

## CHANGE OF ASSIGNED AGENT FOR THE DIVIDENDS FOR THE FINANCIAL YEAR 2019

According to Resolution no. 4 of the Ordinary General Meeting of the Shareholders dated 27.04.2020, the National Gas Transmission Company Transgaz SA, headquartered in Mediaș, 1 C.I. Motaș Square, Sibiu county, notifies the shareholders registered at the registration date of **26 June 2020 that the dividends for financial year 2019 will be paid-out** by Depozitarul Central SA and the assigned payment agent, **as of 17 July 2020 (the payment date)**. The `ex-date` set by the Ordinary General Meeting of the Shareholders is 25.06.2020.

By Decision no. 19/2020 of the Board of Administration of the National Gas Transmission Company "TRANSGAZ" S.A. Mediaș, adopted during the meeting held on 23 June 2020 the change of the Payment Agent for the payment of the dividends for the year 2019, BRD Groupe Societe Generale, and the assignment of a new payment agent were approved. Following the analysis and evaluation, Transgaz has assigned **BANCA TRANSILVANIA as payment agent for the payment of the dividends for the financial year 2019**.

**We specify that the payment of the dividends related to the previous years, distributed by Transgaz, will continue to be made through BRD until the end of each distribution period.**

**The gross dividend for financial year 2019 is 15.47 lei/share** and the tax on dividend will be withheld at source and paid up to the state budget according to the shares under the applicable laws. According to the Tax Code, the standard tax rate applied to the 2019 dividends is 5%. If the non-resident shareholders prove that they can benefit from a more favorable tax rate, the tax deductions will be applied according to the conventions for the avoidance of double taxation concluded by the Romanian State in this regard. Other provisions of the Tax Code will also be taken into consideration for the determination of the tax on dividends.

The payment of net dividends due to the shareholders of Transgaz is subject to the general prescription provisions of the laws, being prescriptible in 3 (three) years from the payment date. The dividend pay-out period for 2019 is 17 July 2020 – **17 July 2023, i.e. the last payment date**.

**The Depozitarul Central SA fees and the Banca Transilvania fees to be paid for the net dividends will be borne by Transgaz SA.**

### MEANS OF PAYMENT:

1. through **Depozitarul Central (DC)** – for the shareholders natural and legal persons whose interests are represented by the Participants (Trustee Banks or Brokers);
2. through **Depozitarul Central (DC)** – for the shareholders natural and legal persons addressing directly to Depozitarul Central;
3. through **Banca Transilvania, the payment agent** appointed by Transgaz for the shareholders natural persons not having an account opened with a Participant.

## **PAYMENT PROCEDURES:**

### **1. Through Depozitarul Central (DC) – for the shareholders natural and legal persons whose interests are represented by Participants (Custodian Banks or Brokers);**

For the shareholders (natural persons, legal persons or other entities) who at the registration date of 26.06.2020 are having shares registered with Section II of Transgaz Shareholders' Registry the relevant amounts shall be automatically paid-up by bank transfer, through Depozitarul Central, to the Participants' accounts, at the payment date, without the need to provide additional documents.

#### **Exceptions:**

**1.1. Retirement funds** – to benefit from the applicable laws, meaning for exemption from the payment of the tax on dividends, according to Law 227/2015 on the Tax Code, as further amended and supplemented, the Participants (the Custodian Bank or the Broker) which have in the portfolio clients with retirement funds must send **until 02.07.2020** a list of such clients, accompanied by all legal documents attesting the quality of their retirement fund.

**1.2. Investment funds without legal personality** - to benefit from the applicable laws, the Participants/the Investment Management Companies which have in the portfolio clients with investment funds without legal personality will send **until 02.07.2020** the following documents:

- Declaration signed by the legal representative/ person authorized to represent the investment fund comprising at least the following information:
  - the fund does not have a stand-alone organization or own patrimony;
  - the fund does not have legal personality;
  - the fund identification data as recorded in the Transgaz Shareholders' Register;
  - the full name of the open/closed investment fund;
  - the registration number in the Register of Financial Instruments and Investments.
- A valid copy of the identity document of the legal representative/person authorized to represent the investment fund;
- A copy of the relevant document showing the quality of the person signing the declaration of legal representative / person authorized to represent the investment fund;
- A copy of the certificate issued by the Financial Supervisory Authority (ASF).

The documents referred to at points 1.1. and 1.2. may be sent by e-mail to [relatii.investitori@transgaz.ro](mailto:relatii.investitori@transgaz.ro) , by fax at 0269 803407 or by mail at the headquarters of Transgaz, 1 C.I. Motaş Square, 551130, Medias, Sibiu, mentioning *`Attn. of the Investor Relations Department`*

**1.3. The non-resident shareholders** having an account opened with the Participant (Trustee Bank or Broker) **and intending to benefit from the more favorable conditions under the Convention for the avoidance of double taxation** between Romania and their relevant residence country or from the non-residence retirement funds (as defined in the laws of an EU member state or of a European Economic Area state), according to Law no. 227/2015 on the Tax Code shall submit the valid Certificate of Fiscal Residence for the year in which the dividends are paid, in original or as a certified copy, apostilled/super legalized, as appropriate, and accompanied by a certified translation in Romanian, as well as the contact details for clarifications regarding the certificates of fiscal residence, at SNTGN Transgaz SA Mediaş, 1 C.I. Motaş Square, 551130, Mediaş, Sibiu County:

- by **02 July 2020**, in which case the payment of the net dividend calculated with the application of the more favorable tax will be made at the date of payment, that is on 17.07.2020.
- after the date of payment, in which case the amount representing the tax difference from the standard rate withheld to the most favorable according to the Double Taxation Convention will be refunded.

***Note: The Shareholders having accounts opened with the Participants may not collect the dividends in cash/transfer at the office of Banca Transilvania.***

**2. Trough Depozitarul Central (DC) - for shareholders natural/legal persons with holdings in individual accounts and who address directly to Depozitarul Central, payments by bank transfer.**

Depozitarul Central offers all shareholders unrepresented by a Participant the possibility to collect any amount due by bank transfer to a bank account, irrespective of the issuer distributing the amounts. The declared bank account is valid until the receipt of a contrary notification, for future distributions as well. The registration of the IBAN code by Depozitarul Central will be charged according to the price list of Depozitarul Central levied on the holders of financial instruments and borne by each shareholder individually.

Dividend payment will be made by Depozitarul Central by bank transfer as of 17 July 2020, after the receipt and verification of the documentation.

**2.1 Shareholders natural persons, personally or through a legal or conventional representative, will present to the Depozitarul Central** the IBAN code collection form, which will specify the bank and the account (IBAN code) opened in the shareholder's name (the model is available on the website of Depozitarul Central - [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 "true copy of 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 of legal or conventional representative, if applicable – certified by the holder as "true copy of the original";
- copy of proof of payment of IBAN code collection fee.

**2.2 Shareholders legal persons, by legal or conventional representative, will present to Depozitarul Central** the IBAN code collection form which will specify the bank and the account (IBAN code) opened in the shareholder's name (the model is available on the website of Depozitarul Central - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro) ), accompanied by:

- copy of the registration certificate – certified by the holder as "true copy of the original";

- copy of the document attesting the quality of legal representative of the company (certificate issued by the trade register/equivalent entity - for the entities of foreign nationality) – certified by the holder as “true copy of the original”;
- copy of the documents attesting the quality of conventional representative of the signatory of the application, if applicable – certified by the holder as “true copy of 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 holder - legal entity, specifying the IBAN code, in original;
- copy of proof of payment of IBAN code collection fee.

The documents submitted in a foreign language shall be accompanied by a certified translation into Romanian and if they are issued by a foreign authority they need to be apostilled or legalized, as appropriate.

The IBAN code collection forms will be sent to: Depozitarul Central SA – București, B-dul Carol I nr. 34-36, etaj. 3, sector 2 or will be submitted directly to Depozitarul Central S.A.

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, if further clarifications are necessary.

The form for collecting the IBAN code and the supporting documents necessary for the payment are available at Depozitarul Central SA at [www.rocLEAR.eu/deținători/formulare/formular\\_colectare\\_cod\\_IBAN](http://www.rocLEAR.eu/deținători/formulare/formular_colectare_cod_IBAN) or [https://www.rocLEAR.ro/AppFiles/Detinatori/Formular\\_colectare\\_cod\\_iban.pdf](https://www.rocLEAR.ro/AppFiles/Detinatori/Formular_colectare_cod_iban.pdf).

**Note:** Form for collecting the IBAN code and the supporting documents must be sent once to Depozitarul Central, following to be used for the distribution of any amounts due to the shareholder concerned from his/her relationship with the issuers for which Depozitarul Central provides registry services/distribution services related to these amounts. The shareholder will communicate to Depozitarul Central any changes to the information related to the bank account.

### **3. Through BANCA TRANSILVANIA, payment agent assigned by TRANSGAZ for shareholders natural persons who do not hold an account with a Participant.**

For the shareholders natural persons, the payment of dividends can be made in cash/transfer at any Banca Transilvania unit as of 17 July 2020.

The payment agent – Banca Transilvania will be able to make cash payments within the amounts set out in the applicable legislation (according to Law no. 70/2015, in force as of May 8, 2015, the amounts released to beneficiaries are subject to a daily cap of 10,000 lei / day).

The dividends may be collected by shareholders natural persons either in person or by legal or conventional representative as follows:

- **For the resident natural persons who come at the counter in person** identity card including the personal identification number (C.N.P.).
- **Co-owners (persons who hold shares in common)** - payments to them will be on condition all co-owners are present at the counter, in person or by legal representative and/or conventionally.

- **For beneficiaries non-resident natural persons** who come at the counter in person: passport.
- **For beneficiaries natural persons under 14 years old**, the payment of the amounts due is made to the legal representative - tutor/parent of the minor, based on the following documents:
  - birth certificate of the Beneficiaries that must include the personal identification number (C.N.P.) + 1 certified photocopy of the original (photocopy is retained);
  - the legal document establishing the guardianship if the tutor is not one of the parents + 1 certified photocopy of the original (photocopy is retained);
  - the ID of the tutor/parent + 1 certified photocopy of the original (photocopy is retained).
- **Beneficiaries natural persons with trusteeship**, the payment of the amounts due is made by the curator of that person, based on the following documents:
  - identity card of the Beneficiaries including the personal identification number (C.N.P.) + 1 certified photocopy of the original (photocopy is retained);
  - the legal document establishing the trusteeship + 1 certified photocopy of the original (photocopy is retained);
  - the ID of the trustee + 1 certified photocopy of the original (photocopy is retained).
- **Beneficiaries natural persons who did not come in person at the counter but mandate another person** the payment of the amounts to be distributed is made to the authorized agent of such person, based upon the following documents:
  - Notarized power of attorney comprising the empowerment to receive the amounts to be distributed by no more than 3 years preceding the date the payment is made, unless the power of attorney has a validity period of more than 3 years and is valid at the date of actual payment + 1 certified photocopy of the original (photocopy is retained);
  - The ID of the empowered person + 1 certified photocopy of the original (photocopy is retained).

The documents submitted in a foreign language shall be accompanied by a certified translation into Romanian and if they are issued by a foreign authority they need to be apostilled or legalized, as appropriate.

**The non-resident shareholders opting for the payment methods at points 2 and 3 (meaning they do not have an account opened with a Participant):**

For the payments made at the payment date, 17 July 2020, in the case of the non-resident shareholders without an account opened with a Participant and wishing to apply the more favorable provisions of the Double Taxation Agreement concluded between Romania and their country of residence or the more favorable provisions applied to the non-resident retirement funds (as defined by the laws of the EU member state or one of the European Economic Area states), according to Law 227/2015 on the Tax Code, the non-resident shall submit the certificate of fiscal residence for the year in which the dividends are paid, within the validity term, in original or as a certified copy, apostilled/super legalized, as appropriate, and accompanied by the original certified translation in Romanian, as well as the contact details for

clarifications regarding the certificates of fiscal residence, at SNTGN Transgaz SA Mediaș, 1 C.I. Motaș Square, 551130, Mediaș, Sibiu county, until 2 July 2020.

After the date of 17 July 2020 and until the date of 27 November 2020, the non-resident shareholders without an account opened with the Participant and wishing to apply the more favorable provisions of the Double Taxation Agreement concluded between Romania and their country of residence, who have not requested the payment of the dividends until the payment date, may submit the certificates of fiscal residence at SNTGN Transgaz SA Mediaș, 1 C.I. Motaș Square, code 551130, Mediaș, Sibiu County, following that the payment amounts be calculated for them. The shareholders must follow the procedures mentioned at 2 and 3.

**Exceptional situations:**

**Deceased shareholders** – dividends shall be paid at the request of their successors by bank transfer or in cash following the request of such successors to Depozitarul Central and registration of the transfer of the shares to the successor(s) as a result of the succession and following the updating of the data in the record of the payment agent, after the request of the Depozitarul Central.

**Shareholders having holdings in both sections of the Transgaz Shareholders Register** (section I - holdings in own name, and section II – holdings through the participant) –payment to such shareholders shall be made in direct proportion with the shares held in each section separately (the shares in section I through the payment agent according to point 3 and the shares in section II through the participant according to point 1).

**Net dividend payments at counters shall not be performed** in the following cases:

- to the shareholders whose PIN registered in the documents provided at the counter is not identical with the PIN in the documents received by the payment agent from Depozitarul Central. Such shareholders shall be directed to Depozitarul Central.
- to the successors of the shareholders, based on the successor certificate. Such shareholders shall be directed to Depozitarul Central. The payments shall be made according to the section of the deceased shareholders.

**Shareholders having a different name or residence from those in the shareholders register are asked to proceed to the updating of their personal identification data, since their lack harden significantly communication between the company and the shareholders. The shareholders may submit the data change request directly at Depozitarul Central SA or by post at 34-36 Carol I Blvd., District 2, Bucharest.**

Additional information and support documents for updating identification data are available on the website of Depozitarul Central SA [www.rocLEAR.eu/deținători/formulare/Modificarea datelor de identificare ale titularilor de cont](http://www.rocLEAR.eu/deținători/formulare/Modificarea_datelor_de_identificare_ale_titularilor_de_cont) or via:

<https://www.rocLEAR.ro/Detinatori/DetinatoriModificareDate>

For further details on payment of dividends, please contact us at [relatii.investitori@transgaz.ro](mailto:relatii.investitori@transgaz.ro), tel. 0269803217; 0269803216; 0269803103 or fax 0269803407.

**DIRECTOR GENERAL**  
**Sterian Ion**