



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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Call
of the Ordinary General Meeting of Shareholders
TTS (TRANSPORT TRADE SERVICES) S.A.

The Board of Directors of TTS (TRANSPORT TRADE SERVICES) S.A. Bucharest, registered at ORC Bucharest under no. J40 / 296/1997, C.U.I. 9089452 (“the Company”), according to the decision of the Board of Directors of the Company dated March 28, 2024, in accordance with art. 117 of Law no. 31/1990 regarding the companies, with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions (hereinafter referred to as “Law no. 24/2017”), with the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations (hereinafter referred to as “FSA Regulation no. 5/2018”), as well as with the provisions of the Company’s articles of incorporation,

CALLS

Ordinary General Shareholders Meeting of the Company (hereinafter referred to as “OGSM” or “GSM”) for April 30, 2024, at 10:00, at the registered office of the Company in Bucharest, Vaselor street, no. 27, for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A., at the end of April 16, 2024, established as the reference date (hereinafter referred to as the “Reference Date”).

In case of non-fulfillment of the statutory conditions or any other conditions of validity on the first date of the convocation indicated above, the GMS will be held on May 2, 2024, at the same time, in the same place, with the same agenda, for all registered shareholders. at the same Reference Date.

The Ordinary General Meeting of Shareholders will have the following items on the agenda:

1. Approval of the Annual Individual Financial Statements of TTS on the date and for the financial year ended December 31, 2023, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (“OMFP 2844/2016”), based on the Directors' Report for 2023 and the Independent Auditor's Report on the Individual Annual Financial Statements of TTS on and for the financial year ended December 31, 2023;

2. Approval of TTS's Consolidated Annual Financial Statements as of December 31, 2023, prepared in accordance with OMFP 2844/2016, based on the Directors' Report for 2023 and the Independent Auditor's Report on TTS's Consolidated Annual Financial Statements date and for the financial year ended December 31, 2023;



3. Approval of the proposal of the Board of Directors of TTS regarding the distribution of the net profit of the financial year 2023 and fixing the gross dividend related to the financial year 2023 to the value of 68,400,000 lei (“2023 Dividend”).
4. Approval of the discharge of the members of the Board of Directors of TTS for the financial year 2023.
5. Approval of TTS ' individual and consolidated revenue and expenditure budget for the financial year 2024,
6. Approval of TTS' individual and consolidated investment budget for 2024.
7. Submission of the Remuneration Report for Directors and Executive Directors of TTS, for the year 2023, to the advisory vote of the OGMS.
8. Approval of the extension of the mandate of the statutory auditor for a minimum period covering the auditing of the individual and consolidated annual financial statements of the Company for the financial years that will end on December 31, 2025 and December 31, 2026.
9. Approval of the remuneration level for statutory audit services at EUR 115,000/year without VAT for the years 2024, 2025 and 2026.
10. Approval of the following dates regarding the 2023 Dividend:

Ex-dates Dividend 2023:	May 24, 2024;
2023 Dividend Registration Date:	May 27, 2024;
Date of Dividend Payment 2023:	June 17, 2024;
11. Power of attorney of the Chairman of the GSM, Mr./Ms., With PNC [●], identified with [●], issued by [●], on [●], valid until [●], for signing on behalf of the shareholders all the Decisions adopted by the GSM and for fulfilling all legal formalities before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, including for fulfilling all the formalities for registering at the Trade Register Office the corresponding adopted by the GSM, in order to execute and record the decisions and decisions adopted, with the possibility of sub-mandate to third parties.

INFORMATION ON SHAREHOLDERS RIGHTS AND PARTICIPATION IN THE GSM

I. The right to participate in the GSM

All shareholders registered in the Register of Shareholders on the Reference Date have the right to participate in the GSM. Eligible shareholders may participate in the GSM, directly or through a representative:



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- By physical presence,
- By using the method of voting by mail
- ***By using the online electronic platform E-vote.***

II. Agenda information materials, forms and other information on the GSM

Information materials on the issues on the GSM agenda, special and general power of attorney forms, postal voting forms, draft decisions, instructions on registering shareholders on the E-voting platform and its use, as well as any other related information at the GSM will be made available to shareholders and will be available, starting with March 29, 2024, either from the Company's website or from the Company's registered office, every business day between 09:00 - 16:00.

III. Participation in the GSM through the representative

Shareholders may participate in the GSM through a representative. The representation of the shareholders may be made by persons other than the shareholders, based on a special power of attorney or a general power of attorney, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Representation proxies will be transmitted so that they will be received by the Company until April 26, 2024 at 23:59 hrs.

IV. The right of shareholders to introduce new items on the agenda of the GSM and to make proposals for decisions on the items on the agenda

One or more shareholders representing individually or together at least 5% of the share capital of the Company have the right to enter items on the agenda of the GSM, as well as to propose draft decisions for the items on the agenda of the GSM, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Proposals will be submitted so that they will be received by the Company by April 12, 2024 at 23:59 hrs.

V. The right of shareholders to ask questions on the GSM agenda

Each shareholder has the right to ask the Board of Directors questions in writing, before the date of the GSM, on the items on the agenda, in accordance with the provisions of art. 198 of the FSA Regulation no. 5/2018. The questions will be sent so that they will be received by the Company until April 26, 2024 at 23:59 hrs.

VI. The right of shareholders to vote by mail

Voting forms completed with voting options and relevant identification documents will be submitted so that the company can receive them by April 26, 2024 at 23:59 hrs.

This term is not applicable in case of participation in the GSM by using the electronic E-voting platform, the shareholders registered on the Reference Date being able to express their vote using this platform, both before and during the GSM meeting.



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The above provisions are completed with the provisions of the TTS GSM Regulation approved by the Board Decision no. 1 / 30.09.2021, available for consultation on the TTS Company website tts-group.ro in the section Investor Relations -> Corporate Governance -> Documents

Alexandru-Mircea MIHĂILESCU
Chairman of the Board of Directors