



Nr. Reg. Com.: J40/296/1997
Cod Fiscal: RO 9089452
Capital social subscris și vărsat: 60 000 000 LEI

(TRANSPORT TRADE SERVICES) S.A.
BUCUREȘTI – ROMÂNIA

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IMPORTANT ANNOUNCEMENT

on the payment of dividends for the financial year 2023

In accordance with the Decision of the Ordinary General Meeting of Shareholders ("OGMS") TTS (Transport Trade Services) S.A. ("TTS" or "Company") no. 1 of April 30, 2024, TTS announces the payment of dividends for the financial year 2023, through the Depozitarul Central S.A. ("Depozitarul Central") and CEC Bank S.A. ("CEC" or "Paying Agent"), as of June 17, 2024 ("Payment Date"), to shareholders registered in the shareholder register kept by the Central Depository on May 27, 2024 ("Registration Date").

The gross dividend is RON 1,14 for each share that confers the right to the dividend.

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 8%.

Fees for the payment of dividends in cash or by bank transfer will be borne by the Company.

Payment methods

1. Through Participants (Custodian Banks or Brokers)

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 TTS shareholder register, will receive net dividends through the Central Depository in the Participants' accounts opened with the settlement banks, on the Date of payment.

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 Participant 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. The individual shareholders, personally or through a legal or conventional representative, will present to the Central Depository the IBAN code collection form, which will specify the bank and



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the account (IBAN code) opened in the shareholder's name (the model is available on the Central Depository website - 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 proof of payment of IBAN code collection fee

2.2. The shareholders of legal entities, through legal or conventional representative, will present to the Central Depository the IBAN code collection form specifying the bank and the account (IBAN code) opened in the shareholder's name (the model is available on the Central Depository's website www.depozitarulcentral.ro), accompanied by:

- copy of the registration certificate - certified by the holder "according to the original";
- copy of the document attesting the quality of legal representative of the company (ascertaining certificate issued by the trade register / equivalent entity - for the entities of foreign nationality) - certificate of holder "according to the original";
- copy of the documents attesting the quality of conventional representative of the signatory of the application, if applicable - 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 holder - legal entity, specifying the IBAN code, in original;
- copy of proof of payment of the IBAN code collection fee

2.3. In the case of investment funds/collective investment bodies without legal personality classified as such according to the regulations on the capital market in Romania:

- a personal liability declaration signed, holographic or with embedded extended electronic signature on the basis of a qualified certificate according to the law, by the legal representative/person authorized to represent the investment fund which declares:

- type of shareholder investment fund of TTS (Transport Trade Services) S.A. (eg open-end investment fund/closed-end investment fund);
- the fact that the fund does not have legal personality;
- the identification data of this fund as a shareholder of TTS (Transport Trade Services) S.A., respectively: the unique identification/registration code, as shown in the Register of Shareholders of TTS (Transport Trade Services) S.A. held by the Central Depository, the full name of the



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investment fund, the registration number in the ASF Registry, the number and date of the ASF authorization decision (CNVM);

- copy of the identity document of the legal representative/person authorized to represent the fund, within the validity period - identity card/passport with CNP for Romanian citizens or passport with identification number for foreign citizens - certificate of holder "in accordance with the original";

- copy of the relevant document from which the quality of the person signing the declaration of legal representative/person authorized to represent the fund can be obtained - certified "in accordance with the original".

The documents presented in a foreign language will be accompanied by the legalized translation into Romanian and if they are issued by a foreign authority they must be apostille or supra-legalized, as the case may be.

If payment is desired by transfer on the Payment Date, the IBAN code collection forms must be received by the Central Depository at least 4 days prior to the payment date.

IBAN code collection forms will be sent to: Depozitarul Central SA - Bucharest, Bdul Carol I no. 34-36, floor. 3, sector 2 or will be deposited directly with 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, in case of clarifications.

3. Through the Paying Agent (cash or bank transfer)

3.1. **In cash**: only for individuals who do not have an account with the Participant, at CEC counters throughout the country.

Payments in cash will be made within the limits set by the applicable law.

Dividends may be raised by shareholders in person or through a legal or conventional representative as follows:

- i. Any payment made at the counter will be confirmed by the signature of the person who actually withdraws the amounts of money, on the receipt related to the respective payment.
- ii. In the case of resident individuals who present themselves at the counter, the payment of the Sums of Money is made on the basis of the identity document having entered the personal numerical code (C.N.P.).
- iii. In the case of non-resident individuals who will appear in person at the counter, the payment of the Sums of Money is made on the basis of the passport



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- iv. In the case of individuals under the age of 14, the payment is made to the legal representative in this case - the guardian / parent of the minor, based on the following documents: birth certificate of the shareholder who must have registered P.N.C. photocopy is retained), the legal act establishing guardianship in the case of the guardian who is not one of the parents + 1 photocopy certified for conformity with the original (photocopy is retained) and the identity document of the guardian / parent + 1 photocopy certified for conformity with the original (photocopy is retained).
- v. In the case of natural persons having established the guardianship, payment is made through the trustee of that person, based on the following documents: the identity document of the shareholder who must have registered C.N.P. + 1 photocopy certified for compliance with the original (photocopy is retained) the legal act establishing the guardianship + 1 photocopy certified for conformity with the original (photocopy is retained) and the identity document of the curator + 1 photocopy certified for conformity with the original (photocopy is retained).
- vi. In the case of individuals who do not appear in person at the counter but mandate another person in this regard, the payment is made to the person's proxy, based on the following documents: special power of attorney authenticated at the notary's office. more than 3 years prior to the date on which the payment is made, unless the power of attorney has a term of validity of more than 3 years and is valid on the date of payment + 1 certified photocopy for conformity with the original (photocopy is retained) and the identity card of the proxy + 1 photocopy certified for conformity with the original (photocopy is retained).
- vii. The documents presented in a foreign language will be accompanied by the legalized translation into Romanian and if they are issued by a foreign authority they must be apostille or supra-legalized, as the case may be.

3.2. **By bank transfer:** individuals and legal entities / other entities that do not have an account opened with the Participant

Shareholders wishing to pay dividends by bank transfer can contact CEC for this purpose starting with the Payment Date, by presenting at the CEC counters throughout the country, in any CEC unit, or sending by mail, the application form for payment of net dividends by bank transfer bank together with the supporting documents requested by CEC.

Non-resident shareholders

Non-resident shareholders who wish to apply the more favorable provisions of a Double Taxation Convention concluded between Romania and their country of residence or the more favorable provisions applicable to non-resident pension funds (as defined in the legislation of the Member State of the European Union or in one of the states of the European Economic Area, subject to the existence of a legal instrument



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under which to exchange information), must submit the certificate of tax residence for the year in which the dividend is paid, within the validity period, in original or certified copy, apostille / supra-legalized, if applicable, accompanied by an authorized translation, as well as contact details for any clarifications on tax residency certificates until **May 19, 2023**, by mail or courier, at TTS address in Str. Vaselor no. 27, 021253, Bucharest, Romania to the attention of the Finance Department or by e-mail, to the e-mail address dividend.2023@tts-group.ro. TTS 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.

Thus, in the case of non-resident shareholders, TTS will withhold the dividend tax from the gross dividend in the standard quota in force provided by Law no. 227/2015 on the Fiscal Code ("Fiscal Code"), if they have not submitted the tax residence certificate and any clarifications and additional documents requested by **May 31, 2024**.

Investment funds / collective investment bodies

Non-withholding of tax on dividends by reference to the provisions of art. 43 of the Fiscal Code, to shareholders, investment funds / collective investment bodies without legal personality, framed as such according to the regulations on the capital market in Romania, which do not have an account opened with the Participant, is conditional on receipt by TTS (Transport Trade Services) S.A. of the documents mentioned in point 2.3 at the address in Vaselor Street no. 27, sector 2, Bucharest, postal code 021253 or in electronic format with the extended electronic signature to the e-mail address: dividend.2023@tts-group.ro, **until May 31, 2024**

If the aforementioned documents and any requested clarifications are not submitted **by May 31, 2024** for payment on the **Payment Date (June 17, 2024)** or together with the request for payment of net dividends by bank transfer for payment after the Payment Date, TTS (Transport Trade Services) S.A. will withhold for the respective investment funds / collective investment bodies without legal personality the dividend tax from the gross dividend in the standard rate provided by the Fiscal Code in force.

Original documents in electronic format (e.g. tax residency certificates issued electronically by tax authorities and any additional documents issued / signed using an embedded extended electronic signature based on a legally qualified certificate) must be sent electronically to the following email address : dividend.2023@tts-group.ro.

In the situation where the supporting documents are issued in a language other than Romanian and/or issued by foreign authorities, they must be submitted apostolated/superlegalized, if applicable, as well as in a legalized translation into Romanian.



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Special situations

1. In the case of deceased natural shareholders, dividends shall be paid at the request of the successors only after Depozitarul Central has registered the transfer of the shares to the successor (s). TTS will recalculate the dividends due to them.

2. In the case of shares held in co-ownership, the payment of dividends shall be made according to the following particularities:
 - In the 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 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 Depozitarul Central.
 - In case of payments through the Paying Agent, these will be made on the condition that all co-owners present themselves at the CEC unit, in person or through a legal and / or conventional representative, in order to present the documents.
 - In 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.