at cash desks in copy shall be certified as a “true copy”, signed and sealed by the owner/its representative.

The documents in a foreign language shall be submitted with a certified Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalized, as applicable.

In the case that the shareholder is not found in the database of shareholders held by the Payment agent BRD, he/she will be redirected to the Central Depository for the issue to be addressed.

**Non-resident shareholders who opt for payment method shown in items 2 and 3 (respectively who do not have an account opened with a Participant):**

For payments made on the Payment Date (June, 22, 2022), in the case of non-resident shareholders who do not have an account opened with a Participant and who want to invoke for the application of the more favorable provisions of a Double Tax Treaty concluded between Romania and their country of residence or the more favorable provisions applicable to non-resident pension funds (as defined in legislation of that EU member State or of that EFTA State), in accordance with the Law no. 227/2015 as amended (and the implementing regulations of Law no. 227/2015 regarding the Fiscal Code), the non-resident shall submit a valid Tax Residency Certificate for the year in which the dividend is paid, within the validity period, in original or legalized copy, with apostille/super legalization if the case, accompanied by an authorized translation, and also contact details for possible clarifications regarding the tax residency certificate, until **June 13, 2022**, to Comvex’s headquarters in Constanta, Incinta Port, Dana 80-84, postal code 900900, Constanta, Romania, to the attention of the Finance Department or by e-mail, to the e-mail address [dividend2021@comvex.ro](mailto:dividend2021@comvex.ro).

Comvex is not responsible for the non-application of the more favorable tax treatment mentioned above, in the absence of the submission within the mentioned term of the requested documentation and / or clarifications.

If the shareholder does not submit the Tax Residency Certificate, the dividend tax shall be calculated by using the standard tax rate in force applicable to resident shareholders.



## **Special situations**

### **Deceased shareholders:**

In the case of deceased shareholders, the dividend can be paid at the request of their successor(s), by bank transfer or in cash, only if the successor(s) have previously made a request to the Central Depository for transferring the shares of the deceased to their accounts, and the transfer of shares to the successor(s) as effect of the succession was executed, and after the relevant information was updated in the database held by the Payment agent, following the Central Depository's request.

### **Co-ownership shares:**

The payment of dividends for co-ownership shares shall be performed as follows:

- In case of payments through the Participant, the dividends due to the co-owners will be transferred to the Participant whose clients they are.
- In case of payments through the Depozitarul Central, the dividends due to the co-owners will be transferred to the account indicated by all co-owners based on the joint request addressed to the Depozitarul Central.
- In case of payments through the Paying Agent, these will be made on the condition that all coowners present themselves at the BRD unit, in person or through a legal and / or conventional representative, in order to present the documents.
- In the case the co-owners request both the registration by the Central Depository of the direct transfer of ownership over the financial instruments as an effect of leaving the tenancy, in accordance with the applicable Legal Regime, and the direct payment to each of the co-owners according to the number of instruments acquired ownership exclusively, the Central Depository will block the payment of dividends, the payment will be made to each former co-owner according to the present procedure.

For further information, please contact:

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