



## PROCEDURE ON THE PAYMENT DIVIDENDS FOR THE FINANCIAL YEAR 2022

1. **Following the Decision of the Ordinary General Meeting of Shareholders dated 21.06.2023, the company CHIMCOMPLEX SA Borzesti, (hereinafter "The Issuer / CRC") announces the payment of the dividends related to the financial year 2022, starting with 28.07.2023, established as the "payment date".**

The CRC shareholders entitled to benefit from dividends, proportionally to the participation share in the subscribed and paid-up share capital, **are only those shareholders registered on 07.07.2023 in the CRC Shareholders' Register provided to the Issuer by the Central Depository S.A., established as the "registration date" by OGMS dated 21.06.2023.**

**Ex-Date** established by the Decision of the General Meeting of Shareholders dated 21.06.2023 is 06.07.2023.

2. The gross value of the dividend to be paid for a CRC share is **0.088551 lei**. The payment of dividends is made in RON, and the related dividend tax will be withheld at source, where appropriate, on the Payment Date in compliance with the applicable legal provisions. If a shareholder considers that he is exempt from tax, in accordance with the with the applicable legal regulations, will send to the Issuer the documents proving the applicability of the respective legal provisions at the Issuer's headquarters (loc. Onesti, str. Industriilor, nr.3, jud. Bacau), from Monday to Friday, between 08:00 and 15:00, until 21.07.2023 at the latest, 15:00, in original or certified copy (except for the Tax Residence Certificate which will be submitted only in original), with apostille / supra-legalization, if applicable, together with the contact details for possible clarifications on the documents in question. 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 apostilled or legalized, as the case may be.

The issuer is not responsible for the non-application of the above-mentioned tax treatment, in the absence of presentation within the mentioned term of the documentation and / or of the requested clarifications.

**All costs related to the receipt of dividends by the shareholders, regardless of the method of payment, will be borne by the Issuer, except for the costs of registering the IBAN accounts mentioned in item 4.A.1.a) and b) below, which will be borne by the shareholders.**

3. **The dividends will be paid to the shareholders starting with 28.07.2023, through the Central Depository S.A. ("Central Depository") and to the participants in the clearing-settlement system**

and register of the Central Depository S.A. ("**Participants**", intermediaries in accordance with Art.2 para. (1) item 20 of the Law no.24/2017, who have concluded a contract for participation in the Central Depository System).

**The payment agent appointed by the Issuer is CEC Bank SA.,** Victoria Branch, with the registered office in Bucharest, calea Victoriei street, no.11, having the order number at the Trade Register J40/6323/2015, Bank Register number – P.J.R. – 40 –046-17.09.1999, Fiscal Registration Code: RO34558614, tel./fax 021/3111119

#### **4. THE PROCEDURE FOR THE PAYMENT OF DIVIDENDS IS DESCRIBED BELOW:**

##### **A. PAYMENT OF DIVIDENDS THROUGH THE CENTRAL DEPOSITORY - for shareholders who are natural / legal persons / other entities - who do not have a securities account opened with a Participant (but in Section I of the Central Depository)**

For shareholders who are natural, legal persons or other entities who, according to the CRC Shareholders' Register kept at the Central Depository, do not hold on to the Registration Date 07.07.2023 shares highlighted in Section II in accounts opened with a Participant, the dividends will be paid through the Central Depository, as follows:

##### **1. Payment of dividends by bank transfer (in bank accounts opened by - shareholders, natural / legal persons / other entities - at a credit institution in Romania)**

Shareholders - individuals and legal entities / other entities - who wish to pay dividends by bank transfer, will request and submit to the Central Depository the necessary documents, as follows:

- a) **The shareholders who are natural persons, personally or through a legal or conventional representative**, shall submit to the Central Depository the "IBAN code collection form", in which they shall specify the bank and the account (IBAN code) opened on behalf of the shareholder, natural person (the model is available on the website of the Central Depository - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:
  - copy of the valid identity document, in which to be legible the personal numeric code - certified by the holder "according to the original";
  - statement of account or a document issued by the bank (signed and stamped), confirming the existence of the account on behalf of the shareholder with the specification of the IBAN code - in original;
  - copy of the documents certifying the identity of the signatory of the application as a legal or conventional representative, if applicable- certified by the holder "according to the original".
  - proof of payment of the tariff for the registration of the IBAN code
  
- b) **The shareholders, legal entities, through legal or conventional representative**, shall submit to the Central Depository the "IBAN code collection form", which shall specify the bank and the account (IBAN code) opened on behalf of the shareholder, legal person (the model is available on the website of the Central Depository - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:
  - copy of the Registration Certificate - certified by the holder "according to the original";

- copy of the document, within the validity term, certifying the capacity of legal representative of the legal entity, (Certificate of ascertainment issued by the Trade Register / equivalent entity – for entities of foreign nationality) - certified by the holder "according to the original";
- copy of the documents certifying the capacity of conventional representative of the signatory of the application, if applicable - certified by the holder "according to the original"; - statement of account or a document issued by the bank (signed and stamped) confirming the existence of the account on the name of the holder, legal person, specifying the IBAN code - in original;
- proof of payment of the tariff for the registration of the IBAN code.

Fee charged for the registration of the IBAN code:

for amounts less than 500 RON	3 RON* + the payment agent's tariff
for amounts between 501 and 10,000 RON	6 RON* + the payment agent's tariff
for amounts between 10.001 and 1.000.000 RON	12 RON* + the payment agent's tariff
for amounts over 1.000.000 RON	60 RON* + the payment agent's tariff

The fee will be paid at the central depository's cashier's office or in one of the institution's accounts, respectively RO45RNCB0071086501740001 - BCR – Plevnei Branch.

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 apostilled or legalized, as the case may be, if necessary.

The requests for the transfer of dividends to the bank account will be sent or will be submitted to the Headquarters of the Central Depository (Bucharest, Bd. Carol I nr. 34 - 36, et. 3, 8, 9, sector 2). All requests will contain the email address and / or phone number at which shareholders can be contacted in the event that clarifications are required.

**The payment of dividends will be made by the Central Depository by bank transfer starting with 28.07.2023, after receiving and verifying the above-mentioned documentation.**

**The payment of dividends on the Payment Date (28.07.2023)** is conditioned by the transmission until 21.07.2023, 15:00, of all complete / correct documents and of any clarifications requested.

**Shareholders, natural persons not represented by the Participants, who will not submit requests for the payment of dividends in a bank account until 21.07.2023 or those whose requests are not complete / completed by 21.07.2023, will be able to collect their dividends from the counters of the Payment Agent CEC Bank SA.**

In case **the shareholders, natural or legal persons, submit requests for the payment of dividends to the bank account after the Payment Date (28.07.2023)**, the Central Depository will instruct the payment by bank transfer within 3 working days from the moment of blocking (if the dividends have not been paid, for individuals), respectively from the date of receipt of the payment request (for legal entities).

Shareholders of non-resident natural / legal persons must express and communicate

To the issuer until 21.07.2023, 15:00, the payment method, regarding:

- Payment of dividends with withholding of dividend tax in the standard rate stipulated by the Romanian Fiscal Code, in force on the Date of payment;

- Payment of dividends with the dividend tax rate properly withheld,

according to the Conventions for the avoidance of double taxation, based on the complete and correct tax documentation, transmitted in advance by the shareholder, until 21.07.2023, 15:00;

**c) Shareholders of optional pension funds and resident privately managed pension funds / non-resident pension funds (from the E.U. or the European economic area), who do not have a securities account opened with a Participant**, shall submit to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), until 21.07.2023, 15:00, complete and correct documents in order to apply the tax exemption in accordance with the legal regulations.

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

**For optional pension funds and resident privately managed pension funds**, they will be submitted to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), until **21.07.2023, 15:00**, copies of the decisions of the regulatory authority attesting the authorization of the management company and of the pension fund.

**Non-resident pension funds from the E.U. or the European economic area that do not have an account opened with the Participant and wish to apply the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence, or of 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), must transmit / submit to the Issuer's headquarters (in Loc. Onesti, str. Industriilor nr.3, jud. Bacau) The tax residency certificate for the year in which the dividend payment takes place (2022), within the validity term, in original, apostilled / supralegalized if applicable, accompanied by the legalized translation into

Romanian as the case may be, such as contact details for possible clarifications on the documents in question, from Monday to Friday between 08:00 and 15:00, until 21.07.2023 at the latest, 15:00

In accordance with the Fiscal Code, the Tax Residence Certificate must include identification elements of the non-resident, as well as of the authority that issued the Tax Residence Certificate, such as, for example, but not limited to: *name, name, address, tax identification code, mention that he is resident in the issuing state, as well as the date of issuance of the certificate.*

**For the pension funds from the E.U. or the European Economic Area, besides**

The above-mentioned tax residency certificate will be sent:

- a document issued by the competent regulatory authority (original or certified copy / apostille, accompanied by a legalized translation into Romanian), certifying that they are constituted and authorized as pension funds in accordance with the legislation of the EU member state or the European Economic Area;
- the statement of the legal representative of the management company certifying that the authorization of the fund is valid on the Payment Date.

## **2. Payment of dividends in cash / bank transfer, through the paying agent – CEC Bank SA.**

For shareholders who are natural persons who do not fall under items A.1 and B., respectively are not represented by the Participants (they hold shares in Section I of the Shareholders' Register) or have not requested payment by bank transfer until 21.07.2023, the payment of dividends will be made in cash / bank transfer at the counters of CEC Bank SA (Payment Agent), starting with 28.07.2023.

The list of **CEC Bank SA** units is available at the web address <https://www.cec.ro/sucursale>

The payments will be made at any **CEC Bank SA** unit in the country, the dividend payment schedule being included in the working schedule of the respective banking units.

The paying agent will be able to make cash payments within the limits of the amounts established by the applicable legislation.

The Paying Agent will not pay dividends at the counter in the following cases:

- to the shareholders whose C.N.P. from the documents presented at the counter does not correspond to the one registered in the Shareholders' Register. They will be referred to the Central Depository;
- to the heirs of the shareholders who have died. They will be guided to Central Depository;
- in any other exceptional situation, which does not fit into the situations provided for in this procedure. The shareholders will be directed to the Central Depository.

**Any modification of the data in the Shareholders' Register is made exclusively by the Central Depository S.A. (headquarters in Bucharest, Bld. Carol I, no. 34-36, floor 3,8,9, sector 2), at the request of the shareholder / entitled person.**

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 apostilled or legalized, as the case may be.

a) **The payment of dividends in cash / bank transfer, through the Payment Agent – CEC Bank SA, to the shareholders of resident individuals who present themselves personally at the counter** is made on the basis of the identity document having written the personal numeric code (C.N.P.). The identification by the Paying Agent of the holders will be made based on the information found in the field reserved for C.N.P. in the File / Register of Shareholders.

b) **The payment of dividends in cash / bank transfer, through the Paying Agent – CEC Bank SA, to the shareholders of non-resident individuals who will present themselves personally at the counter** is made on the basis of the passport whose series and number must correspond to those in the File / Register of Shareholders.

c) **The payment of dividends in cash / bank transfer, through the Paying Agent – CEC Bank SA, to the shareholders of individuals under the age of 14 years** shall be made to the legal representative, in this case the parent / guardian of the minor, based on the following documents:

- ☒• the birth certificate of the holders not represented by the Participant who must have inscribed C.N.P.-ul + 1 photocopy certified for conformity with the original (photocopy is retained);
- the legal act that establishes 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);
- the identity card of the guardian / parent + 1 photocopy certified for conformity with the original (photocopy is retained).

d) **The payment of dividends in cash / bank transfer, through the Payment Agent – CEC Bank SA, to the shareholders of individuals having established the trusteeship** is made through the curator of the respective person, based on the following documents:

- the identity card of the holders not represented by the Participant who must have a registered C.N.P.'s + 1 photocopy certified for conformity with the original (photocopy is retained)
- the legal act that establishes the trusteeship + 1 photocopy certified for conformity with the original (photocopy is retained)
- curator's identity card + 1 photocopy certified for conformity with the original (photocopy is retained).

e) **The payment of dividends in cash / bank transfer, through the Paying Agent – CEC Bank SA, to the shareholders of individuals who do not present themselves personally at the counter, but mandate in this respect another person,** shall be made to the power of attorney of that person, based on the following documents:

- special power of attorney authenticated at the notary, apostille / supralegalized, if applicable, which includes the power of attorney to collect the Amounts of money issued no more than 3 years prior to the date on which the payment is made, unless the power of attorney has a validity term of more than 3 years and is valid on the date on which the payment is made + 1 photocopy certified for conformity with the original (photocopy is withheld)
- the identity document of the proxy + 1 photocopy certified for conformity with the original (photocopy is retained).

f) **Payment of dividends in cash / bank transfer, through the Paying Agent – CEC Bank SA, to the shareholders of non-resident individuals who do not have an account opened with the Participants, who**

**opt for this payment method and want to apply the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence**

**In order to make the dividend payment on the Payment Date 28.07.2023**, the shareholders of non-resident individuals who do not have an account opened with the Participants and who wish to apply the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence, must send / submit to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), from Monday to Friday, between 08:00 and 15:00, until 21.07.2023 (15:00) follows the documents:

- The tax residency certificate for the year in which the dividend payment takes place (2022), within the validity term, in original, apostilled / supralegalized, if applicable, accompanied by the legalized translation into Romanian as the case may be, as well as
- contact details for possible clarifications on the documents in question

In accordance with the Fiscal Code, the Tax Residence Certificate must include identification elements of the non-resident, as well as of the authority that issued the Tax Residence Certificate, such as, for example, but not limited to: *name, address, tax identification code, mention that he is resident in the issuing state, as well as the date of issuance of the certificate.*

**The application to the Payment Date of the Convention for the avoidance of double taxation is conditioned by the receipt until 21.07.2023, 15:00, of the complete and correct documents and of the possible clarifications requested. The issuer is not responsible for the non-application of the more favorable tax treatment mentioned above, in the absence of presentation within the mentioned term of the requested documentation and / or clarifications.**

Shareholders of non-resident individuals must express and communicate to the issuer until 21.07.2023, 15:00, the payment method, regarding:

- Payment of dividends with withholding the dividend tax in the standard rate stipulated by the Romanian Fiscal Code, in force on the Date of payment;
- Payment of dividends with the tax rate on dividends withheld according to the Conventions for the avoidance of double taxation, based on the complete and correct tax documentation, transmitted in advance by the shareholder, until 21.07.2023, 15:00.

#### **B. PAYMENT OF DIVIDENDS THROUGH PARTICIPANTS - for shareholders, natural and legal persons/ other entities that have a securities account opened with a Participant**

For shareholders, natural, legal or other entities who, according to the CHOB Shareholders' Register kept by the Central Depository, hold on the Registration Date (07.07.2023) shares highlighted in Section II in accounts opened with a Participant, **the dividends will be paid automatically by bank transfer, through the Central Depository, in the Accounts of the Participants, on the Payment Date (28.07.2023)**, if the respective shareholders have not expressed and communicated the deferred option to Participant, and the Participant did not communicate it to the Central Depository during the reporting on the date of registration.

The deferred payment date is applicable only to non-resident shareholders who have an account opened

with the Participant and who choose to postpone the payment at a date subsequent to the Payment Date in order to benefit from the more favorable provisions of the Conventions for the avoidance of double taxation and represents the deadline set by reference to the relevant legal provisions, until which the payment of dividends to the shareholders who have expressed this payment option is postponed.

The payment option is the option expressed by the non-resident shareholders who have an account opened with the Participant and is communicated to the Central Depository by the Participant during the reporting on the date of registration made in accordance with the applicable Legal Regime, regarding:

- a) Payment of dividends with retention of the dividend tax in the standard rate stipulated by the Romanian Fiscal Code, in force on the Date of payment;
- b) Payment of dividends with the rate of tax on dividends withheld according to the Conventions of avoidance of double taxation, based on the complete and correct tax documentation, transmitted in advance by the shareholder, until 21.07.2023, 15:00;

**Non-resident shareholders who have an account opened with the Participant and wish to apply the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence, or of 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"), must send / submit to the Issuer's headquarters (in Loc. Onesti, str. Industriilor nr.3, jud. Bacau) Tax residency certificate for the year in which the dividend payment takes place (2022), within the term of validity, in original, apostilled / supralegalized if applicable, accompanied by the legalized translation into Romanian as the case may be, as well as contact details for possible clarifications on the documents in question, from Monday to Friday between 08:00 and 15:00, until 21.07.2023 at the latest, 15:00.

In accordance with the Fiscal Code, the Tax Residence Certificate must include identification elements of the non-resident, as well as of the authority that issued the Tax Residence Certificate, such as, for example, but not limited to: name, name, address, tax identification code, mention that he is resident in the issuing state, as well as the date of issuance of the certificate.

The participants will send to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), until the date mentioned above, the list of shareholders for whom the fiscal documents are submitted, containing at least the following elements:

- full name of the shareholder;
- the identification code of the shareholder with whom he is registered in the Register of Shareholders sent by the Central Depository;
  
- the number of shares held at the Registration Date;
- other observations, if any (indication of the shareholders who represent non-resident pension funds, as defined in the legislation of the E.U. member state or in one of the states of the European Economic Area).



**For pension funds from the E.U. or from the European Economic Area** besides

The above-mentioned tax residency certificate will be sent:

- a document issued by the competent regulatory authority (in original or certified copy / apostille, accompanied by a legalized translation into Romanian), certifying that they are constituted and authorized as pension funds in accordance with the legislation of the E.U. Member State or of the European Economic Area;
- the statement of the legal representative of the management company certifying that the authorization of the fund is valid on the Payment Date.

**For the optional pension funds and the resident privately managed pension funds**, the Participants will submit to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), until 21.07.2023, at **15:00** copies of the decisions of the regulatory authority attesting the authorization of the management company and of the pension fund.

The custodian banks will send to the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), until 21.07.2023, 15:00 Tax residency certificates of their clients, in original, with apostille / supra-legalization, if applicable, accompanied by legalized translation into Romanian.

**The application on the Payment Date of the Convention for the avoidance of double taxation or of the more favorable provisions applicable to non-resident pension funds is conditioned by the receipt until 21.07.2023, 15:00, of the complete and correct documents and of the possible clarifications requested. The issuer is not responsible for the non-application of the more favorable tax treatment mentioned above, in the absence of presentation within the mentioned term of the requested documentation and / or clarifications.**

The requests for the transfer of dividends to the bank account will be sent to the address: Central Depository  
S.A., B-dul Carol I nr. 34-36, sector 2, Bucharest.

All the above requests will include the e-mail and the phone number where the shareholders or their intermediaries / representatives can be contacted, as the case may be, in the event of clarifications.

## **C. MANAGEMENT OF SPECIAL SITUATIONS**

### **a) Payment of dividends for CRC shares held in co-ownership**

In the case of financial instruments co-owned by two or more holders of financial instruments, the payment of the Amounts of money will be made according to the following particularities:

- In case the co-owners request both the registration by the Central Depository of the direct transfer of ownership over the financial instruments as a result of leaving the joint venture, in accordance with the applicable legal regime, as well as the direct payment to each of the co-owners according to the number of instruments acquired in exclusive ownership, the Central Depository will block the payment of the amounts of money and will inform the Issuer about the registration of the respective transfer of property and the number of financial instruments acquired in exclusive ownership by each of the co-owners. The issuer will calculate the amounts of money corresponding to each former co-owner, the payment being

made according to this procedure.

- In the case of payments to those represented by a Participant, the dividends due to the co-owners will be paid to the Participant whose clients they are;
- In case of payments by bank transfer, the Central Depository will transfer the dividends to the account indicated by all the co-owners based on the joint request addressed to the Central Depository;
- In the case of cash payments / bank transfer, the dividends may be raised provided that all the co-owners present themselves to **CEC Bank SA**, personally or through a legal and / or conventional representative, and submit the documents stipulated above in the procedure.

**c) Payment of dividends for CRC shares registered in the name of deceased persons.**

In the case of deceased shareholders, the dividends will be paid to the successors by bank transfer or in cash only after the heirs have previously requested the Central Depository and the registration of the transfer of shares to the successors as a result of the succession has been made, as well as after updating the data in the records of the Paying Agent following the request of the Central Depository.

**OTHER PROVISIONS**

We remind the shareholders of CHIMCOMPLEX S.A. that any data changes in the Shareholders' Register (changes of names, addresses, identification data, transfers of inheritance shares, etc.) are made only by the CENTRAL DEPOSITORY S.A. based in Bucharest, B-dul Carol I nr. 34 - 36, sector 2, at the request of the shareholder / entitled person.

We mention that following the analysis of the dividend payment requests and the documentation received, CHIMCOMPLEX S.A. and the Central Depository S.A. reserve the right to request additional documents.

The right regarding the payment of the net dividends due to the shareholders of CHIMCOMPLEX S.A. is subject to the general provisions in the field of prescription, being prescriptible within 3 years, starting with 28.07.2026.

Additional information can be obtained:

- from the Issuer's headquarters (Loc. Onesti, str. Industriilor nr.3, jud. Bacau), at the email address [ir@chimcomplex.com](mailto:ir@chimcomplex.com) or by phone +40234.302007, fax +40234.302102.
- at the Paying Agent – CEC Bank SA, at the email address [gabriela.barbu@cec.ro](mailto:gabriela.barbu@cec.ro); [gabriela.brincusi@cec.ro](mailto:gabriela.brincusi@cec.ro); [conv.colectare.distributie@cec.ro](mailto:conv.colectare.distributie@cec.ro); [claudia.fisca@cec.ro](mailto:claudia.fisca@cec.ro) or at the following phone numbers 021/3111119 int 51168 at the Central Depository, at the e-mail address [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro) or at the following telephone numbers +4021.408 58 41; +4021.408 58 00; fax +4021.408 58 14.

**CHIMCOMPLEX S.A. BORZESTI**  
**Chairman of the Board of Directors,**  
**STEFAN VUZA**