



# S.C.TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Sediul: Romania, Mangalia, str.Lavrion nr.29, jud.Constanta Tel:+40-241-752-452 Fax:+40-241-755-559  
Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,  
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Agentia Mangalia  
Capital social subscris si varsat : 57.894.993,9 lei

[www.thrmareaneagra.ro](http://www.thrmareaneagra.ro)

**To:**  
**Bucharest Stock Exchange**  
**Financial Supervisory Authority**

## **CURRENT REPORT**

According to the provisions of art. 145 of the ASF Regulation no. 5/2018 and the provisions of art. 84 paragraph 5 of Law no. 24/2017

Report date: **August 28, 2020**

Name of issuers: **TURISM , HOTELURI , RESTAURANTE MAREA NEAGRA S.A.**

Headquarters: **Str. Lavrion nr. 29, loc.Mangalia, Jud.Constanta**

Telephone/fax: **0241 75 24 52; 0241 75 55 59**

Trade register No: **J13/696/1991**

Sole registration number at the Trade Register Office: **RO 2980547**

Subscribed and paid capital: **57.894.993,9 lei**

Regulated market on which the issued shares are traded : **Bucharest Stock Exchange**

**Important event to be reported:** Press release regarding the payment of the dividends for the financial year 2019 and the procedure for their distribution

According to the AGAO Decision no.1 of 22.04.2020, the Ordinary General Meeting of Shareholders of THR MAREA NEAGRA SA, legally registered on 22<sup>st</sup> of April 2020, established a gross dividend per share of **RON 0,0055/share** to be paid to the shareholders registered on 19<sup>th</sup> of August 2020, the registration date for the identification of the shareholders affected by the decisions of the Ordinary General Meeting of the Shareholders.

Dividend payments will be made as of 31<sup>st</sup> August 2020, after deduction of dividend tax and payment costs, in accordance with the dividend distribution procedure published on the <http://www.thrmareaneagra.ro> website under "About Us", subsection "AGA"(General Meeting of Shareholders).

Further information on the procedure of payment of dividends may be requested from:

- Central Depository S.A., based in Bucharest, B-dul Carol I, nr. 34-36, District 2, et. 3, 8 and 9; telephone no. 021.408.58.56 / 021.408.59.23, e-mail: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro);
- THR Marea Neagra S.A., based in Mangalia, Str. Lavrion, nr. 29 (from Monday to Friday between 10.00 - 14.00); telephone no. 0241752452 or email: [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com)

Fratila Constantin  
**Chairman of the Board**



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## **Dividend Payment Procedure Due to the shareholders of THR Marea Neagra SA for the year 2019 Valid from 31<sup>st</sup> of August 2020**

**THR Marea Neagra S.A.** informs the shareholders, in accordance with Decision no.1 of the Ordinary General Meeting of Shareholders of the 22<sup>st</sup> of April 2020, respectively the provisions of art. 84 paragraph 5 of Law no. 24/2017 regarding the issuers of financial instruments market operations and the provisions of NSC Regulation no. 5/2018, the dividend payment for 2019 financial year will run through the Central Depository SA, as follows:

- Starting the 31<sup>st</sup> of August 2020 - **date of payment** - to shareholders registered in the Shareholders Register of THR Marea Neagra SA **on the registration date the 19<sup>th</sup> of August 2020, the date of the 18<sup>th</sup> of August 2020 was approved as ex-data according to NSC Regulation no. 5/2018;**
- The **gross dividend / share are RON 0,0055/ share**, the amount from which shall be the withholding tax on dividends in quotas stipulated by the law on the **payment date**. The costs related to the payment shall be deducted from the net value of the dividends.

The modalities and terms of payment are:

### **Chapter I**

#### **Payment of dividends to shareholders holding accounts on Participants**

For shareholders who are natural, legal or other entities, who on the registration date hold shares outlined in Section II of the Shareholders Register of THR Marea Neagra SA in the account opened at Participants (custodian banks or investment firm), dividends will be paid by bank transfer through Central Depository in the accounts of the Participants on **the payment date**, without being necessary an express request or additional documents.

### **Chapter II**

#### **Payment of dividends for shareholders who do not hold accounts at Participants**

##### **A. Through bank transfer (in lei, in accounts opened at a bank in Romania)**

As of the 31<sup>st</sup> of August 2020, natural and legal shareholders who are unrepresented by Participant but want dividend payment by bank transfer, may request and submit to the Central Depository the documents necessary for the payment of dividends, as follows:

1. **Shareholders unrepresented by Participant, natural entities, personally or through legal or conventional representative**, shall submit to the Central Depository SA the collection form IBAN code signed by hand, indicating the bank and the account (IBAN code) opened on behalf of the holder of financial instruments (the model is available on the website of the Central Depository - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:



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• a legible copy of the valid identity document – certified by holder that it is “certified copy”;

• bank statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the holder of financial instruments, mentioning the IBAN code, in original;

• copies of documents attesting the proof of the signatory of the application of the legal or conventional representative, if necessary - certified by the holder that it is “certified copy”;

2. *Shareholders unrepresented by Participant, legal entities, by legal or conventional representative* shall submit to the Central Depository SA the collection form, IBAN code, signed by hand and stamped, indicating the bank and the account (IBAN code) opened on behalf of the holder of financial instruments (the model is available on the website of the Central Depository [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

• copy of registration certificate (CUI) - certified by holder that it is “certified copy”;

• copy of the document attesting the proof of legal representative of the company (confirmation of company details issued by the Trade Register / equivalent entity - for entities of foreign nationality) - certified by holder that it is “certified copy”;

• copies of documents attesting the proof of conventional representative of the signatory of the application, if necessary - certified by holder that it is “certified copy”;

• bank statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the holder – legal entity – mentioning the IBAN code, in original.

## Observations

If the documents submitted are written in a foreign language, they must be accompanied by a certified translation in Romanian as well as they must be apostilled and authenticated where appropriate for those issued by a foreign authority.

For shareholders that send requests together with the documents requested by the Central Depository SA at least three working days prior to the date of payment, respectively the 31<sup>st</sup> of August 2020, payment will be made on *the payment date*. For requests submitted after the 31<sup>st</sup> of August 2020, the Central Depository SA will instrument the payment by bank transfer within three working days of receipt of the request.

## B. Through cash payments

For shareholders who are natural persons and are unrepresented by Participant and who have not requested payment in bank account, the dividend payment will be made in cash, by providing the amounts of money due to **BCR SA**. agency offices / branches, across the country, through the Central Depository S.A., as of the 31<sup>st</sup> of August 2020.

Schedule for dividend payment is within the working hours of **BCR S.A.** units.



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## **Dividends may be cashed by shareholders in person or through legal or conventional representative as follows:**

1. Any payment made at the counter shall be confirmed through signature by the person who actually cashed the amounts of money on the receipt related to the payment in question.

2. In case of holders unrepresented by Participant, who are **resident natural persons** who personally present themselves at the counter, the payment of sums of money are made on the basis of their ID with Personal Identification Number (C.N.P.) mentioned on it. Identification of holders unrepresented by Participant in the records of the Central Depository SA will be made based on the information found in field reserved for the Personal Identification Number (C.N.P.).

3. In case of holders unrepresented by Participant, who are **non-resident natural persons**, will personally present themselves at the counter, pay the amounts of money based on their passport whose series and number must match the records of the Central Depository SA.

4. In case of holders unrepresented by Participant, who are **natural persons under the age of 14**, the payment of the sums of money is made by the legal representative – legal guardian / parent of the minor, based on the following documents:

- the birth certificate of holders unrepresented by Participant who should have their Personal Identification Number (C.N.P.) mentioned on it + 1 certified photocopy of the original (photocopy will be retained);
- the legal document establishing the guardianship in case of a guardian who is not one of the parents + 1 certified photocopy of the original (photocopy will be retained);
- the ID of the guardian / parent + 1 certified photocopy of the original (photocopy will be retained).

5. In case of holders unrepresented by the Participant, who are natural persons with trusteeship, payment of the sums of money is made through the curator of that person, based on the following documents:

- the ID of the holders unrepresented by Participants who should have the Personal Identification Number (C.N.P.) mentioned on it + 1 certified photocopy of the original (photocopy will be retained);
- the legal document establishing the trusteeship + 1 certified photocopy of the original (photocopy will be retained);
- the ID of the curator + 1 certified photocopy of the original (photocopy will be retained).

6. In case of holders unrepresented by Participant, who are natural persons who do not present themselves personally at the counter, but they empower another person, the payment of the sums of money will be made to their authorized agent, based on the following documents:

- special power of attorney certified by a notary comprising the empowerment to cash the money issued by no less than 3 years preceding the date on which payment is made, except the case in which the empowerment validity term of more than 3 years and it is available at date of payment + 1 certified photocopy of the original (photocopy will be retained);



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- the ID of the authorized agent + 1 certified photocopy of the original (photocopy will be retained).

7. The documents presented in a foreign language shall be accompanied by a certified translation into Romanian, and if issued by a foreign authority they should be apostilled or authenticated, as the case may require.

8. For natural persons, the amounts exceeding lei 10.000 shall be transferred into their bank account.

## Chapter III

### Non-resident natural/ legal persons

According to Law 227/2015 updated (and the Norms for the application of Law no. 227/2015 regarding the Fiscal Code), agreements of avoiding double taxation with respect to income and capital taxes for the application of provisions regarding the common tax system for shareholders residents of EU or EFTA member countries, the non-resident person is required to submit / send at the headquarters of THR MAREA NEAGRA SA his/ her tax residence certificate in original, issued by the competent authority of the state of residence. Tax residence certificate shall be personally filed at the registry of the headquarters of THR Marea Neagra SA of Mangalia, Str. Lavrion, nr. 29 (from Monday to Friday between 8:00 - 16:00) or can be mailed or sent in any form of courier receipt to the same address. If the shareholder does not present a certificate of tax residence, tax withheld is calculated by applying the rate of resident shareholders in force.

Payment option is the option expressed by non-resident shareholders who have an open account at the Participant and is communicated to the Central Depository by the Participant in the reporting of the date of registration effected in accordance with the applicable legal regime concerning:

a) payment of dividends by dividend withholding tax at the standard rate provided by the Romanian Fiscal Code in force on the **payment date**;

b) payment of dividends to the share dividend tax properly withheld under the avoidance of double taxation conventions, based on complete and accurate tax documents, submitted in advance by shareholder until the date of 31<sup>st</sup> of August 2020;

c) delaying payment of dividends to a later payment date, during 2020, in order to give the shareholders the possibility to benefit from more favourable tax provisions of avoidance of double taxation conventions, after submitting complete and correct tax documents. Net dividend payment shall be made within ten days from the date of receipt by THR Marea Neagra SA of accurate and complete supporting documents and any clarifications requested. In the case of shareholders for whom the Participants did not submit the supporting documents until the 19<sup>th</sup> of October 2020, the dividend payment will be made on the 1<sup>st</sup> of November 2020 with withholding tax rate on standard dividends in force provided by the Romanian Fiscal Code.

Requests for transfer of dividends in bank account should be sent to the address: Central Depository S.A. - Bucharest, Bulevardul Carol I, nr. 34-36, District 2, etaj 8, postal code 020922, phone no. 021.408.58.56 / 021.408.59.23.

All above requests shall contain the email and phone number on which shareholders or intermediaries can be contacted, as applicable, in the event of clarification.



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We mention that following the analysis of the requests of dividend payment and the documentation received, the Central Depository S.A. and THR Marea Neagra S.A. (for certificates of tax residence) reserve the right to request additional documents.

## Chapter IV

In the case of deceased shareholders the dividends are to be paid at the request of successors by bank transfer or cash only after the heirs previously requested the payment to the Central Depository S.A. and the recording in the shareholders register was made regarding the transfer of shares as a result of succession.

## Chapter V

Any change of data in the shareholders' registry (changes of name, address, identity data, etc.) is done only by the Central Depository S.A., headquartered in Bucharest, B-dul Carol I, nr. 34-36, District 2, et. 3, 8 and 9 at the request of the shareholder / entitled person.

Further information on the procedure of payment of dividends may be requested from:

- Central Depository S.A., based in Bucharest, B-dul Carol I, nr. 34-36, District 2, et. 3, 8 and 9; telephone no. 021.408.58.56 / 021.408.59.23, e-mail: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro);
- THR Marea Neagra S.A., based in Mangalia, Str. Lavrion, nr. 29 (from Monday to Friday between 10.00 - 14.00); telephone no. 0241752452 or email: [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).