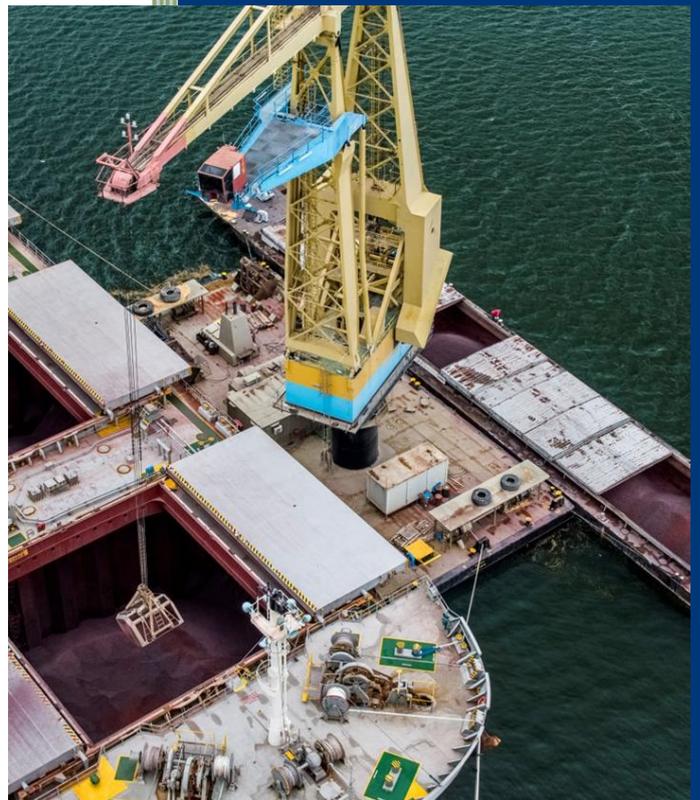


TTS – 2025

2025 annual report

TTS (Transport Trade Services) S.A.

[BVB: TTS](#)





Dear shareholders and investors,

The year 2025 confirmed that TTS operates in a sector where performance depends on the ability to rapidly adapt to changes in trade geography, cargo mix, and regional demand. Following the exceptional levels of activity generated by logistical disruptions in previous years, 2025 was, in essence, a continuation of the second part of 2024, but in a context where the imbalances between demand for logistics services and the existing overcapacity in the market intensified, against the backdrop of increasing uncertainties driven by the global economic and geopolitical situation.

These developments affected both transported and handled volumes, as well as asset utilization levels, with a direct impact on Group revenues and profitability.

The Danube river transport market continued to experience an acute demand deficit, mainly due to the disappearance of traditional cargo flows, raw materials for large metallurgical plants, which remained inactive. Mineral cargo flows on non-EU routes, although increasing, could not compensate for the loss of over 4 mil tons previously transported for plants in Romania.

Despite an exceptional summer agricultural harvest, large cargo flows available for river transport existed only in the third quarter, a period during which Danube water levels were continuously below those required for good navigability, with short periods when navigation was completely closed. Subsequently, export levels decreased substantially, and strong competition from land transport further reduced both transported volumes and market prices. Chemical products, especially cargo flows on non-EU routes, maintained their moderate growth trend, while the port operations services market was also impacted by reduced demand for specific services following the exit of Ukrainian grains from the market, with the substantial increase recorded in mineral products unable to offset the decline in the agricultural segment.

In the face of this shift in market conditions, our priority in 2025 was to recalibrate Group operational strategy to respond to the new realities. We acted directly on the cost base, the structure of assets used, and operational organization, aiming for the most efficient use of available resources. This involved, where appropriate, resizing assets used in operations, adjusting personnel to activity levels, reorganizing and optimizing certain processes, as well as subcontracting or internalizing activities depending on economic efficiency. At the same time, we continued to develop new cargo flows and attract new clients, in a much more challenging commercial environment, where these processes require time, consistency, and rigorous execution.

A key element of 2025 was maintaining investment discipline. Although the market environment remained unfavorable, we continued investments at a pace compatible with available liquidity and Group strategic priorities. The most relevant investment is the expansion of the Canopus terminal by

an additional 70.000 tons of capacity, a project of approximately EUR 23 mil, which will be completed before the start of the 2026 agricultural year. This investment contributes to strengthening Group operational profile and its ability to more efficiently capture cargo flows in a strategic logistics hub.

TTS Group continues to be well positioned to navigate this difficult period, due to its competitive advantages, a solid balance sheet supported by a low level of indebtedness, and strategic investments made in recent years, which provide the necessary resources to adapt to market changes and grow sustainably.

TTS strengthened its position and managed to expand its role in the river transport segment by increasing market share, although this was not an objective in itself, but rather a result of the activity performed.

Group is financially solid, recording consolidated EBITDA of over RON 93 mil in 2025, with a relatively low level of indebtedness at Group level. Loan repayments were made without delays, both at TTS level and at subsidiaries with bank financing. These elements are important not only as indicators of financial prudence, but also because they allowed Group to navigate a difficult year without compromising balance sheet flexibility and without suspending investments relevant for future competitiveness.

We believe that the integrated business model, adaptability, deep market knowledge, and strategic investments made in previous years enabled TTS, at Group level and especially at individual level, to maintain robust operational performance and resilience in the face of market challenges.

In the absence of exceptional catalysts, we see 2026 as a year of stabilization and strategic recalibration, in which TTS consolidates its positioning as an integrated regional logistics platform, with growth optionality depending on the agricultural cycle, regional trade dynamics, and efficient use of newly developed capacities. At this stage, we believe that Group competitive advantage will come less from simple volume exposure and more from operational integration, relevant infrastructure, and commercial discipline.

In relation to the capital market, we maintain our objective of increasing the liquidity of the share and strengthening investor confidence through clear, consistent, and relevant communication tailored to the needs of market participants. Honest and transparent communication is the way through which our efforts become known and appreciated by all investors, especially during difficult periods. The evolution of market capitalization, which increased by 14% in 2025, confirms that our approach to investor communication has delivered results. At the same time, the presence of TTS in the FTSE Russell Emerging Markets, MSCI, and BVB indices reflects the progress made in this direction and contributes to the company's visibility among institutional investors. From these perspectives, our priority remains to build credibility through execution, discipline, and transparency.

At the same time, 2025 was also an important year from the perspective of the maturation of the sustainability and reporting framework. TTS operates in a field where sustainability is simultaneously a reporting obligation, an efficiency criterion, and a structural advantage. Our company was prepared for sustainability reporting in accordance with the new standards, both in terms of taxonomy alignment and organizational capacity. The ESG rating assigned by the global provider Sustainalytics keeps us within the medium risk range. The fact that port operations in Constanța — a central strategic pillar of

Group activity — meet the main taxonomy criterion regarding substantial contribution to climate change mitigation, without causing harm to the other environmental objectives, confirms the structural compatibility of our business model with the transformation directions of the European economy.

We are confident that the Group's strength — reflected in the quality of its people, organization, strategic discipline, and asset base — will help us overcome current challenges and capitalize on new opportunities for sustainable growth, while further strengthening the Group's flexibility and resilience.

On behalf of the TTS team, I thank our shareholders and partners for their continued trust and support and invite you all to remain with us in 2026.

Best regards,
Ion STANCIU

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1. TTS and Group Activity in 2025

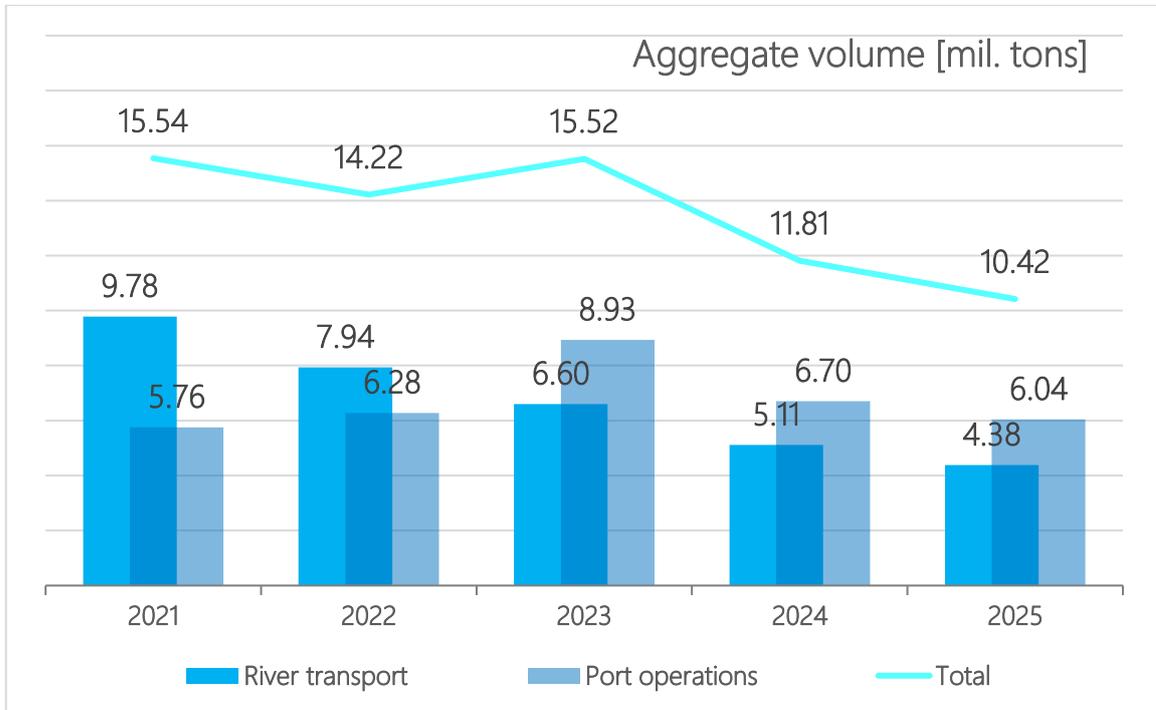
1.1. OPERATIONAL SUMMARY // MARKET CONDITIONS IN 2025

- 2025 represented for TTS Group a year of normalization of activity after the exceptional levels of demand and traffic generated by regional logistical disruptions in previous years. TTS performance was mainly influenced by the severe contraction of agricultural flows, against the backdrop of very weak demand for transport services in the Danube basin, as well as by a market environment characterized by pressure on volumes and cargo mix.
- At the same time, the mineral products segment – which recorded exceptional growth in 2025, together with the chemical products segment – which in turn recorded moderate growth, significantly offset the declines registered by the agricultural products segment, contributing to maintaining a relevant level of activity and supporting the utilization of TTS Group’s logistics and port infrastructure.
- TTS remains positioned as an integrated logistics platform on the Danube–Constanța corridor, combining river transport, port operations, and logistics services in a model that provides both growth optionality and resilience in a volatile environment.
- From an operational perspective, the structural configuration of operations remained unchanged, with port operations exceeding river transport in volume. The relative positioning of the two main operational segments highlights the strategic role of port operations in Group’s business model, especially in the context of a less favorable market environment.
- The aggregate cargo¹ volume decreased in 2025 by 1,39 million tons, reaching 10,42 million tons (-11,8% Δ 2025/2024). Port operations recorded a decrease of 0,66 million tons (-9,9% Δ 2025/2024), while river transport declined by 0,73 million tons (-14,3% Δ 2025/2024), this evolution being mainly driven by the reduced level of agricultural product flows.
- The decrease in volume of TTS Group’s port operations occurred against the backdrop of the general decline in traffic through the Port of Constanța, in particular the 10,7% decrease in solid bulk/general cargo traffic reported by C.N. Administrația Porturilor Maritime S.A. Constanța.

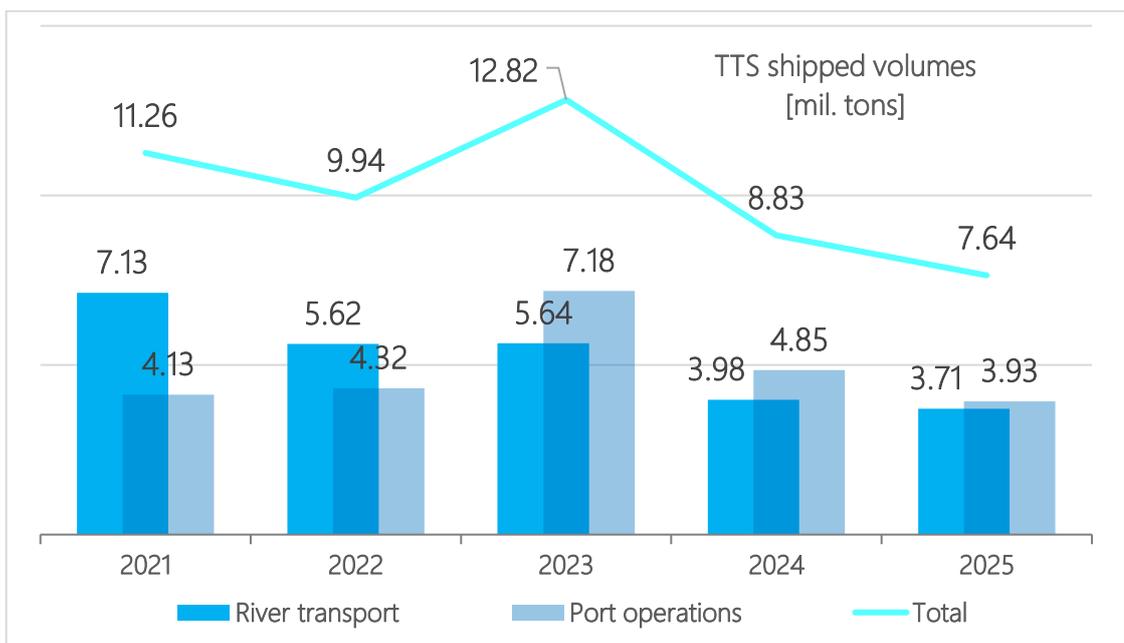
Aggregate volume – 2025

(million tons)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
River transport	4,38	5,11	▼ -14,3%	6,60	7,94	9,78	▼ -55,2%
Port operations	6,04	6,70	▼ -9,9%	8,93	6,28	5,76	▲ +4,9%
Total	10,42	11,81	▼ -11,8%	15,52	14,22	15,54	▼ -32,9%

¹ Excluding external subsidiaries of TTS (Transport Trade Services) GmbH. Vienna, PLIMSOLL Zrt. Budapest, Fluvius Kft. Budapest and Port of Fajsz Kft. Fajsz



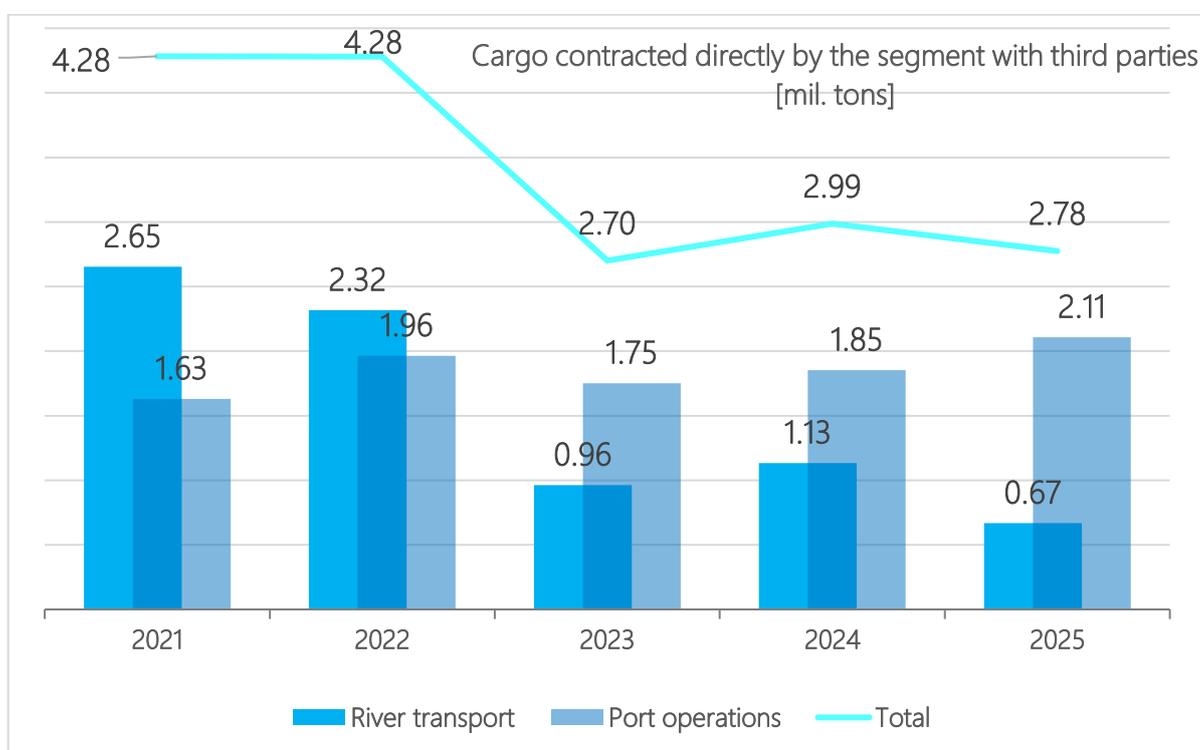
- From the perspective of contract structure, the **contraction** of aggregate volume **affected** the volume of cargo contracted and shipped by TTS (-1,18 mil. tons Δ 2025/2024) to a greater extent than the volume of cargo contracted directly by the operational segments with third parties (-0,22 mil. tons Δ 2025/2024). This evolution **highlights** the **strategic role** played by the **commercial autonomy of subsidiaries**, which have their own client bases, in Group’s business model, **especially** in the context of an unfavorable market environment.
- Thus, the volume of cargo shipped by TTS was 7,64 mil. tons (-13,4% Δ 2025/2024), with the decline in the port operations component (-18,9% Δ 2025/2024) being more pronounced than the decline in the river transport component (-6,7% Δ 2025/2024).



TTS shipped cargo – 2025

(million tons)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
River transport	3,71	3,98	▼ -6,7%	5,64	5,62	7,13	▼ -47,9%
Port operations	3,93	4,85	▼ -18,9%	7,18	4,32	4,13	▼ -4,7%
Total	7,64	8,83	▼ -13,4%	12,82	9,94	11,26	▼ -32,1%

- A different evolution was recorded by the volume of cargo contracted directly by the **Port Operations Segment**, which increased by 14% (+0,26 mil. tons Δ 2025/2024), in contrast with the decrease of 0,46 mil. tons in the volume of cargo contracted directly by the **River Transport Segment**, reflecting the higher degree of vertical integration of this segment.
- Under these conditions, the **volume of cargo contracted directly by the operational segments with third parties** was 2,78 mil. tons (-7,0% Δ 2025/2024).

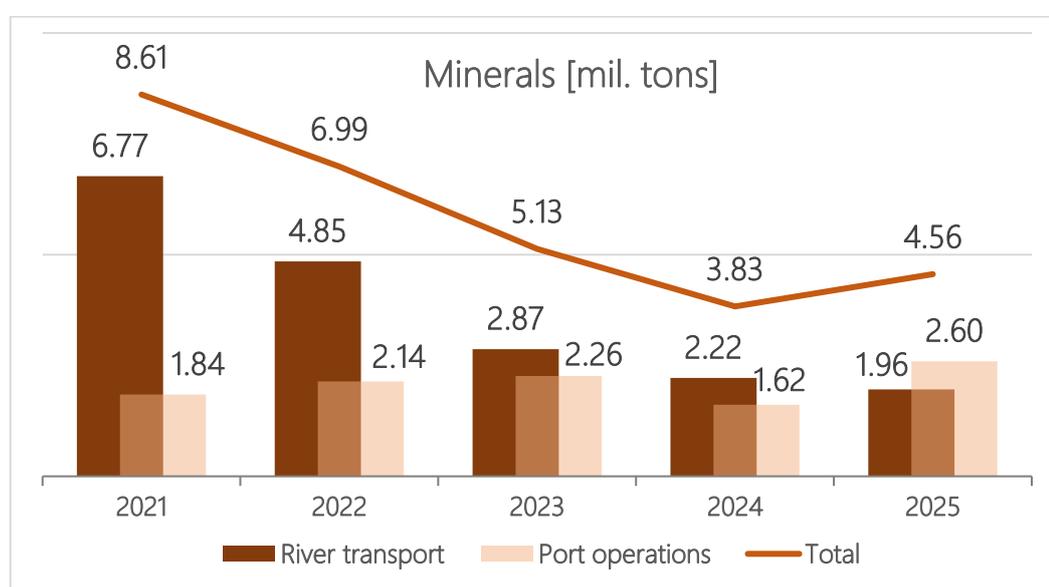


Cargo contracted directly by the segment with third parties – 2025

(million tons)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
River transport	0,67	1,13	▼ -41,1%	0,96	2,32	2,65	▼ -74,8%
Port operations	2,11	1,85	▲ +13,8%	1,75	1,96	1,63	▲ +29,3%
Total	2,78	2,99	▼ -7,1%	2,70	4,28	4,28	▼ -35,2%

1.2. MINERALS: EXCEPTIONAL GROWTH // CHEMICALS: MODERATE GROWTH // AGRICULTURAL PRODUCTS: SHARP DECLINE

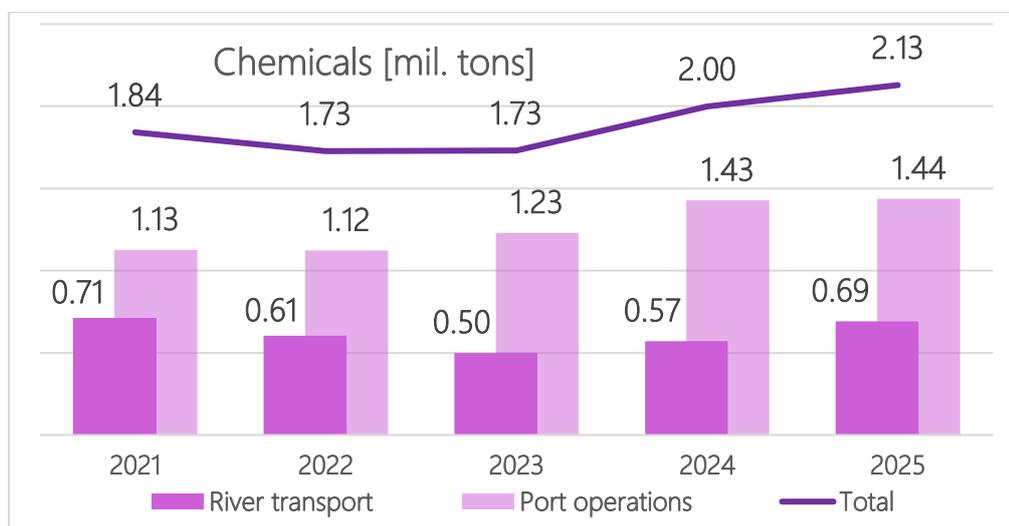
- Mineral product flows recorded the strongest performance in 2025, registering exceptional growth of +19,0%, with 2025 being the first year of growth after three consecutive years of decline. This evolution resulted from accessing new mineral cargo flows, with a significant contribution from the port operations of metallurgical products (rolled products) in Constanța through DECIROM, either directly or together with TTS Operator.
- The volume transported and operated by the Group reached 4,56 mil. tons, increasing by 0,73 mil. tons compared to 2024 (+19,0% Δ 2025/2024). The growth was driven by cargo volumes operated in ports (mainly the Port of Constanța), which reached 2,60 mil. tons (+60,7% Δ 2025/2024), while river-transported volumes amounted to 1,96 mil. tons (-11,5% Δ 2025/2024).



Minerals – 2025

(million tons)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
River transport	1,96	2,22	▼ -11,5%	2,87	4,85	6,77	▼ -71,0%
Port operations	2,60	1,62	▲ +60,7%	2,26	2,14	1,84	▲ +40,8%
Total	4,56	3,83	▲ +19,0%	5,13	6,99	8,61	▼ -47,1%

- Chemical product flows recorded more moderate growth, confirming the multi-year upward trend that began in the second half of 2023, following the acquisition of DECIROM.
- The total volume recorded in 2025 was 2,13 mil. tons (+6,5% Δ 2025/2024), driven almost entirely by transported volumes, which benefited from DECIROM's handling and storage capacities.



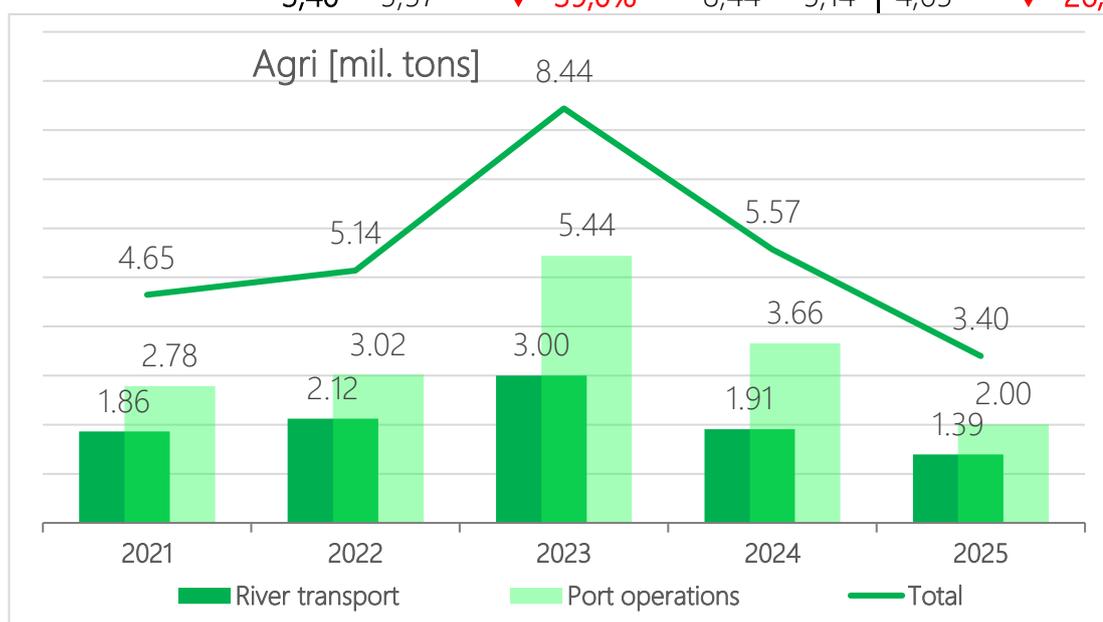
Chemicals – 2025

(million tons)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
River transport	0,69	0,57	▲ +21,1%	0,50	0,61	0,71	▼ -3,1%
Port operations	1,44	1,43	▲ +0,7%	1,23	1,12	1,13	▲ +27,5%
Total	2,13	2,00	▲ +6,5%	1,73	1,73	1,84	▲ +15,7%

- **Agricultural product flows** recorded the weakest performance compared to 2024. The aggregate volume of agricultural products was **3,40 mil. tons** (-39,0% Δ 2025/2024). The contraction of 2,17 mil. tons in volume is largely driven by the post-Ukrainian super-cycle market normalization process, as in the first half of 2024 TTS Group was still operating significant volumes of Ukrainian grain exported through the Port of Constanța

Agricultural products – 2025

(mil. tone)	2025	2024	Δ 2025 / 2024	2023	2022	2021	Δ 2025 / 2021
Transport pe cale fluvială	1,39	1,91	▼ -27,1%	3,00	2,12	1,86	▼ -25,2%
Operare portuară	2,00	3,66	▼ -45,2%	5,44	3,02	2,78	▼ -28,0%
Total	3,40	5,57	▼ -39,0%	8,44	5,14	4,65	▼ -26,9%



1.3. SUSTAINABILITY: ENERGY CONSUMPTION, CO₂ EMISSIONS, AVOIDED CO₂ EMISSIONS

- Energy consumption and the level of Scope 1 and Scope 2 CO₂ emissions of TTS Group recorded significant reductions in 2025, as a result of the stabilization of the Group's activity level following the Ukrainian super-cycle. At the same time, the Group recorded a **record level of avoided CO₂ emissions** as a result of the recovery through recycling of the steel obtained from the decommissioning of vessels taken out of operation.
- Thus, **energy consumption**² within the monitoring perimeter amounted to 681,6 TJ (-5,1% Δ 2025/2024), and **the level of Scope 1 and Scope 2**³ **CO₂ emissions was 49.320 tons** (-3,9% Δ 2025/2024).

TTS Group – Energy consumption and CO₂ emissions

	2025	2024	Δ 2025/2024
Total energy consumption [TJ]	681,6	718,1	-5,1%
Total Scope 1 and 2 CO ₂ emissions [tons]	47.391	49.320	-3,9%

- Starting from 2024, TTS monitors avoided⁴ CO₂ emissions as a result of steel recovery through recycling, the first publication of this indicator being included in the Sustainability Statement for 2025⁵
- The mechanism by which steel recycling contributes to avoiding the release of significant amounts of CO₂ into the atmosphere consists in its use as the main raw material in steel production in electric arc furnaces (SCRAP-EAF), thus replacing a significant quantity of iron ore and coal, the raw materials used in steel production in blast furnaces (BF-BOF).
- As a result, **the CO₂ emission factor of SCRAP-EAF⁶ steel (0,69 tons CO₂/ton of steel) is more than 3 times lower than the emission factor of BF-BOF steel (2,34 tons CO₂/ton of steel), the difference between them representing the value of CO₂ emissions avoided by recycling one ton of steel.**

² The full inventory of energy consumption, in accordance with ESRS E1 standard, is published in the Report of the Board of Directors on the 2025 Consolidated Financial Statements, section "10.13.5.1. Energy consumption and energy mix of TTS Group in 2025"

³ The full inventory of CO₂ emissions, in accordance with ESRS E1 standard, including the avoided CO₂ emissions, is published in the Report of the Board of Directors on the 2025 Consolidated Financial Statements, section "10.13.6.1. GHG emissions of TTS Group in 2025"

⁴ The detailed presentation, including methodological aspects, in compliance with ESRS 1 and the GHG Protocol - Technical Guidance for Calculating Scope 3 Emissions, is published in the Report of the Board of Directors on the 2025 consolidated financial statements, section "10.13.6.2. Avoided CO₂ emissions from steel recycling"

⁵ Section 10 of the Report of the Board of Directors on the 2025 consolidated financial statements

⁶ The emission factors for SCRAP-EAF and BF-BOF steel are published by worldsteel.org in the annual sustainability report [Sustainability Indicators Report 2025](#)

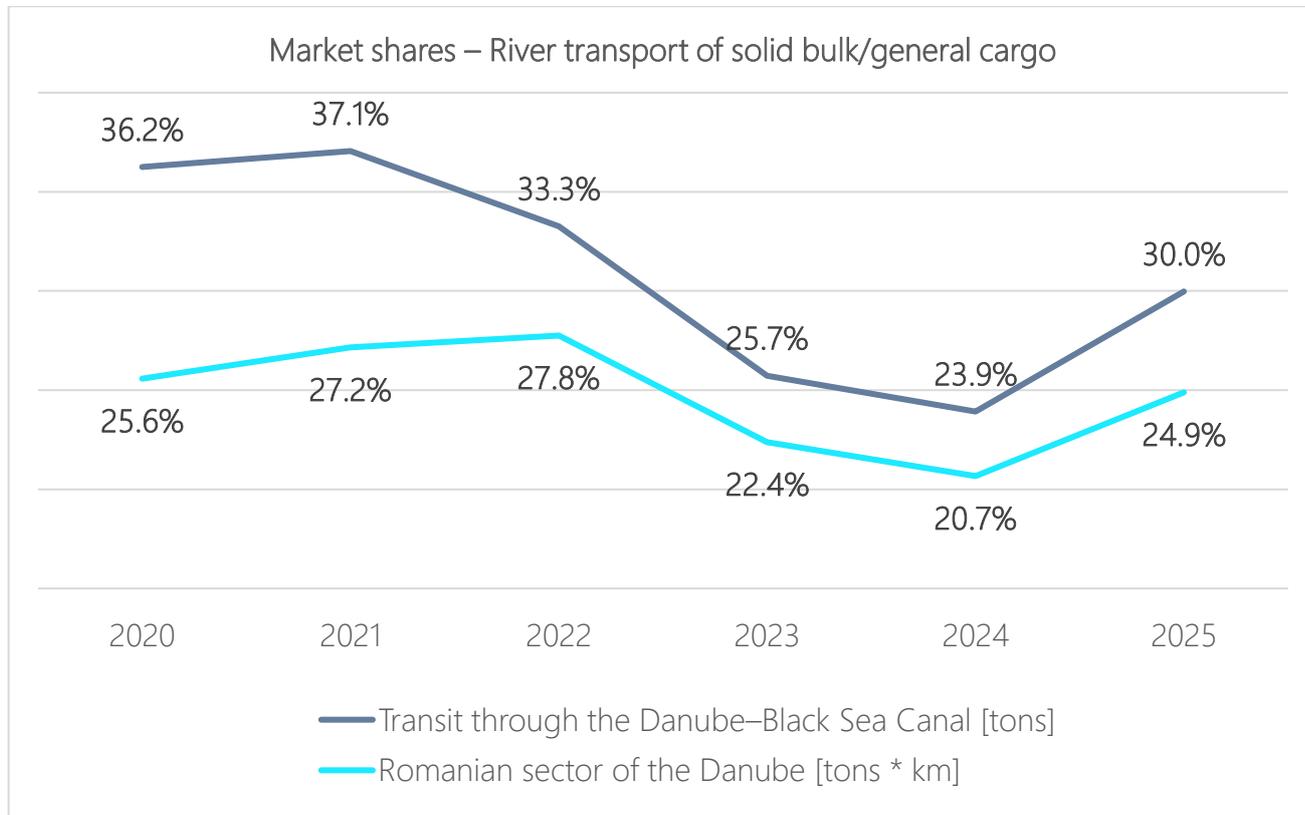
- Thus, avoided emissions from steel recycling in 2025 amounted to -19.348,9 tons CO₂ (+233,4% Δ 2025/2024)

TTS Group – Avoided CO₂ emissions

	2025	2024	Δ 2025 / 2024
Recycled steel quantity [tons]	11.726,6	3.517,7	
Avoided CO ₂ emissions from steel recycling [tons]	-19.348,9	-5.804,2	+233,4%

1.4. COMPETITIVE POSITIONING OF TTS GROUP IN MARKETS IN 2025

- Under very difficult market conditions, TTS Group's market shares recorded significant increases both in the **river transport services market on the Danube** and in the **port operations services market in Constanța**.
- Thus, TTS Group's share in the solid bulk/general cargo market segment reached **30,0%** of the volumes transiting the Danube–Black Sea Canal (▲+6,1% vs. 2024) and **24,9%** of the volumes transported on the Romanian sector of the Danube (▲+4,2% vs. 2024).
- This evolution was due to the fact that, compared to competitors, TTS Group coped significantly better with the unfavorable market conditions following the Ukrainian super-cycle in 2025, which demonstrates the resilience of TTS Group's integrated business model.



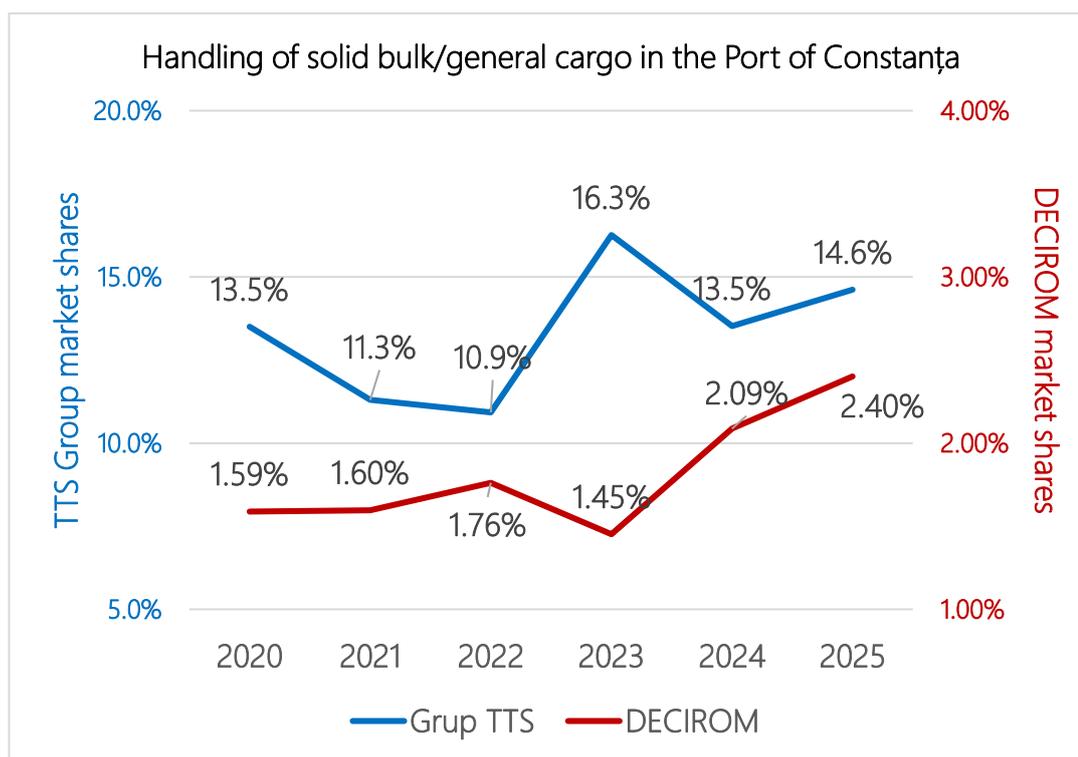
TTS Group market shares – River transport

	2025	2024	Δ (2025 - 2024)
Transit through the Danube–Black Sea Canal [tons]	30,0%	23,9%	▲+6.1%
Romanian sector of the Danube [tons * km]	24,9%	20,7%	▲+4.2%

• The indicators used by TTS to estimate TTS Group's share of the river transport services market on the Danube are as follows:

1. TTS Group's share of the volume of solid bulk/general⁷ cargo transiting the Danube–Black Sea Canal, measured in tons, based on data reported by the Danube–Black Sea Canal Administration, and
2. TTS Group's share of solid bulk/general cargo traffic on the Romanian sector of the Danube, measured in tons * km, based on data reported by INSSE.

• Regarding the port operations market in Constanța, TTS Group's share reached 14,6% of the solid bulk/general cargo volume transiting the Port of Constanța (+1,1% vs. 2024), of which 2,4% represents DECIROM's share (+0,31% vs. 2024).



Solid bulk/general cargo traffic in the Port of Constanța

	2025	2024	Δ (2025 - 2024)
TTS Group market share	14,6%	13,5%	+1,1%
DECIROM market share	2,40%	2,09%	+0,31%

⁷ Liquid bulk cargo and containerized cargo are not taken into account, segments in which TTS Group has limited activity

- The Group's market shares increased against the backdrop of a reduction of over 10% in solid bulk/general cargo traffic in the TTS Port of Constanța, a reduction that affected the Group's activity to a lesser extent compared to competitors.
- For assessing the share in the port operations services market in Constanța, TTS uses the Group's share of the volume of solid bulk/general cargo transiting the Port of Constanța, based on traffic data published by the Constanța Port Administration.

1.5. SUMMARY OF INDIVIDUAL AND CONSOLIDATED FINANCIAL RESULTS

- The evolution of profitability indicators in 2025 indicates a **stabilization of market conditions and a normalization of the market at lower levels**, following the post-Ukrainian super-cycle compression.
- TTS Group recorded in 2025 **revenues of RON 651,3 million** (-11,2% Δ 2025/2024), **EBITDA of RON 93,4 million** (-33,1% Δ 2025/2024), and a consolidated loss of RON 10,5 million (-149,4% Δ 2025/2024).

(RON mil.)	2025	2024	Δ 2025 / 2024
Revenues	651,3	733,8	▼-11,2%
Operating result	93,4	139,6	▼-33,1%
Net profit	7,0	36,1	▼-80,5%
EBITDA	-10,5	21,3	▼-149,4%

- Under these conditions, **consolidated net assets as at 31.12.2025 amounted to RON 1.016 mil., decreasing by RON 38,2 mil.** (-3,6% Δ 2025/2024). The level of liabilities was RON 313,2 mil., increasing by RON 92,2 mil. The increase in the balance of borrowed amounts was the result of the loan contracted for the expansion of the CANOPUS terminal and the recognition as fixed assets of right-of-use assets related to long-term lease contracts specific to port operations, following the application of IFRS 16. **The total value of Group assets was RON 1.330,1 mil., increasing by RON 54,1 mil.** compared to 31.12.2024 (+4,7% Δ 2025/2024).

TTS Group – Balance – 2025

(RON mil.)	31.12.2025	31.12.2024	Δ 2025 / 2024
Total assets	1.330,1	1.276,0	▲+4,2%
Total liabilities, from which	313,2	221,0	▲+41,7%
Loans	204,0	111,2	▲+83,5%
Net assets	1.016,9	1.055,1	▼-3,6%

- TTS recorded in 2025 revenues of RON 410,7 million (-15,2% Δ 2025/2024), a net profit of RON 28,9 million (-53,4% Δ 2025/2024) and an EBITDA of RON 41,9 million (-40,0% Δ 2025/2024).

TTS – Profit and Loss –2025

(mil. RON)	2025	2024	Δ 2025 / 2024	2023
Revenues	410,7	484,3	▼ -15,2%	904,5
EBITDA	41,9	69,8	▼ -40,0%	161,8
Operating result	34,1	62,4	▼ -45,3%	157,6
Net profit	28,9	62,0	▼ -53,4%	151,4

- Under these conditions, TTS net assets as at 31.12.2025 amounted to RON 360,7 million (+0,3% Δ 2025/2024), against a backdrop of an almost equal reduction in assets (RON -3,6 million, respectively -14,5% Δ 2024/2023) and liabilities to RON 110,8 million (RON -4,5 million, respectively -4,1% Δ 2025/2024).

TTS – Balance sheet – 2025

(mil. RON)	2025	2024	Δ 2025 /2024
Total assets	467,0	470,6	▼ -0,8%
Total debt, out of which	106,3	110,8	▼-4,1%
Loans	43,4	45,6	▼-4,8%
Net assets	360,7	359,8	▲+0,3%

1.6. INVESTMENTS MADE IN 2025

- Total investments in tangible fixed assets of TTS Group in 2025 amounted to RON 131,0 mil. (-9,6% Δ 2025/2024), with the largest share represented by investments in the river transport segment, amounting to RON 19,6 mil. (-80,7% Δ 2025/2024), and in the port operations segment, amounting to RON 107,7 mil. (+248,0% Δ 2025/2024).

Investments 2025

(mil. RON)	2025	2024	Δ 2025/2024
River Transport Segment	19,6	101,4	▼-80,7%
Port Operations Segment	107,7	36,5	▲+248,0%
Support Activities and other investments	3,7	7,0	▼-47,1%
Total	131,0	144,9	▼-9,6%

- By destination, RON 110,9 mil. represented development investments (of which RON 105,0 mil. were invested in the port operations segment, mainly in the Canopus Star and DECIROM terminals), and RON 19,9 mil. represented maintenance investments, mainly in fleet maintenance (RON 17,0 mil.).

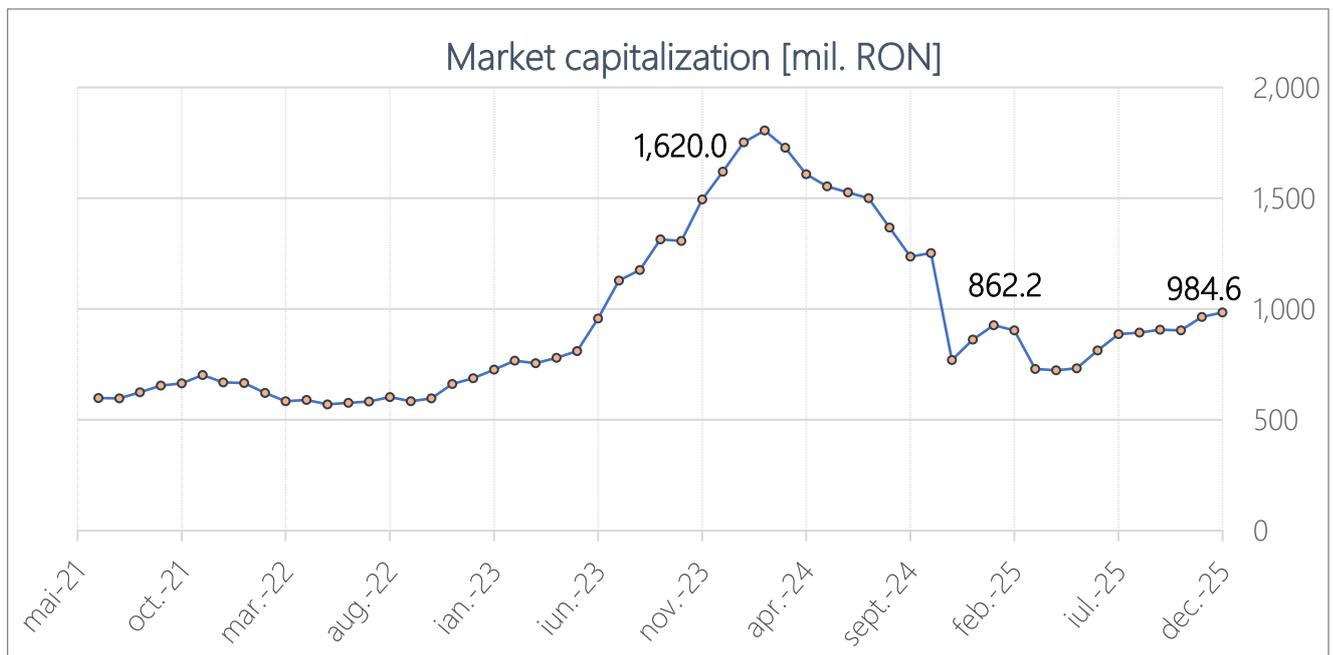
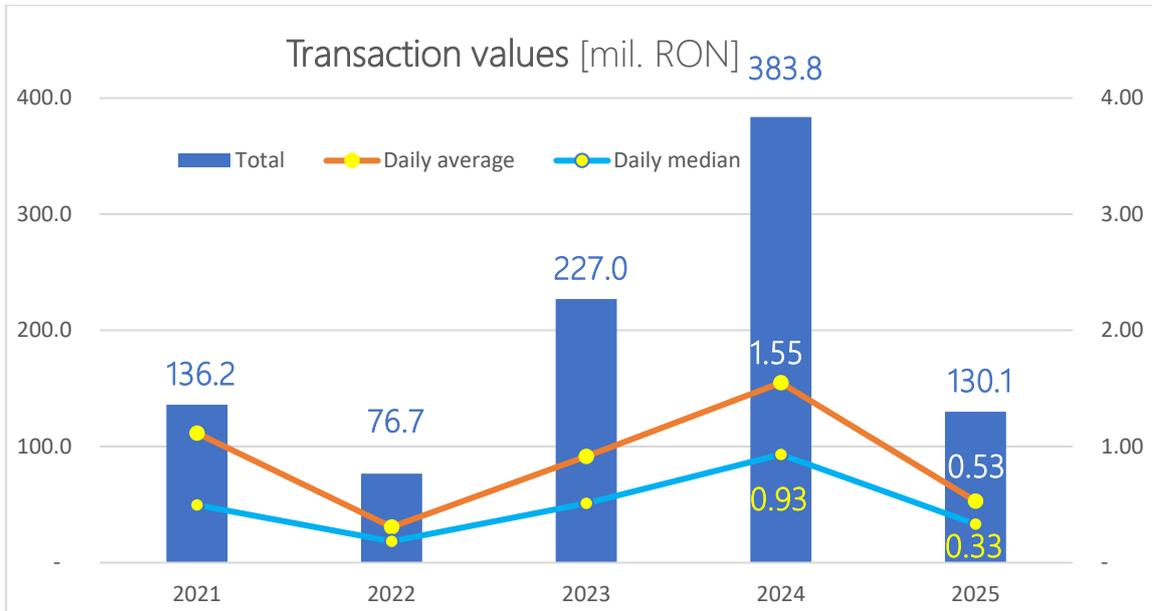
1.7. 2025 DIVIDENDS

- The proposal of TTS Board of Directors, subject to approval by the O-GSM convened on 30.04.2026, is to distribute dividends in a total gross amount of RON 13.500.000, representing **46,7%** of the individual net profit of RON 28.855.162 recorded in 2025.
- The evolution over time of dividends distributed by TTS was as follows:

	2020	2021	2022	2023	2024	2025
Net profit [RON]	29.799.807	32.610.965	81.189.859	151.354.834	61.981.397	28.855.162
Dividend [RON]	16.200.000	17.850.000	33.000.000	68.400.000	27.900.000	13.500.000
Dividend rate	54,4%	54,7%	40,6%	45,2%	45,0%	46,7%
Dividend per share	RON 0,55	RON 0,2975	RON 0,55	RON 1,14	RON 0,155	RON 0,075

1.8. TTS SHARE PERFORMANCE: RECOVERING MARKET CAPITALIZATION, DECLINING LIQUIDITY

- The market capitalization of TTS shares increased in 2025 by RON 122,4 mil. (+14,2% Δ 31.12.2025/31.12.2024), from RON 862,2 mil. (closing price as at 31.12.2024) to RON 984,6 mil. (closing price as at 31.12.2025).
- The annual liquidity of TTS shares in 2025 was RON 130,1 mil. (-66,1% Δ 2025/2024), with a daily average of RON 0,53 mil. (-65,8% Δ 2025/2024) and a daily median of RON 0,33 mil. (-64,4% Δ 2025/2024).
- TTS shares met in 2025 the criteria for maintaining inclusion in FTSE indices, with the median daily traded volume exceeding the index maintenance threshold in 8 out of 12 months.



2. OUTLOOK 2026

In 2026, TTS market context will be influenced not only by volume dynamics, but also by a deeper shift in competitive logic in river transport and port operations in the region: **the competition model is evolving from "scale competition" to "efficiency and integration competition"**. In this framework, TTS strategic relevance will increasingly depend on its ability to select higher-yield flows, to use transport, handling and storage assets in an integrated manner, and to more efficiently monetize investments made in fleet and port capacities.

The market relevant for TTS is expected to remain characterized by uneven volume recovery, continued pressure on tariffs, and the persistence of significant exogenous risks, particularly those related to the regional and global geopolitical context and hydrology.

We consider that the relevant trends for 2026 — partial recovery of regional agricultural flows, reconfiguration of certain fertilizer and chemical product flows, more active European support for the metals sector, as well as the increasing focus on inland navigation modernization — favor operators with operational discipline, commercial flexibility, and integrated logistics capabilities. In this context, TTS is well positioned to mark the transition to a new operational equilibrium:

1. **The integrated model (transport + port operations + logistics) becomes the main competitive advantage** – especially through leveraging DECIROM assets and the Danube–Constanța network
2. **The quality of results will be determined by operational discipline** – fleet utilization, cost control, and flow selection will be decisive.

MACRO AND MARKET FRAMEWORK

The analysis of the European grain market confirms that the reopening of direct maritime routes through the Black Sea has already reduced Danube traffic associated with Ukrainian exports, and for 2026 there is no solid basis for building a central scenario on the resumption of these volumes through Constanța.

From a strategic perspective, this shifts TTS center of gravity:

- from exploiting an exceptional, geopolitical-driven flow,
- towards consolidating a more robust model, based on anchored regional flows, industrial contracts, and logistics integration.

The outlook for 2026 is defined by three structural factors:

(i) Partial recovery in agriculture, but with a seasonal profile

At EU level, total cereal production in MY 2025/26 is estimated to recover compared to the previous season, following the impact of adverse weather in 2024/25, although for Romania and Bulgaria corn remained affected by severe drought conditions.

Strategic implication for TTS: 2026 supports a *“H2-weighted recovery”* dynamic, with lower volumes in the first part of the year and a visible recovery after the summer harvest, respectively a year with **modest commercial front-loading and accelerated monetization in the second half**, requiring:

- commercial flexibility,
- discipline in fleet positioning,
- rapid response capacity in ports, and
- prioritization of contracts that allow capturing the seasonal peak without locking assets into suboptimal use in H1.

(ii) Divergent demand in the minerals segment

In March 2025, the European Commission launched the **European Steel and Metals Action Plan**, with measures aimed at supporting sector competitiveness, including CBAM revision and strengthening trade protection for the European steel and metals industry. The Commission also reinforced protection measures for the European steel sector in 2025.

For TTS, the relevant signal is that the minerals segment will be characterized by divergent demand:

- **intra-EU flows**, where demand remains affected by industrial transition and inconsistencies in European industrial policy
- **extra-EU / trade-related flows**: potential for growth, with favorable trading windows.

Strategically, for 2026, TTS treats the minerals segment as a **tactical growth option**, not as the primary foundation of the budget.

(iii) Reconfigurations in the chemical products segment

In 2025, the EU adopted new tariffs for agricultural products and certain fertilizers from Russia and Belarus, applicable from 1 July 2025; for the targeted fertilizers, the scheme includes an ad valorem tax and a per-ton levy that increases gradually during the transition period. The EU explicitly indicates that the measure aims to reduce dependence on these imports.

For TTS, the strategic implication is not necessarily a linear increase in volumes, but rather a possible **reconfiguration of sourcing and logistics routes** for chemical products and agricultural inputs. Thus, 2026 may become a year in which the company strengthens its position in these relationships through better integration of port operations with transport and the use of storage capabilities.

OPERATIONAL MODEL – KEY DIRECTIONS

Volumes

- **H1 2026**: levels in line with 2025
- **H2 2026**: recovery supported by agriculture
- **Minerals**: moderate growth (main driver of volume stabilization)

Overall, the base scenario indicates:

- **stabilization vs. 2025**, with slight growth possible depending on the agricultural harvest

Activity mix

A structural recalibration is observed:

- reduced dependence on opportunistic flows (e.g. Ukraine)
- increasing importance of:
 - regional agricultural flows
 - stable industrial contracts
 - integrated services through the **DECIROM** platform

Operational efficiency

Critical elements for 2026 are:

- optimizing fleet utilization through **smaller but bidirectional flows (full/full)**
- increasing the role of port operations in the mix (more stable margins)
- using ports and storage capacities also as operational hedging tools, not only as revenue sources.

INVESTMENTS AND CAPACITY

The completion of investments started in 2024–2025 (with impact extending into 2026) will support a strategic transition towards an **integrated logistics platform**, through:

- increasing port capacity (especially Constanța)
- improving fleet efficiency
- expanding integrated logistics capabilities

In the absence of exceptional catalysts, 2026 should be interpreted as **a year of stabilization and strategic recalibration**, in which TTS Group consolidates its positioning as an **integrated regional logistics platform**, with growth optionality depending on:

- the agricultural cycle
- regional trade dynamics
- efficient utilization of newly developed capacities

3. RISK FACTORS REGARDING GROUP ACTIVITY IN 2026

A major risk factor is the Gulf war, which has already led to a surge in fuel prices, with spillover effects on raw material prices (of interest for TTS Group being primarily the price of steel, a raw material for our shipyards) and may generate significant distortions in the chemical fertilizers market and, consequently, in agricultural product markets.

While TTS Group can mitigate part of the negative impact of diesel prices through standard contractual clauses in long-term contracts, the effects of the Gulf war on fertilizer and agricultural flows depend on the duration of the war, the level of destruction of fertilizer production capacities in the Gulf (among the largest in the world), and the level at which US and EU sanctions against Russia will be maintained.

The year 2025 recorded **long periods of relatively low Danube water levels**, being the weakest year in terms of navigability in the last ten years. Under these conditions, the risk that Danube water levels will affect TTS Group's activity in 2026, both in terms of cargo volumes transported and economic efficiency, is increasing. Weather conditions may also affect activity in terms of demand for river transport and port operation services, volumes of agricultural products handled and transported, if episodes of acute drought occur during critical periods for crops, as happened in 2024.

Another important source of uncertainty is the **policies of the European Commission**, with effects on heavy industry and the chemical fertilizers industry, particularly regarding customs tariffs. These policies may lead either to increases or decreases in volumes, but at this point there are no signs that 2026 will bring substantial changes from the Commission beyond the declarative level.

TTS Group's activity may also be affected by the **regional and global geopolitical situation** characterized by a high degree of instability, which may influence the performance of regional economies and the level of demand for services related to cargo flows in the markets where TTS Group operates. The temporary abandonment of negotiations regarding the end of the war in Ukraine and

the normalization of US–Russia relations is a negative factor, contributing to increased instability, but it is unclear at this stage what effects this will have on economic conditions in the region, even in a positive scenario of war cessation. At the same time, the prolongation of the Gulf war is a factor that may lead to more severe consequences than those of the war in Ukraine.

4. Operations

4.1. General Overview

The physical indicators achieved by the TTS Group in 2025 are as follows:

Operations ⁸ – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
River transport	4,38	5,11	▼ -13,1%
Port operations	6,04	6,70	▼ -28,2%
Total	10,42	11,81	▼ -21,9%

Freight – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	3,40	5,57	▼ -39,0%
Minerals	4,56	3,83	▲ +19,0%
Chemical products	2,13	2,00	▲ +6,5%
Others	0,33	0,41	▼ -19,3%
Total	10,42	11,81	▼ -11,8%

River transport activity overall recorded a decrease of 0,73 mil. tons compared to 2024, being mainly affected by the reduced volume of agricultural product flows (-0,52 mil. tons Δ 2025/2024), and to a lesser extent by the decline in mineral flows (-0,26 mil. tons Δ 2025/2024).

River transport– 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,39	1,91	▼ -27,1%
Minerals	1,96	2,22	▼ -11,5%
Chemical products	0,69	0,57	▲ +21,1%
Others	0,33	0,41	▼ -19,3%
Total	4,38	5,11	▼ -14,3%

Port operations activity was also significantly affected by the reduced agricultural product flows, which decreased by 1,66 mil. tons compared to 2024, partially offset by the nearly 1 mil. ton increase in the combined flows of mineral and chemical products.

⁸ The volume statistics do not include the contribution of the external subsidiaries TTS (Transport Trade Services) GmbH. Viena și PLIMSOLL Zrt. Budapesta

Port operations– 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	2,00	3,66	▼ -45,2%
Minerals	2,60	1,62	▲ +60,7%
Chemical products	1,44	1,43	▲ +0,7%
Total	6,04	6,70	▼ -9,9%

In response to the low level of demand for transport services, TTS subcontracted a higher volume of cargo within the Group, with the share of intra-group contracts reaching 83,6% in 2025, compared to 77,1% in 2024.

Structure of river transport contracts – 12 months 2025

(cargo volume – million. tons)	12M 2025	12M 2024	Δ 2025/2024
Contracts concluded by the Shipping Segment ⁹ with third parties	0,05	0,04	▲ +35,3%
Direct contracts of the River Transport Segment ¹⁰	0,67	1,13	▼ -41,1%
Contracts concluded by the Shipping Segment with the River Transport Segment (intra-group)	3,66	3,94	▼ -7,1%

In the case of the Port Operations segment, the share of intra-group contracts decreased from 56,0% in 2024 to 37,7% in 2025, as a result of the significant increase in volumes operated with third parties, mainly mineral cargo for which TTS Group does not have dedicated port handling facilities.

Structure of port operations contracts – 12 months 2025

(cargo volume – million tons)	12M 2025	12M 2024	Δ 2025/2024
Contracts concluded by the Shipping Segment with third parties	1,65	1,10	▲ +50,0%
Direct contracts of the Port Operations Segment ¹¹	2,11	1,85	▲ +13,8%
Contracts concluded by the Shipping Segment with the Port Operations Segment (intra-group)	2,28	3,75	▼ -39,1%

⁹ The Shipping Forwarding segment does not include the external subsidiaries TTS (Transport Trade Services) GmbH. Viena și PLIMSOLL Zrt. Budapesta

¹⁰ The River Transport segment does not include the subsidiary Fluvius Kft. Budapesta.

¹¹ Port Operations Segment does not include the subsidiary Port of Fajsz Kft. Fajsz

4.2.Shipping Segment

The Expedition segment recorded a total volume of 7,64 mil. tons (-1,19 mil. tons Δ 2025/2024). The contraction in volumes was driven exclusively by reduced agricultural product volumes, down by 2,23 mil. tons, which affected the port operations component to a greater extent (-1,73 mil. tons Δ 2025/2024) than the river transport component (-0,5 mil. tons Δ 2025/2024). Mineral volumes increased significantly in the port operations component (+0,83 mil. tons Δ 2025/2024), as a result of cargo flows contracted by TTS but operated by third parties, and to a lesser extent in the river transport component (+0,09 mil. tons Δ 2025/2024).

Shipping Segment – Goods transported by river – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,39	1,89	▼ -26,5%
Minerals	1,63	1,52	▲ +7,1%
Chemical products	0,69	0,57	▲ +22,3%
Total	3,71	3,98	▼ -6,7%

Shipping Segment – Goods operated in ports – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,02	2,75	▼ -62,8%
Minerals	1,99	1,17	▲ +70,3%
Chemical products	0,92	0,93	▼ -1,1%
Total	3,93	4,85	▼ -18,9%

4.3.River Transport Segment

The River Transport segment recorded a volume of 4,33 mil. tons, lower by 0,74 mil. tons compared to 2024 (-14,7% Δ 2025/2024), being affected both by the normalization of demand for agricultural product transport services and by the lack of demand for mineral cargo services destined for Romanian metallurgical plants.

River Transport Segment - Volumes - 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,37	1,91	▼ -27,9%
Minerals	1,93	2,18	▼ -11,3%
Chemical products	0,69	0,57	▲ +20,0%
Others	0,33	0,41	▼ -19,3%
Total	4,33	5,07	▼ -14,7%

River Transport Segment – Goods route completed – 12 months 2025			
(billion tons * km)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	0,679	1,002	▼ -32,2%
Minerals	1,494	1,464	▲ +2,0%
Chemical products	0,538	0,424	▲ +26,9%
Total	2,711	2,890	▼ -6,2%

4.4.Port Operations Segment

A similar but more pronounced evolution was recorded by the Port Operations segment, which registered a volume of 4,39 mil. tons, 1,21 mil. tons lower than the volume recorded in 2024 (-21,6% Δ 2025/2024).

Port Operations Segment – Volumes – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	2,00	3,59	▼ -44,1%
Minerals	0,95	0,58	▲ +62,5%
Chemical products	1,44	1,43	▲ +0,7%
Total	4,39	5,60	▼ -21,6%

5. Market share 2020 - 2025

5.1. River Transport

TTS Group Market Shares - River transport of bulk solid cargo

	2020	2021	2022	2023	2024	2025
Transit through the Danube – Black Sea Canal [tons]	36,2%	37,1%	33,3%	25,7%	23,9%	29,0%
Romanian sector of the Danube [tons * km]	25,6%	27,2%	27,8%	22,4%	20,7%	24,9%

5.2.Port Operations in Constanța

TTS Group market shares – Solid bulk/general cargo traffic in the Port of Constanța

	2020	2021	2022	2023	2024	2025
TTS Group market share	13,5%	11,3%	10,9%	16,3%	13,5%	14,6%
DECIROM market share	1,59%	1,60%	1,76%	1,45%	2,09%	2,40%

6. Sustainability Indicators

6.1. Energy¹² Consumption and Energy Intensity

TTS Group – Energy Consumption [TJ]					
	2021	2022	2023	2024	2025
Fossil fuels	939,3	792,6	789,7	692,5	656,4
Electricity	17,5	19,8	22,2	25,6	25,2
Total	956,9	812,4	811,9	718,1	681,6

TTS Group – Energy Intensity					
	2021	2022	2023	2024	2025
Energy consumption [TJ]	956,9	812,4	811,9	718,1	681,6
Consolidated revenues [million RON]	598,8	934,4	1.161,1	733,8	651,3
Consolidated revenues [million USD]	143,9	199,3	253,8	159,6	145,9
Energy intensity [TJ/million RON]	1,60	0,87	0,70	0,98	1,05
Energy intensity [TJ/million USD]	6,65	4,08	3,20	4,50	4,67

6.2. CO₂ Emissions¹³ and CO₂ Emissions Intensity

TTS Group – CO ₂ Emissions [tons]					
	2021	2022	2023	2024	2025
Scope 1	69.817	59.492	58.015	48.095	46.134
Scope 2	1.059	1.226	542	1.226	1.257
Total	70.875	60.718	58.557	49.320	47.391

TTS Group – CO ₂ Emissions Intensity (Scope 1 și Scope 2)					
	2021	2022	2023	2024	2025
CO ₂ emissions - Scope 1 și Scope 2 [tons]	70.875	60.718	58.557	49.320	47.391
Consolidated revenues [million RON]	598,8	934,4	1.161,1	733,8	651,3
Consolidated revenues [million USD]	143,9	199,3	253,8	159,6	145,9
CO₂ emissions intensity - Scope 1 și Scope 2 [tons/mil. RON]	118,4	65,0	50,4	67,2	72,8
CO₂ emissions intensity - Scope 1 și Scope 2 [tons/mil. USD]	492,4	304,7	230,7	309,1	324,8

¹² The full inventory of energy consumption, in accordance with ESRS E1 standard, is published in the Report of the Board of Directors on the 2025 Consolidated Financial Statements, section "10.13.5.1. Energy consumption and energy mix of TTS Group in 2025"

¹³ The full inventory of CO₂ emissions, in accordance with ESRS E1 standard, is published in the Report of the Board of Directors on the 2025 Consolidated Financial Statements, section "10.13.6.1. GHG emissions of TTS Group in 2025"

6.3. Workplace Safety Incidents and Workplace Accidents

TTS Group – Workplace Safety Indicators

	2021	2022	2023	2024	2025
Total employee working hours [million working hours]	2,31	2,42	2,95	2,86	2,65
Number of workplace accidents	7	7	10	3	5
TRIR – Total Recordable Incident Rate [number of workplace safety incidents / 1,000,000 working hours]	3,03	2,89	3,39	1,05	1,73

7. INVESTMENTS IN FLEET, PORT OPERATING CAPACITIES 2021–2025

TTS Group invested RON 838,4 mil. in the period 2021–2025 in projects aligned with the strategic investment directions presented in the listing Prospect on the Bucharest Stock Exchange:

	2021	2022	2023	2024	2025	Total
Fleet investments	66,3	85,1	128,2	100,0	18,0	397,6
Investments in Danube ports	12,1	10,1	21,0	2,4	1,4	47,0
Investments in Constanța port	15,0	14,2	85,7	34,2	106,5	255,6
Acquisition of DECIROM	-	-	132,8	-	-	132,8
Investments in photovoltaic parks	-	1,8	-	-	-	1,8
Total	93,4	111,2	367,8	136,5	125,9	834,8

Fleet Investments: RON 379,5 million, and consisted of RON 217,6 million in maintenance investments and RON 161,9 million in expansion investments:

Fleet Investments						
[RON million]	2021	2022	2023	2024	2025	Total
Maintenance investments	40,3	54,9	59,9	62,5	17,1	234,7
Expansion investments	26,0	30,2	68,3	37,5	0,9	162,9
Total	66,3	85,1	128,2	100,0	18,0	397,6

The main expansion investment categories were as follows:

[RON million]	2021	2022	2023	2024	2025	Total
Acquisition of transport capacities	1,4	11,7	38,3	6,6	0,6	58,7
Construction of new vessels	-	-	18,1	25,4	0,0	43,6
Modernization and capacity increase of Type 2000 units	5,0	4,0	1,8	-	0,0	10,8
Covering 32 Type 3000 and Europa 2B units	5,2	2,1	4,5	4,3	0,2	16,3
Modernization of auxiliary vessels and cranes	14,0	10,0	2,1	-	0,0	26,1

The investments in Danube ports amounted to RON 47,0 million, distributed as follows

	2021	2022	2023	2024	2025	Total
Galați	1,7	2,1	-	-	-	3,7
Brăila	1,0	0,4	4,5	-	-	5,9
Oltenița	5,6	0,0	-	0,1	-	5,7
Giurgiu	0,6	5,6	14,0	0,7	-	20,9
Other investments	3,2	2,0	2,5	1,7	1,4	10,8
Total	12,1	10,1	21,0	2,4	1,4	47,0

The main investment objective was the modernization of the Giurgiu port, a project co-financed through European funds.

The investments in increasing the operating capacity of TTS terminals in the Port of Constanța amounted to RON 255,6 million, distributed as follows:

	2021	2022	2023	2024	2025	Total
TTS Operator	1,8	4,3	6,5	2,9	1,6	17,1
Canopus	12,9	9,8	21,0	13,4	93,9	150,9
Decirom	-	-	-	12,2	10,9	23,1
TTS	0,3	0,1	58,2	5,7	0,1	64,4
Total	15,0	14,2	85,7	34,2	106,5	255,6

The main investments consisted of the modernization and expansion project of the CANOPUS terminal, expected to be completed in the first half of 2026, and the acquisition of two floating cranes, ERASMUS and SKYLINE, by TTS in 2023.

8. CORPORATE GOVERNANCE

8.1. Corporate Governance Statement

Section	Prov No.	Provision (detailed)	Yes	Partial	No	Explanation (text and url link if document is on website)
A: GOVERNING BODIES						
A: GOVERNING BODIES	A.1., 1	The Board should have an internal regulation that formalises and clearly states its roles and responsibilities. The articles of association, Board’s internal regulation and other internal regulations should clearly delineate the roles and competencies among the Board, general meeting of shareholders (GMS) and executive management.	YES			Articles of incorporation TTS (Transport Trade Services) S.A - updated following the April 30, 2025 EGSM
	A.1., 2	Board’s internal regulation should include, among others, the Board’s responsibilities as well as fiduciary duties of directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and taking into account the interests of other stakeholders in line with legal requirements.	YES			
	A.1., 3	To sustain the Company’s long-term viability and success, the Board should: <ul style="list-style-type: none"> · Oversee the development and approve the Company’s strategy and ensure that it also integrates sustainability aspects, including environmental and social (E&S) considerations and climate-related risks and opportunities; · Appoint and dismiss CEO and other executives to whom executive management responsibilities were delegated (called executive management) and ensure their succession planning; · Oversee the management performance, management role in addressing material sustainability risks and opportunities and align the remuneration of executive management with the long-term interests and sustainability of the Company, according to the provisions of the Company’s remuneration policy; · Ensure there is a sound framework for internal controls and risk management; · Ensure that the Company has in place procedures to enable effective communication with shareholders and other stakeholders. 	YES			-
	A.1., 4	Duration of appointment of Board and executive management should be set clearly and should, to the extent possible, foster stability and predictability.	YES			Articles of incorporation TTS (Transport Trade Services) S.A - updated following the April 30, 2025 EGSM

A.2., 1	The Board should have at least five members.	YES			Articles of incorporation TTS (Transport Trade Services) S.A - updated following the April 30, 2025 EGSM
A.2., 2	The Board should have in place a policy on Board and executive management diversity and should ensure that diversity requirements in terms of gender, age, experiences and skills are incorporated in the Nomination Policy.	YES			Nomination policy (15.07.2025)
A.2., 3	The Board should develop a Board profile which specifies the desired characteristics and traits of its members including factors such as independence, diversity, integrity, specific skills and experience, industry knowledge, ability and willingness to devote adequate time and effort to Board responsibilities in the context of the needs of the Board and its committees and their exercise of the Board’s strategic and oversight roles. The Board profile can be part of the Nomination Policy.	YES			Nomination policy (15.07.2025)
A.2., 4	The majority of the members of the Board should be non-executives. At least a third of the Board members should be independent. Each independent member of the Board should submit a declaration regarding his/her independence at the time of his/her nomination for election or re-election as well as when any change in his/her status arises, as per the criteria of independence defined in law and in Appendix A to the Code.	YES			-
A.2., 5	The Nomination and Remuneration Committee (or the entire Board if there is no Nomination and Remuneration Committee) should assess whether the directors can be considered independent under the factors taken into account, by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the director and his/her ability to act in the best interests of the Company, its shareholders and stakeholders.	YES			
A.2., 6	The positions of Chairperson and Chief Executive Officer (CEO) are recommended to be held by different individuals.	YES			
A.2., 7	If the Chairperson and CEO functions are performed by the same person, it is recommended that the Board appoints an independent Vice-Chairperson.	N/A			
A.3., 1	The Company should develop and disclose a board nomination policy (“Nomination Policy”) that should define the processes and procedures for the nomination, election or replacement of a director. The Nomination Policy, approved by the competent governance body, shall describe how the Company receives and evaluates nominations from shareholders (including minority shareholders) or from members of the Board, including in relation to the board profile, independence and diversity.	YES			Nomination policy (15.07.2025)
A.3., 2	The Board, through its Nomination and Remuneration Committee, if established, should monitor the nomination process of candidates for the position of Board member.	YES			
A.3., 3	The Company should disclose to shareholders information on the experiences and CV of the director candidates that they require to make an informed decision on the appointment or reappointment of the directors including the following: <ul style="list-style-type: none"> · candidates’ professional commitments and engagements, including executive and non-executive positions in companies, public authorities, not-for-profit bodies or other organisations; · any existing or potential conflicts of interest including whether they have business, family or other relationships that could affect their performance as directors on the Board; · which shareholder or member of the Board proposed each candidate for the Board positions. 	YES			https://www.tts-group.ro/board-of-directors.html

A.4., 1	The Board shall establish an Audit Committee to enhance its oversight capability over the financial reporting, internal control framework, internal and external audit processes, and compliance with applicable laws and regulations. Where a separate risk management committee is not required by law or already established, the Audit Committee will also include oversight responsibilities for the efficiency of the risk management framework.	YES			
A.4., 2	The Audit Committee is recommended to be composed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Audit Committee, as a whole, should have competencies relevant to the Company's area of operations. The Committee and its members should comply with the applicable national and European legislation.	YES			
A.4., 3	The Boards of Premium Tier companies should set up a Nomination and Remuneration Committee formed of non-executive directors. The majority of the Committee members is recommended to be independent, including the Committee chairperson. The Board may also establish a separate Nomination Committee and a separate Remuneration Committee if the Board composition accommodates it and if this is justified given the Company's size and complexity of its business and governance structures.	YES			
A.4., 4	In addition to its specific responsibilities as provided under this Code, the Nomination and Remuneration Committee should: i. Review and recommend to the Board the size and composition of the Board and lead the development and ongoing review of the Board profile; ii. Identify individuals qualified to become Board members and members of the executive management, if requested; evaluate the candidates for executive management roles; evaluate the candidates proposed by the shareholders or by Board members for a director role and inform the GMS accordingly; iii. Make recommendations to the Board concerning committee appointments (other than the Nomination and Remuneration Committee); iv. Coordinate an annual evaluation of the Board, directors and committees in line with provisions set out in Principle A.5.; v. Assist the Board in fulfilling its responsibilities related to the Company's remuneration policy; vi. Assist the Board in the development of the succession plans for executive management, as well as the emergency succession plans and CEO search process, as required; vii. Oversee the administration of the Company's compensation and benefits plans.	YES			
A.4., 5	The role and responsibilities of Board committees should be defined in separate internal regulation (operating regulations) and disclosed on the Company's website. If the Company chooses not to establish any of the Board committees not required by law, the corresponding tasks and responsibilities shall be done by the Board and should be adequately stated in the Board's internal regulation.		PARTIAL		The operating rules of the Committees are included in the Board of Directors Regulation
A.4., 6	The evaluation of independence for the members of the committees, including when the members of the committees are appointed by the GMS, shall be carried out according to the same procedure applicable to the independent members of the Board.	YES			
A.4., 7	The chairpersons of the Audit Committee and Nomination and Remuneration Committee should not be the Chairperson of the Board or of any other committee, unless this is justified by the size of the Board.	YES			

A.5., 1	<p>The Board Chairperson is primarily responsible for ensuring that the Board functions properly. The Board's internal regulation should contain the role and responsibilities of the Board Chairperson and the Board Chairperson, at a minimum, should:</p> <ul style="list-style-type: none"> • Determine the agenda of the Board meetings, chair such meetings and ensure that minutes are kept of such meetings; • Ensure the Board receives accurate, timely, useful, succinct information to enable the Board to make sound decisions; • Ensure the Board has sufficient time for consultation and decision-making; • Enable the Committees to function properly and that there is effective communication with Board committees, including actionable, insightful reports of committees back to the full Board; • Ensure the performance of the Board is evaluated and discussed at least once a year and disclosed as per provision D.1.3; • Ensure that the Board has proper working relationship with the executive management. The CEO and the Chairman of the Board (if positions are held by different individuals) shall meet regularly; • Address and manage internal disputes and conflicts of interest concerning Board members. 	YES			
A.5., 2	The Board should meet as often as necessary but not less than six (6) times a year.	YES			
A.5., 3	The Board can request to designate the Corporate Secretary who should assist the Board in complying with its obligations under law, Board internal regulation and other policies. The Corporate Secretary should be a senior officer in the Company tasked with assisting the Board and its committees in organising their activities, in preparing for the meetings, annual Board and committee performance evaluation and director training programs, if the case.	YES			
A.5., 4	The Board should clearly define the rights and responsibilities, scope of authority and other issues related to the Corporate Secretary.	YES			
A.5., 5	The Board and its committees should develop and approve an annual internal work plan identifying topics to address during the year before the end of the previous year. The plan should take into account decisions that need to be proposed to the GMS, reporting by management and internal control functions, the required frequency of Board and Committee meetings, and should be reviewed by the Chairperson, assisted by the Corporate Secretary.			NO	
A.5., 6	The Board should conduct an annual evaluation of the composition, activity and dynamics of the Board and its committees, individually and as a whole, and which should be coordinated by the Nomination and the Remuneration Committee.		PARTIAL		The annual evaluation is ongoing
A.5., 7	The Nomination and Remuneration Committee should share the results of the Board evaluation with the whole Board and should then set follow up actions, if any, including professional development and training plans for the Board to fill gaps.	YES			
A.5., 8	The Board's internal regulation should require Company orientation (induction) programmes for newly appointed directors, ensured by internal staff of the Company. The Board's internal regulation can also include references for ongoing director education program, if needed. The implementation of any orientation and ongoing trainings programmes for directors (as per the Board decision) is made under the oversight of the Nomination and Remuneration Committee, with the support of the Corporate Secretary. Based on the results of the annual board evaluation, the Nomination and Remuneration Committee jointly with the Board Chairperson shall develop professional development programmes focusing on the areas where capacity should be built among Board members.	YES			
A.6., 1	Executive management should run the Company and be accountable to the Board. Division of responsibilities between the Board and the executive management and between different members of the executive management should be clearly articulated in the Company's by-laws and the internal regulations of the Company.	YES			

	A.6., 2	When Board Chairperson and CEO roles are exercised by one individual, the different responsibilities of the Board Chairperson and CEO should be clearly defined and distinguished in the Company by-laws.	N/A			
	A.6., 3	The Board should ensure that the executive management is comprised of persons with adequate knowledge, skills, diversity and experience to support successful Company performance and that there are measures in place to provide for the orderly succession of executive management.	YES			Nomination policy (15.07.2025)
	A.6., 4	The Board, with the support of the Nomination and Remuneration Committee, should annually evaluate executive management's performance, the effectiveness of its cooperation with the Board, including the information provided to the Board.		PARTIAL		The annual evaluation is ongoing
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK						
B: RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK	B.1., 1	The Board determines the nature and extent of the risks the Company is willing to take necessary for the achievement of Company's strategic objectives (i.e., the Company's risk appetite) and should ensure there are clear structures, policies and procedures in place that identify, evaluate, report, manage and monitor significant and emerging risks, including risks related to sustainability, cybersecurity and the use of digital technologies. The Board should explain in the annual report the mechanisms and processes in place to identify and manage risks.	YES			
	B.1., 2	The Board should adopt a formal risk management policy, to ensure accurate, complete and timely identification, measurement and reporting of risks, adequate and feasible risk control measures as well as integration of an E&S risks into the risk management framework in support of the Company's strategy implementation.		PARTIAL		Under preparation
	B.1., 3	The Board and Audit Committee should understand emerging information technology and artificial intelligence-related changes so to mitigate cybersecurity risks. Time should be given to the AI risks and opportunities and cybersecurity on Board agenda to ensure understanding of cyber protection.	YES			
	B.1., 4	The Company is recommended to establish a risk management function responsible for ensuring accurate, complete and timely identification of the risks, ensuring that adequate and feasible risk control measures are in place and monitoring the risk management procedures. The risk management function, through the Chief Risk Officer (CRO), where present, should have a direct communication and functional reporting to the Board and Audit Committee (if there is no separate Risk Committee).	N/A			
	B.1., 5	The Board with the assistance from the Audit Committee should at least annually assess the adequacy and effectiveness of Company's risk management and internal control framework (including operational and compliance controls) and make relevant recommendations. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and compliance, internal control reports, if they are required by applicable legislation, to the Audit Committee, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and submission of relevant reports to the Board.		PARTIAL		The annual evaluation is ongoing
	B.1., 6	The Company should develop and make available on a free of charge basis on the Company's website a whistle-blowing mechanism which would enable employees and stakeholders to make reports about suspected breaches or wrongdoings as per the applicable legislation in place.	YES			Policy on Integrity Whistleblowing (04.11.2025)

	B.2., 1	In addition to its responsibilities mentioned in legislation and elsewhere in the Code, the Audit Committee should: <ul style="list-style-type: none"> · Review the Company's internal controls and risk management frameworks; · Oversee the development and application of the Company's policies on conflicts of interests and related party transactions; · Ensure independence and review the effectiveness of the Company's internal audit function and make a recommendation to the Board; · Oversee the internal audit function; · Oversee the preparation of sustainability-related reports and information included in them, unless this task is assigned to another committee; · Oversee the framework for ensuring the Company's compliance with applicable legal and regulatory requirements and internal regulations of the Company (like the procedures for reporting breaches of the law or the Company's Code of Conduct), unless this task is assigned to another committee. 	YES			
	B.2., 2	Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by regular (at least annual) or ad-hoc reports to the Board.	YES			
	B.2., 3	The Audit Committee should monitor the independence and objectivity of the external auditor. The Committee should approve a policy on the provision of permitted non-audit services by the external auditor in line with legal requirements and enforce implementation of that policy. Committee's findings regarding the independence of the external auditor should be disclosed in the annual report.	YES			
	B.2., 4	The Audit Committee should discuss the annual audit work plan with the external auditor covering the scope and materiality of the activities to be audited. The audit committee should meet the external auditor as needed to discuss issues identified and to monitor the quality of the services provided.	YES			
	B.3., 1	The Board should ensure that the internal audit has the authority, resources and procedures adequate to assist the Board in ensuring effectiveness and efficiency of the Company's risk management and internal control framework.	YES			
	B.3., 2	To ensure fulfillment of the core functions of the internal audit function, the head of the function should be appointed by and report functionally directly to the Board via the Audit Committee, who shall be tasked with approving his/her appointment and dismissal. This is without prejudice to administrative reporting to the CEO and sharing information with the Company's executive management, in line with legal requirements and professional standards.	YES			
	B.3., 3	The internal audit function should be established in line with applicable legal requirements and industry standards (e.g., Institute of Internal Auditors). The internal audit authority, composition, remuneration, annual budget, working procedures and other relevant matters shall be regulated in separate internal audit's internal regulation approved by the Board, following the recommendation of the Audit Committee.	YES			
	B.3., 4	The Audit Committee should agree an annual internal audit work plan with the internal auditor, receive internal audit reports, updates on key audit issues, monitor implementation of recommendations of the internal audit and provide necessary guidance.		PATIAL		The annual evaluation is ongoing
C: PERFORMANCE, MOTIVATION AND REWARD						
C: PERFORMANCE	C.1., 1	Board members should receive remuneration, as per the Remuneration Policy of the Company. Members who also serve on Board committees should receive additional remuneration for this work. But in no circumstances should the remuneration be linked to the number of board or committee meetings.	YES			Remuneration policy (21.08.2025)

	C.2., 1	The Board should determine the annual remuneration of the executive management, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the Company's remuneration policy. The remuneration policy should be prepared in accordance with the relevant legal requirements.	YES			
	C.2., 2	Levels of remuneration for executive management members and key performance indicators taken into account when determining variable (performance-based) part of the remuneration should be set in advance and be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment within which the Company operates, and the pay and conditions of employees within the Company. In particular, they should include indicators related to non-financial performance and appropriate sustainability objectives.	YES			Remuneration policy (21.08.2025)
	C.2., 3	Company's shares and/or share purchase options should represent a significant part (e.g., not less than 10%) of the executive management member's total variable remuneration.	N/A			
D: DISCLOSURE AND INVESTOR RELATIONS						
D: DISCLOSURE AND INVESTOR RELATIONS	D.1., 1	The Company should make sure to provide accurate, complete and timely financial and operational information, including quarterly, half-yearly and annual reports, as well as current reports. Companies should ensure all relevant information is easily accessible to investors, including through the Company website and other public information sources, as the case may be.	YES			
	D.1., 2	The Company is recommended to have an Investor Relations (IR) function and should appoint a dedicated person in charge of IR function. The contact details of the person or persons charged of the IR function shall be available on the Company's website. The IR function will report directly to the CEO/CFO, underscoring its significance within the Company's hierarchy and emphasizing its central role in managing and communicating the Company's capital market engagements and status. The Company should organise induction and regular training/courses, if needed, for the IR function, tailored to its specific needs and responsibilities.	YES			https://www.tts-group.ro/investor-relations.html
	D.1., 3	The Company should include on its corporate website a dedicated Investor Relations section, with all relevant information of interest for investors, available both in Romanian and English.	YES			https://www.tts-group.ro/investor-relations.html
	D.1., 3	The company should include on its Investor Relations section: • Main corporate regulations: updated articles of association, GMS procedures, board's internal regulation and board committees' internal regulations.	YES			https://www.tts-group.ro/corporate-documents.html
	D.1., 3	The company should include on its Investor Relations section: • List of current members of the Board, Board's Committees and executive management, providing an up-to-date information on independence status , professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), other professional commitments, including executive and non-executive Board positions in companies, not-for-profit institutions and state institutions; relationship with shareholders holding at least 5% of the voting rights/shares issued by the Company; the duration of the appointment of the members of the Board, the Committees and the executive management, specifying the date from which they were appointed.	YES			https://www.tts-group.ro/board-of-directors.html
	D.1., 3	The company should include on its Investor Relations section: • Current reports and periodic reports (quarterly, semi-annual and annual reports).	YES			https://www.tts-group.ro/periodic-reports.html

D.1., 3	<p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> Information related to GMS: the agenda, supporting materials and the decisions taken; procedure for running the GMS; the Nomination Policy; candidates' professional CVs (containing at least: name, surname, gender, nationality, age; work experience by year, position and Company; studies, field of study and academic or professional institution granting the diploma), as well as any other information presented at A.3.3; communication channel(s) for shareholders to address questions; answers to shareholders' questions related to the agenda; declarations of independence for board candidates and evaluations made by Nomination and Remuneration Committee/Board for candidates, including their compliance with independence criteria. 	YES			
D.1., 3	<p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> Information on Board evaluation, made as per Provision A.5.7, including evaluation criteria and process, as well as a summary result of the evaluation and actions that have been or will be undertaken as a result of the evaluation. 		PARTIAL		
D.1., 3	<p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> Information on corporate events, such as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions. 	YES			
D.1., 3	<p>The company should include on its Investor Relations section:</p> <ul style="list-style-type: none"> Corporate policies, among which code of conduct, dividend policy, remuneration policy, forecast policy, policy for communication with investors, the corporate social responsibility (CSR)/sponsorship policy, policy for related parties' transactions, policy for diversity, equity and inclusion, and whistleblowing policy (if not already part of the Code of Conduct). 		PARTIAL		
D.1., 4	<p>The Company should organise at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the Company website at the time of the meetings/conference calls.</p>	YES			
D.1., 5	<p>The Company should disclose the material and reportable non-financial and sustainability issues with emphasis on the disclosure of environmental, social and governance (ESG) issues of its business and operations in line with the recognized standard of sustainability reporting. The Company's sustainability statements shall be disclosed on its website.</p>	YES			
D.1., 6	<p>The Company should have a CSR/sponsorship policy to guide the activity in the area of supporting CSR activities and sponsorship.</p>	YES			
D.2., 1	<p>The Company should have a dividend policy as a set of directions the Company intends to follow regarding the distribution of net profit.</p>	YES			Dividend policy (30.09.2021)
D.2., 2	<p>The procedure for running the GMS should not restrict the participation of shareholders in GMS and the exercise of their rights. Amendments of the procedure for running the GMS should take effect, at the earliest, as of the next GMS.</p>	YES			GMS regulation (30.09.2021)
D.2., 3	<p>The external auditors should attend the shareholders' meetings where their reports are presented, in order to respond to shareholders' questions.</p>	YES			
D.2., 4	<p>The Board should present to the annual GMS a summary of the assessment of the adequacy and effectiveness of the risk management and internal control framework, as per the related information included in the annual report.</p>		PARTIAL		

	D.2., 5	<p>The Company should stimulate engagement with shareholders and investors by:</p> <ul style="list-style-type: none"> • Encouraging active shareholder participation in GMS, like ensuring conditions for virtual participation. • Holding regular briefings and updates for investors, especially during significant corporate events. • Establishing channels for shareholders to provide feedback and ask questions, ensuring responses are timely and comprehensive. 	YES			
	D.2., 6	Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairperson of the Board. Accredited journalists may also participate in the GMS, unless the Chairperson decides otherwise.	YES			
E: SUSTAINABILITY AND STAKEHOLDERS						
E: SUSTAINABILITY AND STAKEHOLDERS	E.1., 1	The Board should ensure that sustainability, environmental and social considerations are integrated in the Company's strategy and operations, risk management and remuneration practices and shall oversee this integration. A specialised sustainability committee or one of the standing committees of the Board shall assist the Board with these tasks.	YES			
	E.1., 2	The Board should ensure that Company's operations run according to the national and international E&S standards and Company's E&S policies are consistent with its long-term objectives. In particular, the Company shall have internal acts relating to its responsibilities for environmental and social issues and policies and procedures that enable it to identify material factors and assess the impact on the Company's activities.	YES			
	E.1., 3	Whenever a decision to be approved by the Board has potential material and negative E&S impact, the Board should receive from the executive management (i) an analysis on how this decision is aligned with the Company's sustainability objectives and E&S policies or (ii) proposal of the measures to mitigate negative E&S impacts.	YES			
	E.2., 1	The Board should ensure that there is a formal stakeholder identification process for Company's stakeholders including investors, creditors, clients, employees and suppliers, as well as targeted approaches for engaging with its priority stakeholders.	YES			
	E.3., 1	The Board should develop a purpose statement and a vision statement as well as articulate Company's values, so the entire organisation understands the Company's strategic direction.	YES			
	E.3., 2	The Board should adopt a Code of Conduct for Board members, executive management and Company employees, with clear provisions aimed at preventing and sanctioning fraud and bribery. The Board should not permit any waiver of any ethics requirement by any director, executive manager or employee.	YES			
	E.3., 3	The Board should ensure that the Code of Conduct policies are integrated into Company's practices and incorporated into the onboarding process for new hires. The Board should ensure the efficient implementation and monitoring of compliance with the Code of Conduct and periodically review it.	YES			

8.2. TRANSACTIONS WITH TTS SHARES CARRIED OUT BY MEMBERS OF THE BOARD OF DIRECTORS AND TTS MANAGEMENT

In the period 01.01.2025 – 31.12.2025, the members of the management did not trade TTS shares.

8.3. HOLDINGS OF TTS SHARES OF THE COMPANY'S BOARD AND MANAGEMENT ON 31.12.2025

Name and Surname	Position	No. of shares	Equity participation
Ion STANCIU	General Director	12.862.200	7,146%
Viorel STEFAN	BoD member	8.982.000	4,990%
Daniel STEFAN JANCOVSCHI	Operations Director	1.359.150	0,755%
Miruna-Elena MIHAILESCU	Development Director	251.955	0,140%
Dorin-Alexandru BADEA	BoD member	93.000	0,052%
Nicoleta FLORESCU	Financial Director	18.030	0,010%
Elena BUTNARIU	BoD member	0	0,000%
Ana-Barbara BOBIRCĂ	BoD President	0	0,000%

9. RELATIONSHIP WITH INVESTORS AND MARKET COMMUNICATION

TTS continued the communication strategy established in 2022, based on the following principles:

- **Promoting TTS's activity through periodic and continuous reporting**
TTS treats the reports published to fulfill its reporting obligations as the best opportunities to promote the company's activity. In this approach, our stock exchange communications and reports are built by expanding the content regulated by legal provisions — which we consider to be the minimal mandatory content — based on the information needs of market participants, which go far beyond the regulated content.
- **Using the BVB platform as the main communication channel**
All our public communications, regardless of the channel used, have as their starting point the BVB (Bucharest Stock Exchange) announcements. This approach stems from the need to ensure equal and non-discriminatory access to information about TTS's activities..
- **Maximizing the amplification effect of media channels and direct communication with investors**
Once the announcements are published on the BVB, we ensure the dissemination of information through both media channels and direct communication.

BVB Platform

In 2025, TTS published 39 periodic and current reports (including 2 reports on related party transactions, 4 reports related to periodic reporting obligations, 5 related to general shareholders'

meetings held in 2025, 2 reports on dividend proposals and payments, and 12 reports on TTS share trading – liquidity and market capitalization). Additionally, TTS published 1 report regarding a project co-financed by the European Union under the “Connecting Europe Facility” and 1 report regarding the establishment of the Strategy and Development Committee at Group level.

Media

TTS communications and reports were consistently picked up by the media, the most active publications being Ziarul Financiar, ZF Corporate, Bursa, Goldring and Profit.ro.

Videoconferences and Investor/Analyst Meetings Organized by TTS

In 2025, TTS organized five videoconferences — with simultaneous English translation — to present quarterly, semi-annual, and annual results.

Newsletter and Social Media

In 2025, TTS published 16 editions of its bilingual (Romanian–English) newsletter and shared information through its Facebook and LinkedIn channels. Both the number of newsletters and the number of subscribers remained steady in 2025 compared to 2024.

Media-Organized Conferences

TTS participated in the conferences “Romanian Sustainability Forum – Financial Intelligence”, “Capital Market Forum 2025” – Financial Intelligence, “ZF ESG 2025”, and “Investors Forum – 2025” – Ziarul Bursa.

Investor-Dedicated Conferences

TTS participated in the Raiffeisen Investor Conference, the Romania Investor Day and Prague conferences organized by WOOD&Co, in 3 editions of the “Quarterly Report” event organized by Ziare.com & TradeVille, the ARIR forum “Sustaining growth, Governance and liquidity in a transforming capital markets landscape”, the capital market event organized by FinMedia and Piața Financiară magazine, the ZF Capital Market Conference, the “CSR and Sustainability” Conference organized by Bursa newspaper, and the ZF ESG Conference.

10. ACTIVITY ON THE CAPITAL MARKET

10.1. TTS SHARES AND STRUCTURED INSTRUMENTS WITH TTS SHARES AS UNDERLYING ASSETS

Symbol	TTS	RBTTSTL6	RBTTSTL7	RBTTSTL8
ISIN	ROYCRRK66RD8	AT0000A3KSE7	AT0000A3KSF4	AT0000A3KSG2
Issuer	TTS	Raiffeisen Bank International		
Segment	Main	Main		
Type	Shares	Structured products		
Category	Premium	Certificates		
Number	180.000.000	100.000.000	100.000.000	100.000.000
Nominal value	RON 1,00	RON 1,42	RON 0,91	RON 0,91
Trading start date	14.06.2021	23.05.2025	23.05.2025	23.05.2025

10.2. Liquidity and Market Capitalization of TTS Shares

The liquidity of TTS shares recorded an increase of RON 253,7 million in value in 2025 compared to 2024, reaching RON 130,1 million (▼-66,1% Δ 2025/2024), and an increase in volume of 23,44 million shares, reaching 27,30 million shares (▼-46,2% Δ 2025/2024).

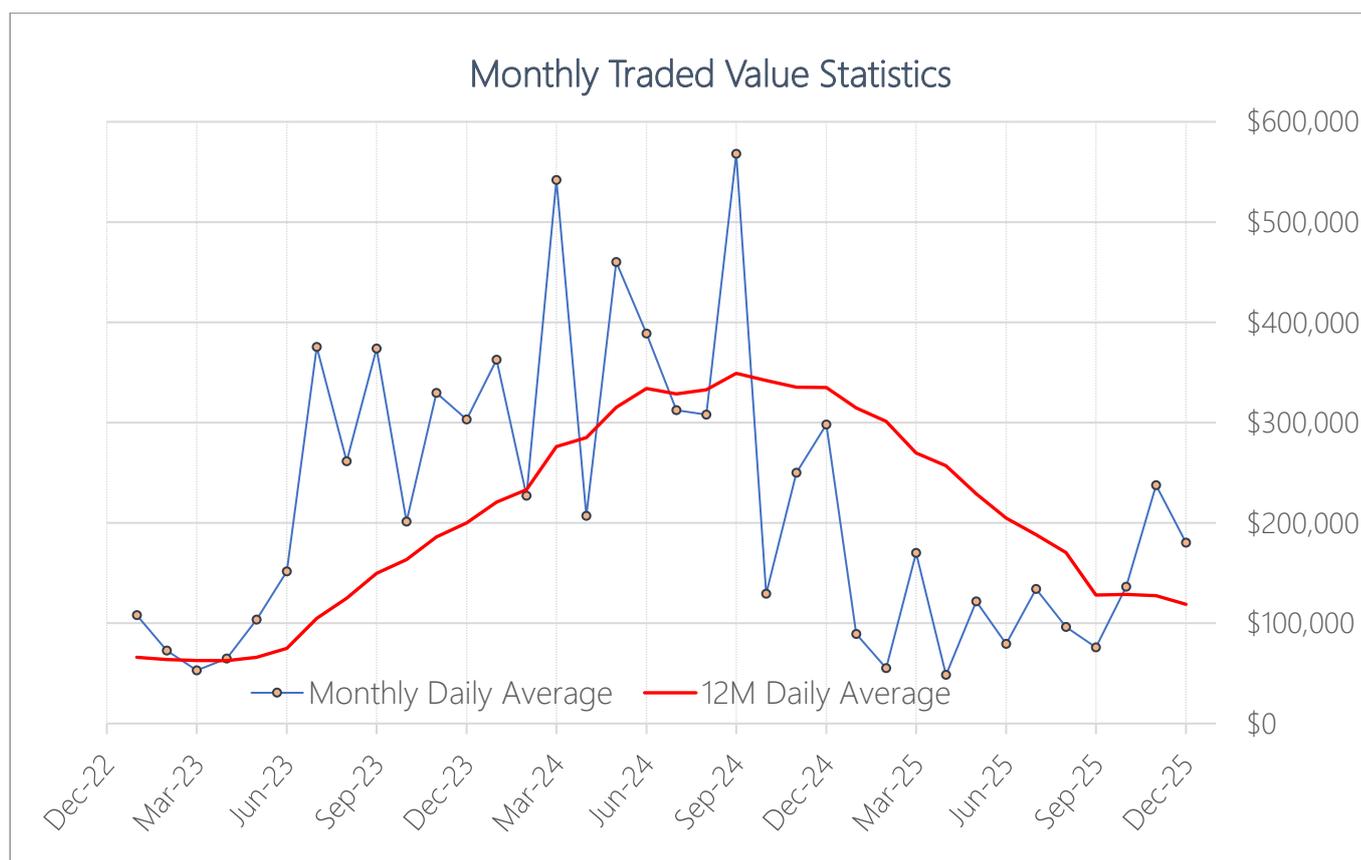
TTS Share Liquidity – 12 Months_2025

	12 months_2025	12 months_2024	Δ 2025/2024
Transaction value [RON]	130.105.806	383.782.987	▼ -66,1%
Transaction volume [shares]	27.295.380	50.734.311	▼ -46,2%

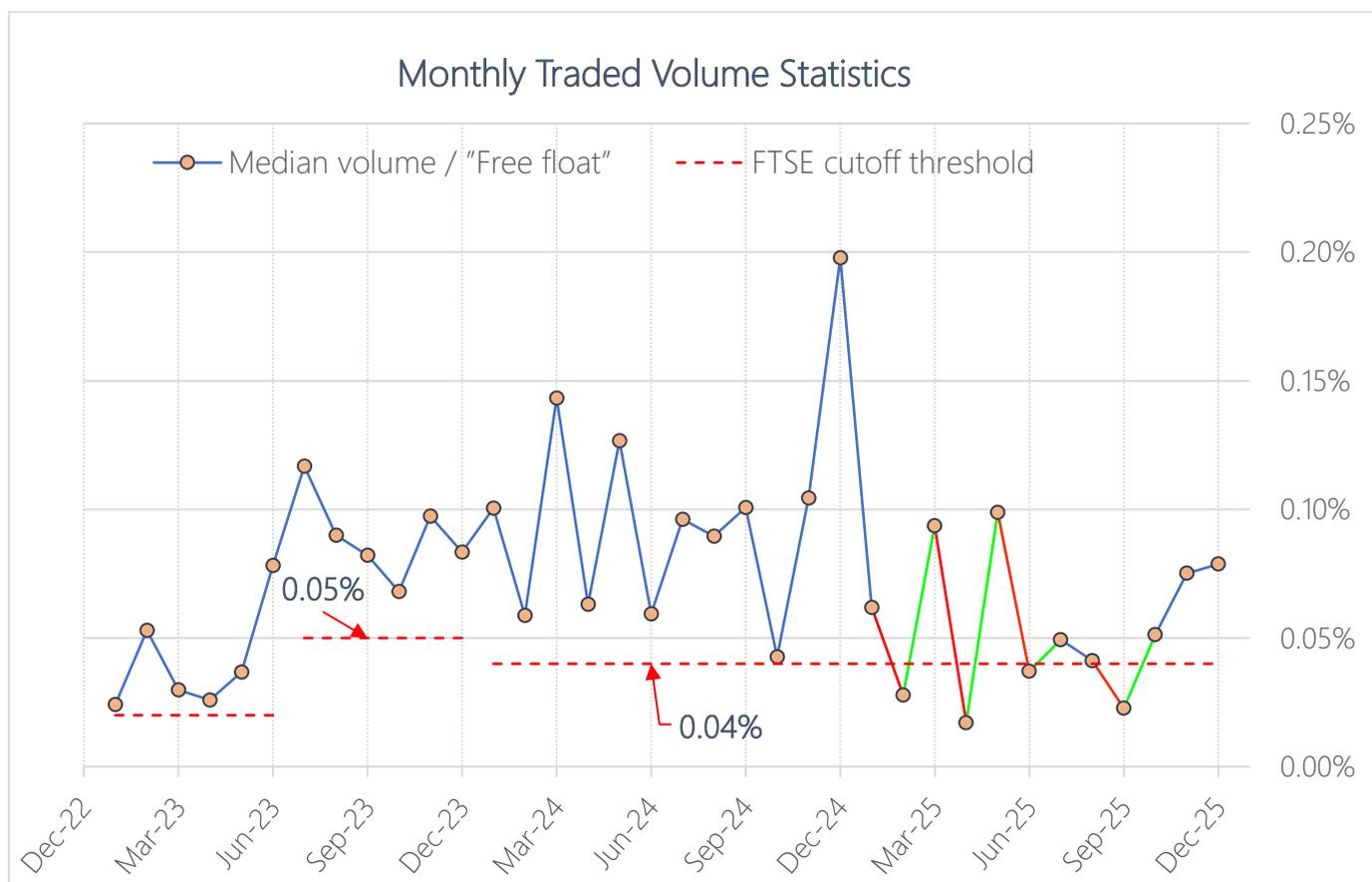
The market capitalization of TTS shares recorded a decrease of RON 122,4 million in 2025 compared to 2024, reaching RON 984,6 million (▲ +14,2% Δ 2025/2024).

	31.12.2025	31.12.2024	Δ 2025/2024
Market capitalization	984.600.000 lei	862.200.000 lei	▲ +14,2%

10.3. Monthly Liquidity Evolution In 2025



	Tranzaction value (RON)			Tranzaction value (USD)		
	Total	Daily Average	Daily Average (12M)	Total	Daily Average	Daily Average (12M)
dec.25	14.097.293	783.183	528.885	3.245.655	180.314	118.735
nov.25	20.908.485	1.045.424	574.901	3.414.362	170.718	119.832
oct.25	13.711.144	596.137	588.134	2.684.111	116.700	126.773
sept.25	7.188.814	326.764	587.328	1.665.590	75.709	127.940
aug.25	8.394.283	419.714	777.543	1.868.161	93.408	170.181
jul.25	13.423.631	583.636	858.381	3.195.625	138.940	188.103
jun.25	6.992.493	349.625	937.218	1.475.080	73.754	204.257
may.25	11.546.095	549.814	1.051.434	2.559.360	121.874	229.112
apr.25	4.359.155	217.958	1.181.375	967.867	48.393	257.162
mar.25	16.493.248	785.393	1.239.636	3.569.910	169.996	269.606
feb.25	5.273.653	263.683	1.383.339	1.103.195	55.160	301.217
jan.25	7.717.513	428.751	1.445.111	1.607.266	89.293	314.797



	Number of shares traded			Number of shares traded / Free float ¹⁴		
	Total	Daily average	Daily median ¹⁵	Total	Daily average	Daily median
dec.25	2.536.056	140.892	105.887	1,9%	0,105%	0,079%
nov.25	3.945.978	197.299	100.991	2,9%	0,147%	0,075%
oct.25	2.719.453	118.237	69.053	2,0%	0,088%	0,051%
sept.25	1.441.691	65.531	30.546	1,1%	0,049%	0,023%
aug.25	1.670.304	83.515	55.385	1,2%	0,062%	0,041%
jul.25	2.826.246	122.880	66.323	2,1%	0,091%	0,049%
jun.25	1.670.987	83.549	49.802	1,2%	0,062%	0,037%
may.25	2.950.898	140.519	132.828	2,2%	0,105%	0,099%
apr.25	1.102.564	55.128	22.952	0,8%	0,041%	0,017%
mar.25	3.776.273	179.823	125.856	2,8%	0,134%	0,094%
feb.25	1.033.518	51.676	37.394	0,8%	0,038%	0,028%
jan.25	1.621.412	90.078	83.266	1,2%	0,067%	0,062%

¹⁴ The number of free-float shares in the case of TTS is 44.815.680 shares (according to the FTSE Russell methodology).

¹⁵ In the months marked, the monthly daily median exceeded the FTSE Russell liquidity threshold for SmallCap shares (0,05% of the "free float," i.e., 22.408 shares).

About TTS Group

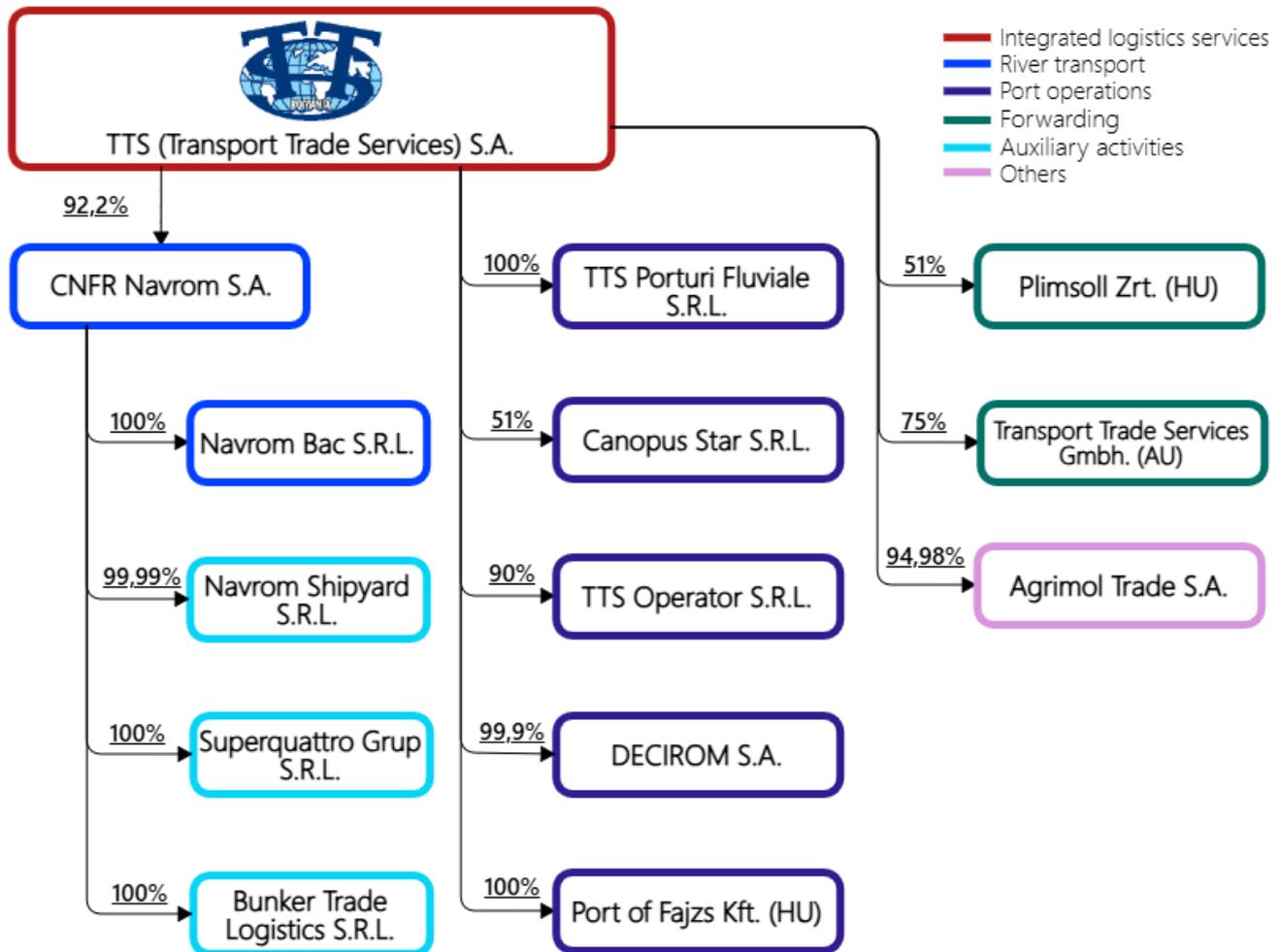
The Transport Trade Services group of companies ("TTS Group" or the "Group") consists of 14 companies, namely TTS (Transport Trade Services) S.A. ("TTS") and 13 companies in which TTS holds, directly or indirectly, more than 50% of the share capital. Ten companies within the Group operate in the three main business segments of the Group – Expedition, River Transport and Port Operations.

The main goods transported and handled in ports by TTS Group are mineral products (raw materials for the steel industry and rolled products), agricultural products (grains, oilseeds and feed) and chemical products (phosphate rock and finished products of the chemical fertilizer industry).

TTS Group owns a river fleet with a capacity of over 800 thousand tons, 10 floating cranes, as well as 3 port terminals in Constanța and 7 in Danube river ports.

TTS GROUP STRUCTURE

(31.12.2025)



The group offers integrated logistics services, namely transport services (river, rail, road), transshipment (between transport units, from warehouses, silos, etc.), storage (warehouses, silos, warehouse-type river units, etc.) and any other services specific to logistics chain management.

The following companies are part of the TTS group:

Shipping Segment

TTS (Transport Trade Services) S.A. București ("TTS")

Headquarters: București, România

NACE code: 5226 - Other activities related to transport

Main activity: Cargo shipping

Plimsoll Zrt. Budapesta ("PLIMSOLL")

Headquarters: Budapesta, Ungaria

NACE code: 5231 - Freight forwarding service

Main activity: Shipment of goods by rail

TTS (Transport Trade Services) GmbH. Viena ("TTS VIENA")

Headquarters: 15b Lerchengasse, Langerzersdorf Austria

NACE code: H522 - Other activities related to transport

Main activity: Cargo shipping

River Transport Segment

CNFR NAVROM S.A. Galați ("NAVROM")

Headquarters: Galați, România

NACE code: 5040 - Freight transport on inland waterways

Main activity: River transport of dry bulk goods (all categories)

Navrom Bac S.R.L. Galați ("NVR BAC")

Headquarters: Galați, România

NACE code: 5030 - Passenger transport on inland waterways

Main activity: Transport by ferry

Port Operation Segment

Canopus Star S.R.L. Constanța ("CANOPUS")

Headquarters: Constanța, România

NACE code: 5224 – Goods handling

Main activity: Port operation of dry bulk cargo (agricultural products)

TTS Operator S.R.L. Constanța ("TTS OPERATOR")

Headquarters: Constanța, România

NACE code: 5224 – Goods handling

Main activity: Port operation of dry bulk cargo (all categories)

DECIROM S.A. Constanța ("DECIROM")

Headquarters: Constanța, România

NACE code: 5224 - Goods handling

Main activity: Port operation of dry bulk cargo (all categories)

TTS Porturi Fluviale S.R.L. Galați ("TTS FLUVIAL")

Headquarters: Galați, România

NACE code: 5224 - Goods handling

Main activity: Port operation of dry bulk cargo (agricultural products)

Port of Fajsz Kft. Fajsz ("PORT FAJSZ")

Headquarters: Fajsz, Ungaria

NACE code: 5222 - Service activities related to water transport

Main activity: Port operation of liquid and dry bulk cargoes

Auxiliary activities

Navrom Shipyard S.R.L. Galați ("NVR SHIPYARD")

Headquarters: Galați, România

NACE code: 3315 - Repair and maintenance of ships and boats

Main activity: Ship repair and maintenance (shipyard)

SUPERQUATRO GRUP S.R.L. Galați ("SUPERQUATRO")

Headquarters: Galați, România

NACE code: 4291 - Hydrotechnical constructions

Main activity: Constructions for the maintenance of waterways and sea and river ports, dredging and ship displacements

Bunker Trade Logistics S.R.L. ("BTL")

Headquarters: Constanța, România

NACE code: 5222 - Service activities related to water transport

Main activity: Services related to the bunkering and fueling services of ships provided by OMV

Others (non-core business)

AGRIMOL TRADE S.R.L. București ("AGRIMOL")

Headquarters: București, România

NACE code: 4683 - Wholesale trade of wood and construction materials and sanitary equipment

Main activity: Trade in Romanian wooden products.

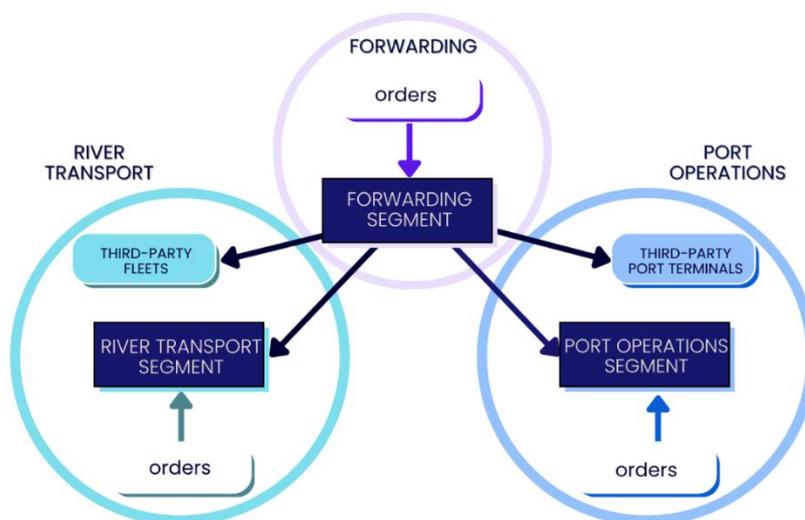
Corporate governance in TTS group

The governance structure and rules under which TTS exercises control over the group companies are as follows:

- The companies in the group have the legal form of joint-stock company (S.A, Zrt.) or limited liability company (S.R.L., Kft., GmbH.)
- Each company has its own governing bodies, Board of Directors or Sole Administrator, depending on the provisions of the articles of incorporation, responsible for the proper functioning of the company.
- TTS exercises its control and appoints the persons in the management of the subsidiaries by voting in the general meetings of the shareholders/associates of the companies, or by decision of the sole associate, as the case may be.
- Companies have commercial autonomy, serving their own customer base in addition to orders placed within the group
- Voting mandates and representation of TTS in the general meetings of the shareholders/associates of the subsidiaries are approved by the Board of Directors of TTS, based on the informative materials made available to the shareholders/associates by each subsidiary
- At the request of the subsidiaries, in the case of situations that may affect TTS group as a whole, the Board of Directors discusses these situations and makes guidance and recommendation decisions that are communicated to the subsidiary that made the request
- Intra-group transactions, both those between TTS and a subsidiary and those between subsidiaries, are subject to reporting obligations based on art. 108 of Law no. 24/2017 on issuers of financial instruments and market operations, reports being made with a rhythm dictated by reaching or exceeding the TTS reporting threshold
- The activity of reporting transactions between related parties is the subject of two reports drawn up by the statutory auditor of TTS

TTS' business model

TTS Group's business model is a capital-intensive "business-to-business" ("B2B") model, based on the integration of three main business lines. These are organized into commercially autonomous segments, whose activities are operationally coordinated at group level by TTS. Together, they are integrated into a flexible operational platform, capable of responding quickly to market changes and optimizing the use of resources across the entire logistics chain:



- **Integrated logistics platform**

The unified operation of the Group's asset base through integration into a modular architecture platform ensures the technical, operational, and financial capacity to provide integrated logistics services (freight forwarding, transportation, and port operations) between any two Danube ports and the Port of Constanța, for large volumes of dry bulk goods, primarily using internal resources grouped into three operational segments: Freight Forwarding, River Transport, and Port Operations.

- **Commercial Autonomy**

TTS subsidiaries have their own client base. As a result, the companies within the transport and port operations segments receive and execute orders placed both by TTS and by third parties, with the goal of maximizing capacity utilization under high-efficiency conditions. Conversely, TTS places orders primarily with its subsidiaries, but also with third parties, aiming to capture the largest possible share of the market demand for services.

- **Operational Coordination**

TTS coordinates the activity of group companies at the operational level to ensure maximum loading for companies in the transport and port operations segments and to optimize overall group activity. Coordination is carried out on an ongoing basis, and in cases where group companies lack the operational capacity to fulfill intra-group orders, TTS contracts transport and port operation services from third-party providers.

About TTS (Transport Trade Services) S.A.

TTS (TRANSPORT TRADE SERVICES) S.A. ("The Company" or "TTS") was established in January 1997 and is organized according to Law no. 31/1990 as a joint-stock company with full private capital.

The company was admitted to trading on the regulated market administered by the Bucharest Stock Exchange in June 2021 - the first trading day being June 14, 2021.

On 31.12.2025, the subscribed and paid-up capital was RON 180,000,000, divided into 180,000,000 registered, ordinary, indivisible, freely transferable shares, issued in dematerialized form and highlighted by entry in the account with the nominal value of RON 1. Shares are of equal value and give owners equal rights under the law.

The Company's core activity is the forwarding on the Danube of solid bulk goods, namely agricultural products, mineral raw materials, and chemical raw materials and products (main business activity NACE Code: 5226 – Other transportation support activities).

TTS offers integrated logistics services consisting of river transport services, port operation services and any other services specific to logistics chain management.

Transport and port operation services are subcontracted by TTS to its subsidiaries or to third parties.

Considering the specificity of the three types of goods operated, the Company is operationally organized in three departments:

1. Minerals – logistics operations for raw materials and finished products of the metallurgical industries as well as for equipment.
2. Agri – logistics operations for agricultural goods, mainly cereals and oilseeds.
3. Chemicals – logistics operations for fertilizers and raw materials for fertilizer production.

Management and Administration of TTS

Starting from 21.08.2025, TTS is managed by a Board with the following composition, approved by O-GSM Resolution no. 1/26.08.2025 for a 4-year mandate:

Name and Surname	BoD Status
Ana-Barbara BOBIRCĂ	Independent member, Chairman of the Board of Directors, Chairman of the Audit Committee, member of the Remuneration and Nomination Committee and of the Governance and Sustainability Committee.
Ion STANCIU	Executive member ¹⁶ , Member of the Group-level Strategy and Development Committee
Viorel ȘTEFAN	Non-executive member, Chairman of the Group-level Strategy and Development Committee, member of the Audit Committee
Elena BUTNARIU	Non-executive member, Member of the Remuneration and Nomination Committee and of the Audit Committee
Dorin-Alexandru BADEA	Independent member, Chairman of the Remuneration and Nomination Committee, member of the Governance and Sustainability Committee.

¹⁶ TTS' General Director

The Board of Directors was assisted by three advisory committees:

- **Remuneration and Nomination Committee** consisting of three non-executive members including two independent members,
- **Audit Committee**, composed of three non-executive members of the Board of Directors, of whom one is an independent member (the Chairman of the Committee).
- **Governance and Sustainability Committee**, composed of two independent non-executive members of the Board of Directors and the Corporate Governance and Investor Relations Director of TTS (who is not a member of the Board of Directors).
- **Strategy and Development Committee at Group level** consists of three voting members, respectively two members of the Board of Directors and the Development Director of TTS, the General Manager of CNFR NAVROM (without voting rights) and the General Manager of TTS Operator, two independent non-executive members of the Board of Directors, and the Corporate Governance and Investor Relations Director of TTS (who is not a member of the Board).

Until 21.08.2025, the composition of the Board of Directors was as follows:

Name and Surname	Position
Alexandru-Mircea MIHĂILESCU	Chairman of the Board of Directors (non-executive)
Ion STANCIU	Executive member
Elena BUTNARIU	Independent member
Ana-Barbara BOBIRCĂ	Independent member
Dorin-Alexandru BADEA	Independent member

The management of TTS is delegated by the Board of Directors, through the provisions of the Company's Articles of Incorporation, to the executive management composed of the following executive directors appointed by Board Decision no. 1/05.05.2025:

Name and Surname	Position	Mandate period
Ion STANCIU	General Manager	15.05.2025 - 14.05.2029
Daniel STEFAN JANCOVSCHI	Operations Director	15.05.2025 - 14.05.2029
Nicoleta FLORESCU	Financial Director	15.05.2025 - 14.05.2029
Miruna-Elena MIHAILESCU	Development Director	15.05.2025 - 14.05.2029

Until 15.05.2025, executive management was ensured by:

Name and Surname	Position
Petru ȘTEFĂNUȚ	General Manager
Ion STANCIU	Deputy General Manager / Operations Director
Nicoleta FLORESCU	Financial Director

Internal regulatory framework of TTS

The internal regulatory system of TTS is aligned with the corporate governance standards applicable to companies listed in the Premium category on the main market of BVB and consists of the following policies and regulations:

- [Code of good business practices](#)
- Regulation of the Board of Administration
- [GSM Regulation](#)
- Internal audit regulation
- [Remuneration policy](#)
- [Dividend policy](#)
- [Forecast policy](#)
- Inside Information Policy
- [Conflict of Interest Policy](#)
- [Nomination Policy](#)
- [Whistleblowing reporting procedure](#)
- [Policy on Counterparty Risk in Business](#)

The Whistleblowing Procedure and the Code of Good Business Practices are applicable at group level.

TTS (Transport Trade Services) SA

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025**

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TTS (Transport Trade Services) SA
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	Note	Year ended December 31, 2025	Year ended December 31, 2024
Revenue	4	651,293,069	733,795,272
Other operating income	4	3,842,350	7,827,199
Raw materials, consumables and packaging		(72,088,519)	(88,036,351)
Cost of merchandise sold		(34,826,448)	(27,808,623)
Subcontractor's expenses		(233,682,294)	(241,724,327)
Payroll expenses	6	(172,140,561)	(204,347,858)
Administrative expenses	5	(39,086,537)	(50,789,388)
Depreciation and amortization		(86,339,638)	(103,557,473)
Other gains	7	5,677,838	18,901,259
Other losses	7	(15,629,771)	(8,180,376)
Operating profit		7,019,489	36,079,335
Share of (loss)/profit of associates	8	(157,956)	(291,535)
Finance income	9	2,275,428	5,836,623
Finance costs	9	(11,368,235)	(6,282,265)
(Loss)/Profit before tax		(2,231,274)	35,342,158
Income tax expense	10	(8,286,469)	(14,046,784)
(Loss)/Profit for the year		(10,517,743)	21,295,374
Other comprehensive income:			
Other comprehensive loss that may be			
reclassified to profit or loss in subsequent periods			
net of tax			
Exchange differences on translation of foreign operations		180,410	(614,187)
Net other comprehensive loss that may be			
reclassified to profit or loss in subsequent			
periods		180,410	(614,187)
Other comprehensive income that will not be			
reclassified to profit or loss in subsequent			
periods (net of tax):			
Revaluation of fixed assets	12	-	23,653,443
Deferred tax	10	-	(3,784,551)
Net other comprehensive income that will not			
be reclassified to profit or loss in			
subsequent period		-	19,868,892
Other comprehensive income/ (loss) for the			
year, net of tax		180,410	19,254,705
Total comprehensive (expense)/income for the			
year, net of tax		(10,337,333)	40,550,079
Profit for the year attributable to:			
Owners of the Company		(12,246,972)	19,082,486
Non-controlling interests	21	1,729,229	2,212,888

This is a free translation from the original Romanian version.
Notes attached are an integral part of the consolidated financial statements.

TTS (Transport Trade Services) SA
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
<i>Total comprehensive (expense)/income for the year attributable to:</i>			
Owners of the Company		(12,066,562)	38,337,191
Non-controlling interests	21	1,729,229	2,212,888
Number of shares at the end of the year		180,000,000	180,000,000
Number of shares – average - during the year		179,938,241	101,600,025
<i>Earnings per share</i>			
<u>Basic, profit for the year attributable to ordinary equity holders of the parent</u>	<u>20</u>	<u>(0,0681)</u>	<u>0.1878</u>
<u>Diluted, profit for the year attributable to ordinary equity holders of the parent</u>		<u>(0,0681)</u>	<u>0.1878</u>

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU
CFO

TTS (Transport Trade Services) SA
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
ASSETS			
Non-current assets			
Property, plant, and equipment	12	1,028,330,295	987,633,741
Goodwill	13	32,319,054	32,319,054
Intangible assets		1,172,417	1,205,566
Rights of use assets	12	49,236,236	608,206
Investments in associates	14	8,491,568	8,981,606
Other long-term receivables	15	4,545,990	4,663,677
Total non-current assets		<u>1,124,095,560</u>	<u>1,035,411,850</u>
Current assets			
Inventories	16	26,465,727	25,644,052
Trade and other receivables	17	65,672,439	57,499,625
Contract assets	17	2,326,818	4,139,811
Government grants	18	-	75,660
Other current assets	18	20,000,130	11,658,543
Profit tax to be recovered	10	11,337,174	12,366,084
Cash and cash equivalents	28	80,236,677	129,244,930
Total current assets		<u>206,038,965</u>	<u>240,628,705</u>
Total assets		<u>1,330,134,525</u>	<u>1,276,040,555</u>
EQUITY AND LIABILITIES			
Equity and reserves			
Share capital	19	181,739,602	181,739,602
Treasury shares		-	(2,965,789)
Reserves	20	375,972,072	374,434,165
Retained earnings		323,898,643	368,308,706
Equity attributable to equity holders of the parent		<u>881,610,317</u>	<u>921,516,684</u>
Non-controlling interests	21	<u>135,336,090</u>	<u>133,557,257</u>
Total Equity		<u>1,016,946,407</u>	<u>1,055,073,941</u>
Non-current liabilities			
Interest-bearing loans	22	101,121,820	54,021,478
Government Grants	25	17,055,774	17,821,180
Long term lease liability	22	49,533,010	689,660
Other long-term liabilities	25	5,157,150	4,832,683
Deferred tax liabilities	10	18,405,691	19,651,523
Total non-current liabilities		<u>191,273,445</u>	<u>97,016,524</u>

This is a free translation from the original Romanian version.
Notes attached are an integrant part of the consolidated financial statements.

TTS (Transport Trade Services) SA
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Current liabilities			
Trade and other payables	23	27,291,799	36,752,860
Contract liabilities	23	8,524,654	5,139,161
Government grants	25	1,124,209	1,221,923
Lease liabilities	22	2,426,995	404,046
Interest bearing loans and borrowings	22	50,944,850	56,071,755
Provisions for risks and charges	24	3,771,323	3,654,926
Income tax liability	10	934,539	705,647
Other current liabilities	25	26,896,304	19,999,772
Total current liabilities		<u>121,914,673</u>	<u>123,950,090</u>
Total liabilities		<u>313,188,118</u>	<u>220,966,614</u>
Total equity and liabilities		<u>1,330,134,525</u>	<u>1,276,040,555</u>

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU
CFO

TTS (Transport Trade Services) S.A.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

Note	Share capital	Treasury Shares	Legal reserves	Other reserves	Revaluation reserves	Retained earnings	Translation reserve	Attributable to owners of the parent	Non-controlling interests	Total
Balance as of January 1, 2025	181,739,602	(2,965,789)	15,516,851	270,762,357	90,550,664	368,308,706	(2,395,707)	921,516,684	133,557,257	1,055,073,941
Profit for the year	-	-	-	-	-	(12,246,972)	-	(12,246,972)	1,729,229	(10,517,743)
Other comprehensive income	-	-	-	-	-	-	180,410	180,410	-	180,410
Total comprehensive income	-	-	-	-	-	(12,246,972)	180,410	(12,066,562)	1,729,229	(10,337,333)
Transfers between reserves	20	-	1,657,749	2,672,198	-	(4,329,947)	-	-	-	-
Treasury shares-SOP	20	-	-	(2,972,450)	-	6,661	-	(27,900,000)	-	(27,900,000)
Dividends distributed	-	-	-	-	-	-	-	-	-	-
Increase in percentage held in subsidiaries	-	-	-	-	-	24,143	-	24,143	(47,020)	(22,787)
Reduction of ownership interest in subsidiary	21	-	-	-	-	36,052	-	36,052	96,624	132,676
Balance as of December 31, 2025	181,739,602	-	17,174,600	270,462,105	90,550,664	323,898,643	(2,215,297)	881,610,317	135,336,090	1,016,946,407

As of 31 December 2025, the share capital was 180,000,000 RON divided into 180,000,000 shares with a nominal value of 1 leu, all issued shares are paid in full.

Following the resolutions of the (OGMS) from April 4, 2022 and the (EGMS) from November 17, 2023, as well as Decision no. 2 dated February 28, 2025, of the Board of Directors of TTS, approving the completion of the first stage of the implementation of the SOP program and the free allocation, following the exercise of options, of 331,500 shares held by the Company - representing 0.18417% of the Company's share capital - to employees and members of the management TTS and its subsidiaries, who have made a significant contribution to the development of the TTS group. As of 31 December 2025, the Company no longer held treasury shares, as these had been distributed to the participants included in the first stage of the SOP program.

On 30 April 2025, the General Meeting of Shareholders approved the distribution of dividends in the amount of RON 27,900,000, respectively RON 0.155 per share, paid on 16 June 2025.

The inflated value of the share capital according to IAS 29 as a result of the restatement of the financial statements according to OMFP 2844/2016 is in the amount of RON 181,739,602.

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU
CFO

TTS (Transport Trade Services) S.A.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	Share capital	Treasury Shares	Legal reserves	Other reserves	Revaluation reserves	Retained earnings	Translation reserve	Attributable to owners of the parent	Non-controlling interests	Total
Balance as of January 1, 2024	61,739,602	-	12,000,000	216,859,604	70,681,772	595,037,756	(1,781,520)	954,537,214	132,420,309	1,086,957,523
Profit for the year	-	-	-	-	-	19,082,486	-	19,082,486	2,212,888	21,295,374
Other comprehensive loss	-	-	-	-	-	-	(614,187)	(614,187)	-	(614,187)
Revaluation reserve	-	-	-	-	23,653,443	-	-	23,653,443	-	23,653,443
Deferred tax related to revaluation reserve	-	-	-	-	(3,784,551)	-	-	(3,784,551)	-	(3,784,551)
Total comprehensive income	-	-	-	-	19,868,892	19,082,486	(614,187)	38,337,191	2,212,888	40,550,079
Transfers between reserves	-	(2,956,789)	3,516,851	53,902,753	-	(57,419,604)	-	-	-	-
Treasury shares	-	-	-	-	-	-	-	(2,965,789)	-	(2,965,789)
Share capital issued	120,000,000	-	-	-	-	(120,000,000)	-	-	-	-
Dividends distributed	-	-	-	-	-	(68,311,775)	-	(68,311,775)	-	(68,311,775)
Increase in percentage held in subsidiaries	-	-	-	-	-	79,168	-	79,168	(113,584)	(34,416)
Dividends distributed to non-controlling interest	-	-	-	-	-	-	-	-	(1,121,682)	(1,121,682)
Decrease in ownership of AGT	-	-	-	-	-	(159,326)	-	(159,326)	159,326	-
Balance as of December 31, 2024	181,739,602	(2,965,789)	15,516,851	270,762,357	90,550,664	368,308,706	(2,395,707)	921,516,684	133,557,257	1,055,073,941

On July 8, 2024, the operation to increase the Company's share capital by the amount of 120,000,000 lei without subscription and without contribution was completed, by incorporating the amount of RON 120,000,000 from the net profit obtained in previous years, recorded as retained earnings on December 31, 2023 and the counterpart issue of 120,000,000 shares with a nominal value of RON 1 each and the free distribution of 2 newly issued shares for each share held by the shareholders registered in the Shareholders' Register on the Registration Date, respectively August 27, 2024.

As of December 30, 2024, the share capital was RON 180,000,000 divided into 180,000,000 shares with a nominal value of RON 1. All issued shares are paid in full.

According to Decision from December 21, 2023, the Board of Directors established the first parameters of the SOP Program first stage comprising purchase of 331.500 free title shares of the Company ("Options"). The options share capital was granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The company completed the buyback of its Treasury shares for the first stage, the number of own shares held as of December 31, 2024, being 331,500 shares.

During April 2024, dividends were distributed in the amount of RON 68,400,000 lei (68,311,775 lei actual distribution net of dividend attributable to treasury shares), respectively RON 1.14 per share on the distribution date. The dividend was paid on June 17, 2024.

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU
CFO

This is a free translation from the original Romanian version.
Notes attached are an integral part of the consolidated financial statements.

TTS (Transport Trade Services) S.A.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

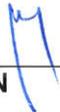
	<u>Notes</u>	<u>Year ended, December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Cash flows from operating activities:			
Profit before taxation		(2,231,274)	35,342,158
Adjustments for non-cash items:			
Depreciation, amortization, and impairment	12	86,339,638	103,557,473
Reversal of impairment loss of property, plant and equipment	12	(1,317,082)	(2,596,930)
Interest expense	9	8,896,667	5,392,267
Interest income	9	(2,259,424)	(5,836,623)
Loss from disposals of property plant and equipment	7	2,366,192	1,274,606
Estimated / (Reversal of) credit losses/ Estimated credit losses	7	2,502,800	(6,433,490)
(Reversal of) NRV for inventories	7	(965,588)	(544,829)
Net Increase/(Decrease) in provision for risks and charges	7	116,397	(1,898,304)
Share of loss/profit of associates	8	231,144	(269,608)
Net foreign exchange differences	7	5,971,904	2,501,865
Income from government grants	7	(863,120)	(916,180)
Operating profit before working capital changes		98,788,254	129,572,405
Changes in operating assets and liabilities:			
Decrease in trade and other receivables		(18,195,244)	9,071,517
Decrease in inventories		143,914	9,566,014
(Decrease) in trade and other payables		7,483,523	(31,062,262)
Cash generated from operations		88,220,447	117,147,674
Interests paid	22	(8,896,667)	(5,392,267)
Income tax paid	10	(3,840,467)	(14,923,151)
Net cash flow from operations		75,483,313	96,832,256
Investing activities:			
Purchases of tangible and intangible assets	12	(141,680,734)	(137,354,663)
Proceeds from sale of property plant and equipment		5,849,019	1,536,116
Dividends cashed in from associates	14	258,894	445,060
Interest received		2,259,424	5,836,623
Government grants cashed in	18	-	3,545,718
Withdrawal/ (Placement) of short-term deposits	28	-	35,911,001
Net cash flow used in investing activities		(133,313,397)	(90,080,145)

This is a free translation from the original Romanian version.
Notes attached are an integrant part of the consolidated financial statements.

TTS (Transport Trade Services) S.A.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Notes</u>	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Financing activities:			
Dividends paid	20	(27,875,280)	(68,311,775)
Proceeds from borrowings	22	79,094,963	22,524,462
Repayment of borrowings	22	(39,151,220)	(23,187,385)
Dividends paid to non-controlling interests	21	-	(1,121,682)
Payments for acquisition of non- controlling interest		(22,874)	(34,417)
(Payment of principal amounts of lease liabilities	22	(886,073)	(398,968)
Payments for purchase of treasury shares	20	-	(2,965,789)
Net Cash flow (used in)/ from financing activities		<u>11,159,516</u>	<u>(73,495,554)</u>
Net (decrease)/increase in cash and cash equivalents		<u>(46.670.568)</u>	<u>(66.743.443)</u>
Cash and cash equivalents at the beginning of the year		<u>129,244,930</u>	<u>193,715,040</u>
Exchange differences on cash and cash equivalents		<u>(2.337.685)</u>	<u>2.273.333</u>
Cash and cash equivalents at the end of the year		<u>80,236,677</u>	<u>129,244,930</u>

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:



STANCIU ION
CEO



NICOLETA FLORESCU
CFO

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

1. GENERAL INFORMATION

TTS (Transport Trade Services) SA (hereinafter referred to as 'the Company'), is a company incorporated in Romania, in 1997 having its registered office at no 27, Vaselor Street, Bucharest.

The core business of the Company is represented by activities related to transport. TTS (Transport Trade Services) S.A. operates as a sender of goods in domestic and international transport, on interior riverways, offering integrated/modular transport services.

The consolidated financial statements of the Company as at and for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as "Group" and individually as "Group entities").

The consolidated financial statements of the Company as at and for the year ended December 31, 2025, were initially approved on March 31, 2026.

Consolidation perimeter

TTS (Transport Trade Services) SA prepares consolidated financial statements for the year ended December 31, 2025. Consolidated financial statements include the financial statements of companies TTS SA („the Company”) and its subsidiaries: CNFR Navrom SA, Canopus Star SRL, TTS Porturi Fluviale SRL, TTS Operator SRL, Navrom Bac SRL, Navrom Shipyard SRL, Agrimol Trade S.A, Decirom SA , Bunker Trade Logistic SRL, TTS (Transport Trade Services) GMBH, Superquatro Group SRL, Plimsoll Zrt and Fluvius Kft, Port of Fajzs kft known as "the Group".

As of December 31, 2025, the Company owned directly or through other subsidiaries investments in the following entities:

<u>Name of investment</u>	<u>Core Business</u>	<u>Place of establishment and operations</u>	<u>Type</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
				%	%
CNFR Navrom SA	Transportation of goods on rivers	Galați, Romania	Subsidiary	92.20191	92.1946
Canopus Star SRL	Handling of goods	Constanța, Romania	Subsidiary	51	51
TTS Porturi Fluviale SRL	Handling of goods	Galați, Romania	Subsidiary	100	100
TTS Operator SRL	Handling of goods	Constanța, Romania	Subsidiary	90	90
Decirom S A	Handling of goods	Constanța, Romania	Subsidiary	99.9393	99.93
Navrom Bac SRL	Transportation on rivers	Galați, Romania	Subsidiary	92.20191	92.1946
Navrom Shipyard SRL	Repair and maintenance of ships and boats	Galați, Romania	Subsidiary	92.20091	92.1936
Superquatro Group SRL	Hydrotechnical works	Galați, Romania	Subsidiary	92.20191	92.1946

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

1. GENERAL INFORMATION (continued)

<u>Name of investment</u>	<u>Core Business</u>	<u>Place of establishment and operations</u>	<u>Type</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
				%	%
TTS (Transport Trade Services) Gmbh	Complementary activities related to transport	Austria	Subsidiary	75	75
Plimsoll Zrt	Complementary activities related to transport	Budapest, Hungary	Subsidiary	51	51
Fluvius Kft	Transportation of goods on rivers	Budapest, Hungary	Subsidiary	-	51
Port of Fajsz Kft	Handling of goods	Fajsz, Hungary	Subsidiary	100	100
Agrimol Trade SA	Trading various products	Bucharest, Romania	Subsidiary	94.9772	94.9772
Bunker Trade Logistics SRL	Complementary activities related to transport	Constanța, Romania	Subsidiary	92.20191	92.1946
Transterminal-S SRL	Railway transportation of goods	Chisinau, Rep. Moldova	Associate	20	20
Navrom Port Service SA	River transportation of goods	Galați, Romania	Associate	49.98	49.98
GIF Leasing IFN	Finance lease	Bucharest, Romania	Investment	7.7014	7.7014

On 1 October 2025, the subsidiary Fluvius Kft merged by absorption with the subsidiary Plimsoll Zrt, with Fluvius Kft being the absorbed entity.

GIF Leasing IFN is a limited liability entity, established in 2004, in which TTS (Transport Trade Services) S.A. holds 7.7014% of the share capital. The registered office of the entity is located at 24 Negustori Street, Bucharest. The entity's main activity is leasing (NACE code 6491). The company is currently in insolvency.

The Group does not exercise significant influence over GIF Leasing IFN

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS, AS ADOPTED BY THE EU

A. Changes in accounting policy and disclosures

The standards/amendments that are effective and have been endorsed by the European Union

The accounting policies adopted are consistent with those of the previous financial year, except for the following IFRS Accounting Standard which has been adopted by the Group/Company as of 1 January 2025:

- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).** The amendments are effective for annual reporting periods beginning on or after January 1, 2025.
The newly adopted IFRS Accounting Standard did not have a material impact on the Group's/Company's accounting policies.

B. Standards issued but not yet effective and not early adopted

B.1. The standards/amendments that are not yet effective, but have been endorsed by the European Union

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments).** In May 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity (Amendments).** In December 2024, the IASB issued targeted amendments for a better reflection of Contracts Referencing Nature-dependent Electricity, which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **Annual Improvements to IFRS Accounting Standards – Volume 11.** In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards – Volume 11. An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted. Management has assessed that these amendments will not have a material impact.
- **IFRS 18 Presentation and Disclosure in Financial Statements.** In April 2024, the IASB issued the IFRS 18 - Presentation and Disclosure in Financial Statements which replaces IAS 1 - Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Group is currently assessing the impact that the amendments will have on the primary financial statements. Based on the analysis performed to date on the Group's financial statements, the expected impact relates to the following:(a) a new disclosure note will be introduced regarding management performance measures;(b) interest paid will be classified within financing activities in the statement of cash flows;(c) the share of profit or loss from investments in associates will be reclassified to the investing result category in the consolidated statement of profit or loss;(d) the consolidated statement of profit or loss will be presented across three categories: operating, investing and financing.
- **IFRS 18 introduces new requirements on presentation within the statement of profit or loss.** It requires an entity to classify all income and expenses within its statement of profit or loss into one of the five categories: operating; investing; financing; income taxes; and discontinued operations. These categories are complemented by the requirements to present subtotals and totals for 'operating profit or loss', 'profit or loss before financing and income taxes' and 'profit or losses'. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, there are consequential amendments to other accounting standards. IFRS 18 is effective for reporting periods beginning on or after January 1, 2027, with earlier application permitted. Retrospective application is required in both annual and interim financial statements.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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(all amounts are expressed in "RON", unless specified otherwise)

B.2. The standards/amendments that are not yet effective and have not yet been endorsed by the European Union

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures (including amendments).** In May 2024, the IASB issued the IFRS 19 - Subsidiaries without Public Accountability: Disclosures, and in August 2025 the IASB issued amendments to IFRS 19. IFRS 19 (including the amendments) becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (Amendments).** In November 2025, the IASB issued amendments to Translation to a Hyperinflationary Presentation Currency which amend IAS 21 The Effects of Changes in Foreign Exchange Rates, and they become effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management has assessed that these amendments will not have a material.
- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

3. MATERIAL ACCOUNTING POLICIES

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with Order of the Minister of Public Finance No. 2844/2016 approving the accounting regulations compliant with International Financial Reporting Standards as adopted by the European Union, as subsequently amended.

Order of the Minister of Public Finance No. 2844/2016, as subsequently amended, is aligned with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), except for the provisions of IAS 21 The Effects of Changes in Foreign Exchange Rates regarding the functional currency, IAS 20 Government Grants regarding the recognition of income from green certificates, IFRS 15 Revenue from Contracts with Customers regarding the accounting treatment of connection fees to the distribution network, and the treatment of the minimum turnover tax.

3.2 Basis of preparation

The consolidated financial statements have been prepared at historic cost, except for certain property, plant and equipment which are measured at fair value, as described in the accounting policies. The historic cost is generally based on the fair value of the provision supplied in exchange for the assets.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3 MATERIAL ACCOUNTING POLICIES (continued)

3.2 Basis of preparation (continued)

The material accounting policies are presented below.

Going concern

The going concern principle. The Company operates according to the going concern principle. This principle assumes that the entity will continue its activity normally, without entering liquidation or significantly reducing its activity.

Presentation currency

These financial statements are presented in Romanian lei (RON), which is the Group's presentation currency, as well as the functional currency of the Company and the majority of the Group's subsidiaries. The financial statements are presented in RON, rounded to the nearest whole unit, with no decimal places. Transactions denominated in a currency other than the functional currency are translated into the functional currency at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated into RON at the exchange rate at that date. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated into the functional currency at the closing rate at the date on which the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Realised and unrealised foreign exchange gains and losses are recognised in profit or loss in the period in which they arise.

The Group also includes entities whose functional currency is HUF or EUR, for which assets and liabilities are translated into RON at the exchange rate at the reporting date, and income and expenses are translated at the average exchange rate for the period. The resulting differences are recognised in other comprehensive income. The Group presents this effect in the statement of changes in equity as "Translation differences". In general, reclassification to profit or loss will occur only when required by IFRS.

The exchange rates as of December 31, 2025, and as of December 31, 2024, are:

	December 31, 2025	December 31, 2024
EUR	5.0985	4.9741
USD	4.3417	4.7768

Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash

All other assets are classified as non-current.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.2 Basis of preparation (continued)

A liability is current when:

- It is expected to be settled in the normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Fair value measurement

The Group measures and recognizes at fair value ships (presented within ships category).

Also, fair values of financial instruments measured at amortized cost are estimated for disclosure purposes.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, if market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: market prices in active markets for identical assets or liabilities
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved in the valuation of significant assets. The decision to engage external valuers is made annually by management. Selection criteria include market knowledge, reputation, independence and adherence to professional standards.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's policies by verifying the major inputs applied in the latest valuation and assessing the changes from the previous valuation.

For fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

- has the power over the investee.
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders.
- potential voting rights held by the Company, other vote holders or other parties.
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income, and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquirer's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. After acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of the other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. The total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.3 Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of the retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and non-controlling interests.

3.4 Goodwill

Where the assets of a subsidiary are measured at revalued amount or fair value, the related accumulated gains or losses are recognised in the revaluation reserve within other comprehensive income. As property, plant and equipment measured at fair value are disposed of, the revaluation reserve attributable to the respective asset is transferred to retained earnings.

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquire and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in the profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.5 Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date, and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate.

3.6 Revenue from contracts with customers

Revenue for all businesses is recognized when the performance obligation has been satisfied, which happens upon transfer of control to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for the goods and services.

Group implemented the following 5 (five) steps of analysis in revenue recognition:

- 1) Identify contract with a customer.
- 2) Identify the performance obligations in the contract. Performance obligations are promises in a contract to deliver goods or services that are distinct to customers.
- 3) Determine the transaction price, net of discounts, returns, sales incentives and value added tax, which an entity is entitled to obtain as compensation for the delivery of goods or services promised in the contract
- 4) Allocate the transaction price to each performance obligation based on the relative stand-alone selling prices of each distinct goods or services promised in the contract. When this cannot be observed directly, the relative stand-alone selling price is estimated based on expected cost-plus margin.
- 5) Recognize revenue when performance obligation has been fulfilled by delivering the promised goods or services to the customer (when the customer has control over the goods or services).

The Group recognizes revenue from the following major sources:

- 1) from logistic services
- 2) from sales of goods
- 3) from construction contracts

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.6 Revenue from contracts with customers (continued)

Revenue from sale of goods/ merchandises is recognized when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods.

Revenues from logistics services are recognized over time as the customer benefits from the entity's performance as the services are rendered.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

The revenue is measured according to the contractual considerations. Revenue from sales is reduced for returns, commercial rebates, and other similar reductions. The basic rule is that prices/tariffs are calculated based on costs + profit, under market conditions. Port prices are more stable, contracted mostly on a yearly basis but usually same over a longer period. Tariffs for transport are more stable for minerals and part of chemicals, i.e. contracts valid one year (or more), spot contracts are calculated according to the basic rule. Tariffs for grains are agreed for main volumes, basis on one-year long contract, level of tariffs being higher during season (July – December) and lower for off-season (January-June); spot contracts follow the basic rule.

Contract considerations for transport performance obligations are adjusted with BAF (bunker adjustment fee) and LWS (low water surcharge).

The company has the following revenue streams:

3.6.1. Revenue from logistic services

Revenue from logistic services (transport, expedition, port operations) are recognised over time according to the contractual conditions:

Revenue from logistic services is recognized as the transportation is performed based on the following documents:

- freight documents (bill of lading, other related transport documents)
- Documents attesting to the unloading operation from transport vehicles like barges, maritime ships or loading operation of loading the commodities (tally upon unloading / Out Turn Report – OTR / draft unloading survey)
- For the transportation services in progress at year end- the revenue is recognized over time as it is and the value recognized is based on data related to the position of the ships at year end

The Group has generally concluded that it is the principal in its revenue arrangements, because it typically assumes responsibility for the services to the final customer, negotiates price and assumes risk of non-payment.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.6 Revenue from contracts with customers (continued)

3.6.1. Revenue from logistic services (continued)

Revenues are reflected in the forwarding segment (revenues generated by TTS (Transport Trade Services) SA, Plimsoll zrt Hungary and TTS (Transport Trade Services) GmbH Austria), the river transport segment (revenues generated by CNFR NAVROM SA and Navrom Bac SRL) and port operation segment (revenues generated by Canopus Star SRL, TTS Operator SRL and Decirom, subsidiaries from Constanta, the subsidiary TTS Porturi Fluviale SRL from Galati and Port of Fajsz kft from Hungary) detailed in Note 11.

The forwarding segment is mainly involved in contracting the final clients and subcontracting the work to be performed by transportation suppliers mainly from the fluvial segment, but also third parties. Port operations are also doing services for the first two segments but also for other third parties' clients. Revenues are recognized over time in line with contractual terms.

3.6.2. Sale of goods

Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the good at the customer's location. The normal credit term is 30 to 90 days upon delivery.

3.6.3. Revenues from construction contracts

Revenue and costs for construction contracts in Navrom Shipyard are recognized at a point in time when delivered to client based on acceptance from the beneficiary. As the project is executed, costs are capitalized as work in progress.

The Group uses the option given by the standard not to present signed and uncompleted contracts as of December 31, 2025, and December 31, 2024.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods and services rendered, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the customer (if any).

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods/services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The rights of penalties give rise to variable consideration.

Some customer contracts for transportation services include penalties clauses to be invoiced to client for costs incurred when client does not bring the goods at the established place for transportation timely and there are costs incurred by TTS Group for waiting. These revenues are recognized when such delays occur, and the penalties are invoiced to the client.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.6 Revenue from contracts with customers (continued)

3.6.4. Revenues from construction contracts (continued)

Contract assets

A contract asset is initially recognized for revenue earned from rendered services because the receipt of consideration is conditional on successful completion of the service. Upon completion of the service and acceptance by the customer, the amount recognized as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets.

Contract liabilities

A contract liability is recognized if a payment is received, or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognized as revenue when the Group performs under the contract (i.e., executes the transportation service for the customer).

3.7 Post-employment benefit costs

Share based payments

Employees (senior executives and key personnel) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized in payroll expenses, together with a corresponding increase in other reserves in equity, over the period in which the service conditions and, where applicable, the performance conditions are fulfilled (the vesting period).

If the equity instruments granted vest immediately, the counterparty is not required to complete a specified period of service before becoming unconditionally entitled to those equity instruments. In the absence of evidence to the contrary, the entity shall presume that services rendered by the counterparty as consideration for the equity instruments have been received. In this case, on grant date, the entity shall recognize the services received in full, with a corresponding increase in equity.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in payroll. For transactions measured by reference to the fair value of the equity instruments granted, the Group measures the fair value of equity instruments granted at the measurement date, based on market prices if available, considering the terms and conditions upon which those equity instruments were granted.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.8 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded.

The Group's policy is to establish tax provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective counties in which it operates. The amount of such tax provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective Group's domicile. As the Group assesses the probability for litigation and subsequent cash outflow with respect to taxes as remote, no contingent liability has been identified.

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

A. Current tax

The tax currently payable is based on the taxable profit of the year. Taxable profit differs from the 'profit before tax' as reported in the consolidated statement of profit and loss, as it excludes the elements of income and expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current income tax liability is calculated using tax rates that have enacted or substantively enacted by the end of the reporting period.

Companies with a turnover exceeding EUR 50 million are required to pay a minimum turnover tax (IMCA) of 1%, which is due when the quarterly/annual corporate income tax calculated falls below the minimum threshold or when the quarterly/annual taxable result (before the recovery of losses from prior years) is a loss. The minimum turnover tax is treated as a current income tax expense in accordance with OMFP 2844/2016, as subsequently amended. Under the updated legislation, the rate has been reduced to 0.5% in 2026 and will be eliminated as of 1 January 2027.

B. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the Romanian laws that have been enacted or substantively enacted by the reporting date (2025 and 2024: 16%).

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.8 Taxation (continued)

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.9 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

3.10 Non-Reimbursable Government Grants

Receivables are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Non-refundable government grants, the principal condition of which is that the Group should purchase, construct or otherwise acquire non-current assets, are recognised as deferred income in the statement of financial position and presented as "investment grants". The deferred income is amortised to the statement of comprehensive income on a systematic and rational basis over the useful lives of the related assets, or when the assets acquired from the grant become obsolete or are disposed of.

3.11 Property, plant, and equipment

Land and buildings held to be used in the production or supply of goods or services or for administrative purposes are stated in the consolidated statement of financial statements at their cost less accumulated depreciation and accumulated impairment losses.

Tangible assets in progress that will be used in production or in administration are stated at cost less any impairment. Costs include professional fees and, in case of qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policies. Such assets are classified under such categories of tangible assets when completed or ready for use for the purpose they were intended. The depreciation of such assets, on the same basis as other owned assets, commences when the assets are ready for use as intended by the management.

Land is not depreciated.

The depreciation of the property plant and equipment items is recorded in the statement of comprehensive income through the profit and loss of the year.

The depreciation commences when the assets are ready for their intended use.

Property, plant, and equipment is stated at cost less accumulated depreciation and accumulated impairment losses. For ships, included in Plant and equipment, the revaluation model is used. They are depreciated on the estimated useful life of these assets which are subject to revaluation with sufficient regularity, report being issued by an independent member of ANEVAR.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.11 Property, plant, and equipment (continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is no longer recognized further to its assignment or when no future economic benefits are expected from the continued use of the asset. Any gain or loss resulting from the assignment or disposal of an item of property, plant and equipment is determined as the difference between proceeds from sales and the carrying value of the asset and is recognized in the Group's profit or loss.

The average useful life of each category of property, plant and equipment is presented as follows:

	<u>Years</u>
Buildings	20 – 60
Plant and equipment	2 – 8
Fixtures and furniture	8 – 16
Ships	8 - 20
Right-of-use assets	10 - 30

3.12 Intangible assets purchased separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated depreciation amortization and accumulated impairment losses. Amortization is calculated on a straight-line basis throughout the useful life. The estimated useful life and the amortization method are revised at the end of each reporting period, effecting changes in the future accounting estimates.

The following useful lives are used in the calculation of amortization:

	<u>Years</u>
Software	1 – 5

3.13 Impairment of tangible and intangible assets other than goodwill

Intangible assets with an indefinite useful life and the intangible assets that are not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

At the end of each reporting period, the Group reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.13 Impairment of tangible and intangible assets other than goodwill (continued)

Where the asset does not generate cash, inflows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where there can be identified a consistent allocation basis, the Group's corporate assets are also allocated to individual cash generating units or to the smallest group of cash generating units for which a consistent allocation basis can be identified.

The recoverable value means the highest of fair value minus sale costs and its value in use. When measuring the value in use, estimated future cash flows are discounted at their current value by using a discount rate determined prior to taxation, which reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates related to future cash flows have not been adjusted.

If the recoverable value of an asset (or cash-generating unit) is estimated to be lower than its carrying value, then the carrying value of the asset (or the cash-generating unit) is reduced to the level of the recoverable value. Impairment is recognized immediately in profit or loss, if the relevant asset is not registered at a re-measured value, in which case the impairment is treated as reduction of re-measurement.

When an impairment loss is subsequently reversed, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable value, but so that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the respective asset (cash generating unit) in the prior years. A reversal of the impairment loss is immediately recognized in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.14 Inventories

Inventories are stated at the lower of cost and net realizable value. Costs, including a part corresponding to the fixed and variable expenses are allocated to the inventories held through the method that is most adequate to the respective class of inventories, the weighted average basis. Net realizable value represents the sale price estimated for inventories less all the costs estimated for completion and the costs pertaining to the sale.

3.15 Provisions

It is the Group's policy to establish provisions, based on reasonable estimates, for the possible consequences of audits carried out by the tax authorities in the jurisdictions in which it operates. The amount of such provisions depends on various factors, such as the experience of previous tax audits and the differing interpretations of tax regulations by the taxable entity and the competent tax authority.

Such differences in interpretation may arise across a wide variety of matters, depending on the conditions prevailing in the jurisdictions in which the Group operates. As the Group assesses that the probability of disputes arising and of subsequent cash outflows for the payment of taxes is unlikely, no contingent liability has been recognised.

Provisions are recognized when the Group has a present obligation (legal or implicit) as a result of a past event, and it is probable that an outflow of resources incorporating economic benefits will be required to settle that obligation and a reliable estimate of the value of the obligation may be made.

The value recognized as provision is the best estimate of the counter value required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties related to the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, the carrying value thereof is the present value of such cash flows (if the effect of the time value of money is material).

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.15 Provisions (continued)

When expected that some of or all the economic benefits required to settle a provision be recovered from third parties, then the receivable is recognized as asset if it is almost certain that the repayment will be collected, and the value of the receivable can be reliably assessed.

Taxation provisions

The Group records current tax provision relating to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with the Romanian Tax Authorities. Uncertain tax items for which a provision is made, relate principally to the interpretation of tax legislation regarding arrangements entered into by the Group. Due to the uncertainty associated with such tax items, there is a possibility that, on conclusion of open tax matters at a future date, the outcome may differ significantly. There is no such open issue with the tax authorities for the Group as of December 31, 2025, for which a provision would be needed.

Onerous contracts

Present obligations generated under onerous contracts are recognized and measured as provisions. A contract is onerous when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Warranties

Provisions for estimated costs of guaranteed obligations according to local legislation concerning the sale of goods are recognized on the date when the relevant products are sold, at the best estimate made by the management as regards the expenses required to settle the Company's obligation.

3.16 Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Critical accounting judgements

The following are the critical judgements that the management has used in applying the Group's accounting policies and which have a significant impact on the carrying values recognized in the financial statements.

i) *Recognition of revenue from logistics services*

At the end of each reporting period, the Group reviews the status of services in progress and recognises revenue from contracts with customers based on the percentage of completion of each service.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.16 Use of estimates (continued)

ii) *Useful life of tangible and intangible assets*

The Company revises the estimated useful life of tangible and intangible assets and the residual values of ships at the end of each annual reporting period. The useful lives are presented in Note 3.12 tangible and intangible accounting policies.

iii) *Impairment assessment.*

At the end of each reporting period, the Group assesses each cash-generating unit for indicators of impairment and, where necessary, performs impairment analyses to determine whether an impairment loss exists. These analyses include market-related information and management's expectations regarding the future development of the business, taking into account market conditions and the strategy for the forthcoming period.

3.17 Application of IFRS 9 Financial Instruments

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis..

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets. Financial assets resulting from the main operations of the company are presented as Trade receivables while receivables from secondary operations like sale of ships (PPE) are presented as sundry debtors.

(i) Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.17 Application of IFRS 9 Financial Instruments (continued)

(i) Amortized cost and effective interest method (continued)

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognizes interest income by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognized in profit or loss and is included in the Net of finance cost/ income line item.

(ii) Impairment of financial asset

The Group always recognizes lifetime expected credit losses (ECL) for trade receivables, contract assets and lease receivables. Expected credit losses are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for debtor-specific factors, general economic conditions and an assessment of both current and forecast conditions at the reporting date, including the time value of money, where applicable.

(iii) Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

The repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. MATERIAL ACCOUNTING POLICIES (continued)

3.17 Application of IFRS 9 Financial Instruments (continued)

(ii) Financial liabilities and equity (continued)

When the Group exchanges with the existing lender one debt instrument for another with substantially different terms, this exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for a substantial modification of the terms of an existing liability or part thereof as an extinguishment of the original financial liability and the recognition of a new liability. The terms are considered to be substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, differs by at least 10% from the present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after the modification is recognised in profit or loss as a modification gain or loss within the line item 'Other gains and losses.

3.18 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

Group as a lessee

i) Right-of-use assets

The *Group* recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 3 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the *Group* recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the *Group* and payments of penalties for terminating the lease, if the lease term reflects the *Group's* exercising the option to terminate.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.18 Leases (continued)

ii) Lease liabilities (continued)

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the *Group* uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The *Group* applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

3.19 Contingent assets and liabilities

A contingent liability is:

- a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- a present obligation that arises from past events that is not recognized because:
 - a. it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - b. the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the Group's financial statements but disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A contingent asset is not recognized in the Group's financial statements but disclosed when an inflow of economic benefits is probable.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.20 Segment reporting

An operating segment is a component of an entity: that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity) whose operating results are reviewed regularly by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Reportable segments are operating segments or aggregations of operating segments that meet specified criteria:

- its reported revenue, from both external customers and intersegment sales or transfers, is 10 per cent or more of the combined revenue, internal and external, of all operating segments, or
- the absolute measure of its reported profit or loss is 10 per cent or more of the greater, in absolute amount, of (i) the combined reported profit of all operating segments that did not report a loss and (ii) the combined reported loss of all operating segments that reported a loss, or
- its assets are 10 per cent or more of the combined assets of all operating segments.

If the total external revenue reported by operating segments constitutes less than 75 per cent of the entity's revenue, additional operating segments must be identified as reportable segments (even if they do not meet the quantitative thresholds set out above) until at least 75 per cent of the entity's revenue is included in reportable segments.

Settlement prices among segments are set objectively.

The results, assets and liabilities related to a segment include elements that may be allocated directly to one segment, and elements that may be allocated on a reasonable basis.

Capital expenses related to a segment represent the total costs registered over the period for purchasing tangible and intangible assets.

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4. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following is an analysis of the Group's revenue for the year from continuing operations:

	Year ended December 31, 2025	Year ended December 31, 2024
Revenue from rendering of services	586,803,919	686,687,246
Revenue from sales of merchandises	41,174,614	34,162,954
Revenue from other activities	23,027,098	12,896,730
Revenues from sales of finished products	<u>287,438</u>	<u>48,342</u>
Total	<u>651,293,069</u>	<u>733,795,272</u>
Revenue from segment information (note 11)	651,293,069	733,795,272
Other operating revenue (note 11)	3,842,350	7,827,199
Total	<u>655,135,419</u>	<u>741,622,471</u>

For more details, please see also note 11 Segment revenue. Other operating revenues relates to variable considerations from contracts with customers, mainly penalties. Revenue from other activities primarily comprises sales of scrap metal resulting from ship dismantling, as well as ancillary services related to core operations, including ships handling in ports.

The following table classifies the proceeds from the sale of services in 2025 according to the timing of revenue recognition:

	Year ended December 31, 2025	Year ended December 31, 2024
Revenue recognized over time	580,572,821	688,546,922
Revenues recognized at a point in time (merchandise, finished goods, construction)	<u>74,562,598</u>	<u>53,075,549</u>
Total	<u>655,135,419</u>	<u>741,622,471</u>

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5. ADMINISTRATIVE EXPENSES

	Year ended December 31, 2025	Year ended December 31, 2024
Electricity expenses	7,485,655	7,646,683
Repairs	9,900,311	15,346,202
Rent expenses	3,054,820	7,601,483
Insurance expenses	6,760,434	7,087,733
Training	593,248	608,134
Transportation services	2,888,763	4,059,449
Legal Expenses	820,450	775,827
Advertising and marketing expenses	1,256,867	1,818,900
Travel expense	713,419	567,122
Communication expenses	1,229,576	1,312,031
Other taxes, charges and similar expenses	4,382,994	3,965,824
Total	39,086,537	50,789,388

Rental expenses relate to short-term leases of barges, cranes and pontoons for port operations, as required based on operational needs.

6. PAYROLL EXPENSES

	Year ended December 31, 2025	Year ended December 31, 2024
Salaries and allowances expenses	152,749,924	181,305,124
Insurance contribution for work	3,675,007	4,671,567
Other expenses regarding insurance and social protection	5,583,534	7,127,425
Meal tickets	5,881,990	7,169,011
	167,890,455	200,273,127
Board Members executive and non-executive	4,250,106	4,074,731
Total	172,140,561	204,347,858

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7. OTHER GAINS AND LOSSES

	Year ended December 31, 2025	Year ended December 31, 2024
Other income	3,395,168	4,925,842
Net income with currency differences	-	2,501,864
Reversal for impairment loss of specific property plant and equipment items (note 12)	1,317,082	2,596,930
Estimated credit losses reversal trade receivables/ sundry debtors	-	6,433,490
Net realizable value reversal for inventories	965,588	544,829
Net income / (expenses) from provisions for risks and charges	-	1,898,304
Total	5,677,838	18,901,259
	Year ended December 31, 2025	Year ended December 31, 2024
Net foreign exchange loss	(4,419,625)	-
Estimated credit losses trade receivables/ sundry debtors	(2,502,800)	-
Net income / (expenses) from provisions for risks and charges	(116,397)	-
Other expenses	(6,244,757)	(6,905,770)
Loss on disposal of property, plant and equipment	(2,366,192)	(1,274,606)
Total	(15,629,771)	(8,180,376)

Other administrative expenses mainly relate to contractual penalties.

Income from the reversal of adjustments for fixed assets includes reversals of provisions for assets that were in conservation and were sold or scrapped.

Reversals of impairment allowances on current assets relate to recoveries recognized during the financial year 2025.

Net income / (expenses) from provisions for risks and charges mainly refers to the provision for employee benefits for which the amount and timing of payment is not certain.

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8. SHARE OF PROFIT OF ASSOCIATES

	Year ended December 31, 2025	Year ended December 31, 2024
Share of (loss)/profit of associates	(154,077)	269,608
Other financial (costs)/ income	(3,180)	(561,143)
Total	(157,956)	(291,535)

The share of the profit of associates represents the gain for the current year from recording the investments through the equity method.

For further details regarding (Expenses)/Income with associates please see note 14.

9. FINANCE INCOME

	Year ended December 31, 2025	Year ended December 31, 2024
Interest income	2,275,429	5,836,623
Total	2,275,429	5,836,623

Financial income mainly relates to interest income.

FINANCE COSTS

	Year ended December 31, 2025	Year ended December 31, 2024
Bank fees	(919,289)	(888,326)
Interests on borrowings	(5,344,326)	(5,356,673)
Interest on lease liabilities related to right-of-use assets	(3,352,341)	(35,594)
Exchange rate differences from financing activities	(1,552,280)	(1,672)
Total	(11,368,235)	(6,282,265)

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10. INCOME TAX

The tax rate applied for the reconciliation above for the years 2025 and 2024 is 16% in Romania.

	Temporary differences 2025	Deferred tax amount 2025	Temporary differences 2024	Deferred tax amount 2024
Property plant and equipment	(119,925,537)	(19,188,586)	(126,922,319)	(20,307,571)
Provision	3,771,319	603,411	3,654,926	584,788
Trade and other receivables	1,121,775	179,484	445,375	71,260
Tax liabilities		(18,405,691)	-	(19,651,523)
			Year ended December 31, 2025	Year ended December 31, 2024
Current tax expense (note 10.2)			9,532,300	14,398,605
Expenses with deferred tax recognized in the current year (note 10.1)			(1,245,832)	(351,821)
Total			8,286,469	14,046,784

The tax rate applied for the reconciliation above for the years 2025 and 2024 is 16% in Romania.

During the year 2025 the Group compensated amount from current income tax with RON 4,167,184 (2024: RON 24,561,037) amount from VAT liability following compensations decisions issued by State Authorities. In addition, the Group obtained tax incentives related to corporate income tax amounting to RON 266,847.

As of December 31, 2025, the Group has income tax payable of RON 934,539 (2024: RON 705,657) and a receivable representing recoverable profit tax, in the amount of RON 11,337,174 (2024: RON 12,366,084) resulting from the application of the advance payment system for corporate tax.

10.1. Details regarding deferred tax

	Year ended December 31, 2025	Year ended December 31, 2024
Balance as of January 1 deferred tax liabilities	19,651,523	16,218,793
Deferred tax impact related to revaluation reserves	-	3,784,551
Expense / (Revenue) in the period:		
- generated by the revaluation reserves	(1,118,985)	(602,370)
- provisions and other receivables	(126,847)	250,549
Total impact – Profit and Loss account	(1,245,832)	(351,821)
Balance as at December, 31 deferred tax liabilities	18,405,691	19,651,523

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10. INCOME TAX (continued)

10.2. Details regarding income tax

	Year ended December 31, 2025	Year ended December 31, 2024
(Loss)/Profit before tax	(2,231,274)	35,342,158
Income tax calculated at 16%	(357,004)	5,654,745
Tax effects of non- deductible expenses	1,585,372	2,235,033
Tax Effects of income that are exempt from taxation	(1,790,551)	(402,005)
Tax Effects of other elements	1,214,918	83,569
Effect of other expense-related items	(123,740)	-
Tax credit	(1,474,998)	(2,288,121)
IMCA effect	2,684,442	2,740,213
Deferred tax asset related to tax loss, unrecognized	6,548,030	6,023,350
Income tax in respect of the current year	8,286,469	14,046,784

A tax credit represents a bonification received from the state in accordance with Romanian law OUG 33/2020 and 153/2020 relating to reinvested profit, sponsorships and bonuses based on the evolution of equity.

As of 31 December 2025, CNFR Navrom subsidiary had fiscal losses amounting to RON 24,349,514 arising in 2025, which may be used to reduce taxable profit by up to 70% of its amount during the period 2026–2030, and RON 32,619,428 arising in 2024, which may be utilized during the period 2025–2029.

The line relating to the IMCA effect above represents the corporate income tax expense recognized by CNFR Navrom in accordance with the tax legislation providing for a minimum corporate income tax of 1% of turnover for companies with turnover exceeding EUR 50 million. CNFR Navrom was subject exclusively to IMCA, as its activity generated a tax loss

10. SEGMENT INFORMATION

The Group's core business is transportation of goods on the Danube and other complementary services related to the transportation of goods such as handling of goods, loading and unloading, storage.

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the type of activities - forwarding, river transport, operations services, and other services (repairs of the transportation fleet, distribution of different goods (timber), hydro-construction, bunker services.

Finance costs, finance income, share of profit in associates are not allocated to individual segments as the underlying instruments are managed on a group level.

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11. SEGMENT INFORMATION (continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment:

2025	Total	Forwarding	River transport	Port operations	Other	Intersegments
Revenue	651,293,069	444,521,617	288,116,885	137,514,576	66,074,787	(284,934,796)
Other operating revenue	3,842,350	1,628,243	2,733,680	519,410	9,255	(1,048,238)
Merchandise sold	(34,826,448)	-	(184,040)	-	(34,642,408)	-
Raw materials and consumables	(72,084,476)	(265,674)	(58,697,423)	(9,517,672)	(3,659,904)	56,197
Depreciation and amortization	(86,339,638)	(5,283,124)	(48,043,716)	(29,527,708)	(3,485,090)	-
Packaging costs	(4,043)	-	(2,391)	(1,652)	-	-
Subcontractors' expenses	(233,682,294)	(378,151,647)	(90,777,286)	(25,531,071)	(11,019,342)	271,797,052
Payroll expenses	(172,140,561)	(16,756,070)	(81,369,173)	(55,289,419)	(18,725,899)	-
Electricity, heating, and water	(7,485,656)	(230,095)	(1,914,640)	(4,527,985)	(886,385)	73,449
Maintenance and repair expenses	(9,900,312)	(2,093,673)	(11,745,499)	(3,869,195)	(339,288)	8,147,343
Other expenses	(21,700,569)	(3,733,431)	(9,885,598)	(9,818,026)	(2,798,757)	4,535,243
Other gains	6,375,845	1,437,111	1,546,675	2,270,186	1,451,381	(329,508)
Other loss	(16,327,778)	(5,342,440)	(9,800,058)	(1,574,962)	(1,025,991)	1,415,673
Total operating result	7,019,489	35,730,817	(20,022,584)	646,482	(9,047,641)	(287,585)
Share of profit of associates	(157,956)					
Finance income	2,275,428					
Finance costs	(11,368,235)					
(Loss)/Profit before tax	(2,231,274)					
Income tax expenses	(8,286,469)					
(Loss)/Profit of the year	(10,517,743)					

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11. SEGMENT INFORMATION (continued)

Segment revenue and results

2024	Total	Forwarding	River transport	Port operations	Other	Intersegments
Revenue	733,795,272	535,373,622	346,900,524	153,113,475	65,256,100	(366,848,449)
Other operating revenue	7,827,199	6,363,027	6,164,681	599,976	149,599	(5,450,084)
Merchandise sold	(27,808,623)	-	(246,617)	-	(27,562,006)	-
Raw materials and consumables	(88,032,064)	(270,427)	(70,921,626)	(12,654,421)	(4,266,471)	80,881
Depreciation and amortization	(103,557,473)	(4,348,283)	(62,524,453)	(33,662,572)	(3,022,165)	-
Packaging costs	(4,287)	-	(1,673)	(2,238)	(376)	-
Subcontractors' expenses	(241,724,327)	(443,818,773)	(103,136,309)	(32,217,784)	(7,861,108)	345,309,647
Payroll expenses	(204,347,858)	(17,138,531)	(113,369,542)	(59,006,727)	(14,833,058)	-
Electricity, heating and water	(7,646,684)	(196,114)	(2,099,509)	(4,499,437)	(906,394)	54,770
Maintenance and repair expenses	(15,346,203)	(2,261,585)	(18,388,546)	(6,835,546)	(399,603)	12,539,077
Other expenses	(27,796,501)	(4,293,392)	(10,871,531)	(15,202,800)	(6,521,368)	9,092,590
Other gains	19,587,369	4,372,553	12,404,132	4,166,977	1,123,239	(2,479,532)
Other loss	(8,866,486)	(6,951,326)	(3,920,537)	(2,356,847)	(1,112,075)	5,474,299
Total operating result	36,079,335	66,830,771	(20,011,006)	(8,557,944)	44,314	(2,226,800)
Share of profit of associates	(291,535)	-	-	-	-	-
Finance income	5,836,623	-	-	-	-	-
Finance costs	(6,282,265)	-	-	-	-	-
Profit before tax	35,342,158	-	-	-	-	-
Income tax expenses	(14,046,784)	-	-	-	-	-
Profit of the year	21,295,374	-	-	-	-	-

This is a free translation from the original Romanian version.

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11. SEGMENT INFORMATION (continued)

Segment revenue and results (continued).

The Group's analysis of revenue and results from continued operations by reportable segments is presented below:

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3.

2025	TOTAL	Forwarding	River transport	Port		Intersegments
				operations	Others	
Total	651,293,069	444,521,617	288,116,885	137,514,576	66,074,787	(284,934,796)
Services - Agricultural products	147,476,719	110,428,162	62,391,532	62,615,815	-	(87,958,790)
Services - Chemical Products	93,217,799	67,375,721	44,391,928	40,414,999	-	(58,964,849)
Services - Minerals	268,746,595	235,677,986	121,699,952	28,182,613	-	(116,813,955)
Other transportation services	26,352,227	-	26,352,227	-	-	-
Other services	115,499,729	31,039,749	33,281,246	6,301,149	66,074,787	(21,197,201)
2024	TOTAL	Forwarding	River transport	Port operations	Others	Intersegments
Total	733,795,272	535,373,622	346,900,524	153,113,474	65,256,100	(366,848,448)
Services - Agricultural products	257,082,353	225,986,561	124,011,954	84,798,917	-	(177,715,079)
Services - Chemical Products	90,961,487	59,886,372	35,634,638	43,156,702	-	(47,716,225)
Services - Minerals	244,838,646	205,498,412	135,016,975	17,545,914	-	(113,222,655)
Other transportation services	32,613,303	-	32,613,303	-	-	-
Other services	108,299,483	44,002,277	19,623,654	7,611,941	65,256,100	(28,194,489)

Other services for the other segment include mainly sales of goods, shipyards incomes, hydro-construction, bunker services.

Other transportation services – the River Transport segment includes revenue from ferry crossings (included in Revenue from rendering of services in Note 4)

Other services for the Forwarding, River Transport and Port Operations segments represent other activities/services that do not relate to the three types of products, prior to intersegment eliminations, and include rail transport services and sales of scrap metal resulting from ship dismantling.

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11. SEGMENT INFORMATION (continued)

Segment assets and liabilities

Segment assets	December 31, 2025	December 31, 2024
Forwarding	175,474,277	177,645,271
River transport	625,704,165	677,080,049
Port operations	466,292,323	361,174,068
Others	54,172,192	51,159,561
Total segment assets	1,321,642,957	1,267,058,949
Unallocated assets		
Investment in the investee	8,491,568	8,981,606
Total assets	1,330,134,525	1,276,040,555
Segment liabilities	December 31, 2025	December 31, 2024
Forwarding	22,524,093	15,260,826
River transport	33,589,067	37,770,874
Port operations	72,897,124	28,926,612
Others	12,902,947	8,169,840
Total segment liabilities	141,913,231	90,128,152
Unallocated liabilities	December 31, 2025	December 31, 2024
Long-term borrowings	101,121,820	54,021,478
Deferred tax liabilities	18,405,691	19,651,523
Lease liabilities	802,526	1,093,706
Short-term borrowings	50,944,850	56,071,755
Other current liabilities	-	-
Other non-current liabilities	-	-
Total liabilities	313,188,118	220,966,614

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11. SEGMENT INFORMATION (continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than interests in associates, assets classified as held for sale and deferred tax assets
- all liabilities are allocated to reportable segments other than borrowings, other financial liabilities, leasing liabilities and deferred taxes

Other segment information

Depreciation and amortization	2025	2024
Forwarding	5,283,124	4,348,283
River transport	48,043,716	62,524,453
Port operations	29,527,708	33,662,572
Others	3,485,090	3,022,165
	86,339,638	103,557,473

Additions to non-current assets net of commissioned assets from WIP	2025	2024
Forwarding	650,295	6,214,086
River transport	24,131,411	101,375,300
Port operations	152,031,607	30,947,361
Others	5,805,091	6,352,944
	182,618,404	144,889,691

For 2025, out of the total amount of RON 182,618,404, RON 51,752,372 represents right-of-use assets, while RON 130,866,032 represents property, plant and equipment and intangible assets.

Reconciliation Segment Information to Consolidated statement of profit or loss and other comprehensive income.

	December 31, 2025	December 31, 2024
Segment information		
Other gains	6,375,845	19,587,369
Other loss	(16,327,778)	(8,866,486)
Total	(9,951,933)	10,720,883
Consolidated statement of profit or loss		
Other gains	5,677,838	18,901,259
Other loss	(15,629,771)	(8,180,376)
Total	(9,951,933)	10,720,883

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12. PROPERTY, PLANT AND EQUIPMENT

COST	Land	Buildings	Plant and equipment	Ships	Fixtures and furniture	Tangible assets in progress and advances for fixed assets	Right of use assets	Total
Balance as at January 1, 2025	13,848,079	308,543,848	309,754,182	526,582,007	5,496,442	66,842,047	904,584	1,231,971,189
Increases	-	91,589	3,095,581	1,158,625	324,430	126,214,815	51,752,372	182,637,412
Transfer	19,286	2,237,664	11,884,588	48,229,792	930,824	(63,302,154)	-	-
Disposals	-	56,866	2,032,271	7,897,344	174,587	481,844	-	10,642,912
Balance as at December 31, 2024	13,867,365	310,816,235	322,702,080	568,073,080	6,577,109	129,272,864	52,656,956	1,403,965,689
ACCUMULATED DEPRECIATIONS								
Balance as at January 1, 2024	211,569	75,663,458	163,988,464	-	3,569,374	-	296,379	243,729,244
Depreciation	12,987	11,079,436	24,711,219	46,529,908	633,285	-	3,124,341	86,091,176
Disposals	-	28,663	1,497,928	431,642	145,948	-	-	2,104,181
(Reversal of impairment)/impairment	-	-	(1,317,081)	-	-	-	-	(1,317,081)
Balance as at December 31, 2025	244,556	86,714,231	185,884,674	46,098,266	4,056,711	-	3,240,720	326,399,158
NET BOOK VALUE								
As of December 31, 2024	13,635,510	232,880,390	145,765,718	526,582,006	1,927,069	66,842,047	608,206	988,241,946
As of December 31, 2025	13,642,809	224,102,004	136,817,406	521,974,814	2,520,398	129,272,864	49,236,236	1,077,566,531

Reconciliation of the information disclosed in Note 12 to the consolidated statement of financial position

The consolidated statement of financial position	2025	2024
Property, plant and equipment	1,028,330,295	987,633,741
Right of use assets	49,236,236	608,206
Total	1,077,566,531	988,241,946

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12. PROPERTY, PLANT AND EQUIPMENT (continued)										
COST	<u>Land</u>	<u>Buildings</u>	<u>Plant and equipment</u>	<u>Ships</u>	<u>Fixtures and furniture</u>	<u>Tangible assets in progress and advances for fixed assets</u>	<u>Right of use assets</u>	<u>Total</u>		
Balance as at January 1, 2024	13,782,025	288,809,811	279,908,529	571,662,065	5,137,233	76,679,146	904,584	1,236,883,392		
Increases	-	963,183	5,006,099	-	628,449	138,291,958	-	-		
Transfer	66,054	18,856,511	29,117,541	100,088,951	-	(148,129,057)	-	-		
Disposals	-	85,657	4,277,988	1,240,948	269,241	-	-	5,873,834		
Revaluation impact-accumulated depreciation eliminated against cost	-	-	-	(167,581,504)	-	-	-	(167,581,504)		
Revaluation impact	-	-	-	23,653,443	-	-	-	23,653,443		
Balance as at December 31, 2024	13,848,079	308,543,848	309,754,182	526,582,007	5,496,442	66,842,047	904,584	1,231,971,188		
ACCUMULATED DEPRECIATIONS										
Balance as at January 1, 2024	199,643	62,126,541	142,765,471	105,297,211	3,237,260	-	105,940	313,732,068		
Depreciation	11,926	13,597,308	25,824,079	63,052,047	555,030	-	190,439	102,230,828		
Disposals	-	60,391	2,007,045	767,753	220,027	-	-	3,055,216		
(Reversal of impairment)/impairment	-	-	(2,594,042)	-	(2,889)	-	-	(2,596,930)		
Revaluation impact	-	-	-	(167,581,505)	-	-	-	(167,581,505)		
Balance as at December 31, 2024	211,569	75,663,458	163,988,464	-	3,569,374	-	296,379	243,729,244		
NET BOOK VALUE										
As of December 31, 2023	13,582,382	226,683,270	137,143,058	466,364,854	1,899,973	76,679,146	798,644	923,151,327		
As of December 31, 2024	13,636,510	232,880,390	145,765,718	526,582,006	1,927,069	66,842,047	608,206	988,241,946		

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12. PROPERTY, PLANT AND EQUIPMENT (continued)

As of December 31, 2025, impairment adjustments were reversed for equipment and installations in the amount of RON 1,317,081 related to fixed assets in conservation. During 2025, borrowing costs amounting to RON 1,216,186 were capitalized (2024: RON 0).

As of 31 December 2024, property, plant and equipment within the class "installations and equipment," specifically the "transport ships" category, were revalued by ELF Expert, a member of ANEVAR. The valuer applied the replacement cost approach. The valuer also performed an impairment test, as the cost approach was used. The impact of the revaluation was an increase of RON 23,653,443. The accumulated depreciation amounting to RON 167,581,504 was eliminated upon recording the revaluation. For transport ships, an impairment analysis was performed as part of the revaluation report, considering that the cost approach was applied to the majority of the assets. The impairment analysis was based on prudent budgets, taking into account management's estimates of future performance, and used a weighted average cost of capital of 11.25%, a perpetual growth rate of 2.99%, and a capitalization rate of 8.26%. There are no specific impairment indicators that lead to the necessity to perform an impairment general analysis.

As of 31 December 2025, given that the River Transport segment reported a loss in both 2025 and 2024, an impairment assessment was performed for the property, plant and equipment held, with a carrying amount of RON 583,035,320. It was concluded that no impairment loss needed to be recognized, based on management's cash flow projections for the subsequent periods.

As of 31 December 2025, the recoverable amount was RON 597,301,365. The estimates assume revenue growth ranging between 6% and 13% over the next five years, with an average EBITDA margin of 23% over the same period. A terminal growth rate of 2.5% and a discount rate of 11.25% were used. A 1% annual reduction in the EBITDA margin would not result in impairment. Likewise, a discount rate of 11.75%, with a terminal growth rate of 2.5%, would not result in an impairment loss under the model.

For property, plant and equipment amounting to RON 27,931,546 held by Navrom Shipyard as of 31 December 2025, an impairment assessment was performed by reference to market value. No impairment loss resulted from this assessment. The key assumptions used in the impairment analysis relate to the level of potential rental income under the income capitalization method and to the physical and external depreciation of specialized equipment.

For the net carrying amount of pledged non-current assets as of 31 December 2025, please see to Note 22.

During 2025, the Group recognized lease contracts (concessions) for land for which right-of-use assets amounting to RON 51,752,372 were recognized. These contracts have terms ranging from 20 to 30 years. For these concessions, the Group fulfilled the investment obligations established for 2025. The related lease liabilities are presented in Note 22.

In 2025, movements in right-of-use assets are detailed as follows:

Right-of-use assets	Vehicle	Land	Total
Opening cost balance	904,584	-	904,584
Additions	452	51,751,920	51,752,372
Disposals	-	-	-
Closing cost balance	905,036	51,751,920	52,656,956
Opening accumulated depreciation	296,379	-	296,379
Additions	190,513	2,933,828	3,124,341
Disposals	-	-	-
Closing accumulated depreciation	486,892	2,933,828	3,420,720
Net carrying amount	418,144	48,818,092	49,236,236

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12. PROPERTY, PLANT AND EQUIPMENT (continued)

Reconciliation of Payments for purchases of tangible and intangible assets for 2025 Cash flows:

Additions to property, plant, and equipment (Note 12)	(182,637,412)
Less additions to right-of-use assets (Note 12)	51,752,372
Intangible assets additions	(215,313)
Decrease in payables for PPE and intangible assets	(10,580,382)
Payments for PPE and intangible assets	(141,680,734)

13. GOODWILL

COST	Year ended December 31, 2025	Year ended December 31, 2024
Balance at beginning of year	32,319,054	32,319,054
Combinations occurring during the year	-	-
Balance at end of year	32,319,054	32,319,054

The Company defines and manages the operating segments as Cash generating units ('CGU'). There are seven cash generating units: forwarding, river transport, port operations, Decirom, Navrom Shipyard, Superquatro Group and Agrimol Trade (the last three being included in the 'Others' segment). Goodwill is allocated to the cash generating units as per below.

Goodwill at the level of CGUs

	December 31, 2025	December 31, 2024
Forwarding	2,230,379	2,230,379
River Transport	-	-
Port operation	1,616,224	1,616,224
Other	-	-
Decirom	28,472,451	28,472,451
Total	32,319,054	32,319,054

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13. GOODWILL (continued)

In 2023 the Group acquired the company Decirom SA for which a goodwill in amount of **RON 28,472,451** was recognized. The subsidiary is included in port operation segment.

As of December 31, 2025, the Group performed an impairment analysis of the goodwill and concluded that there is no need to book an impairment expense based on management projections of cash flows for next periods.

For Decirom, the impairment exercise was done at Decirom level because is considered as a separate CGU.

As at 31 December 2025, the recoverable amount of the Decirom cash-generating unit, based on the impairment model prepared, amounted to RON 129,335,010. The recoverable amount was determined using a value-in-use calculation based on cash flow projections derived from financial budgets approved by senior management covering a five-year period, including the projected synergies with the Group

The revenue assumptions used in the DCF model are prudent and reflect growth rates ranging from 3.5% to 9%, taking into account the operating speed of the modernised equipment. The pre-tax discount rate applied to the cash flow projections was 12.0%, while cash flows beyond the five-year period were extrapolated using a terminal growth rate of 2.5%. The analysis did not indicate any impairment loss.

Key assumptions used in the value-in-use calculations and sensitivity to changes in assumptions:

The value-in-use calculation for Decirom goodwill is most sensitive to revenue growth, estimated EBITDA margins, the weighted average cost of capital (WACC) and the terminal growth rate.

The Group concluded that climate-related matters do not represent key assumptions in the impairment model. Nevertheless, all relevant climate-related impacts were considered in developing the model.

The EBITDA margin is projected to increase to between 10% and 32% over the coming years, reflecting the speed and efficiency of the equipment in place, which is expected to support increasing volumes from both existing customers and TTS Group customers. The budgets used in the current year assume lower EBITDA growth than those used in the prior year, reflecting current economic conditions. A 1 percentage point decrease in the average EBITDA margin applied in the model would not result in an impairment loss.

The weighted average cost of capital (WACC) used in the model is representative of the industry and the customer-related risk. An increase of 0.5% in this assumption would result in an impairment loss.

The terminal growth rate of 2.5% is below expected inflation. A decrease to 2% would still not result in an impairment loss.

As of 31 December 2024, the recoverable amount of the Decirom cash-generating unit, based on the impairment model prepared, amounted to RON 122,418,535. The recoverable amount was determined based on a value-in-use calculation using cash flow projections derived from financial budgets approved by senior management for a five-year period, including the projected synergies with the Group.

The revenue assumptions considered in the DCF model are prudent, based on a growth rate of 5%–9%, taking into account the speed of the modernized equipment. The pre-tax discount rate applied to the cash flow projections is 11.5%, and cash flows beyond the five-year period are extrapolated using a terminal growth rate of 3.5%. The analysis did not result in an impairment loss.

Key assumptions used in the value-in-use calculations and sensitivity to changes in assumptions:

The value-in-use calculation for Decirom goodwill is most sensitive to revenue growth, estimated EBITDA margins, WACC and growth rate on perpetuity.

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13. GOODWILL (continued)

The Group has considered that climate- related matters are not key assumptions in the impairment model but the Group has considered all related impact of climate- related matters in building the model.

EBITDA margin is estimated to increase to 19-30% in the next years using the speed and efficiency of the equipment held to operate increasing volumes for its old clients and TTS Group clients. A decrease of 1% in the average EBITDA considered in the model would still not generate an impairment loss.

WACC used in the model is representative for the industry and risk related to client. A decrease of 0.5% in the assumption would still not generate an impairment loss.

Growth rate on perpetuity of 3,5% is below inflation expected. A decrease to 3% would still not generate an impairment loss.

For Forwarding and Port Operations similar impairment exercises were performed using the budgets for the next 5 years. The budgets are built based on management best estimates considering the historic results but also current market trends. The models used a weighted cost of capital of 12% and a terminal growth rate of 2.5%. The EBITDA margins used and the expected trend in revenues is built considering the existing or contracts under negotiation with good chances of realization. The models did not generate any impairment adjustments.

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14. INVESTMENTS IN ASSOCIATES

Name of investment	Core business	Holding percentage 12/31/2025	Cost of the investment 12/31/2025	Post-acquisition change in the investor's share of net assets of the investee	Carrying amount of the investment 12/31/2024	Cost of the investment 12/31/2024	Post-acquisition change in the investor's share of net assets of the investee	Carrying amount of the investment 12/31/2024
Transterminal-S S.R.L.	Railway transportation of goods	20	147,339	5,374,742	5,522,080	147,339	5,744,259	5,891,598
Navrom Port Service S.A.	River transportation of goods	49.98	878,700	2,090,788	2,969,488	878,700	2,134,941	3,013,641
Other investments		-	-	-	-	76,367	-	76,367
TOTAL VALUE OF THE INVESTMENT IN THE ASSOCIATES						8,491,568		8,981,606

Investment in associates is accounted using the equity method, putting through profit and loss the share of the result of the associate belonging to the Group. The Group exerts significant influence over the associates.

In 2025, a dividend of RON 258,894 (2024: RON 445,060) was received from Transterminal-S.

	Year ended December 31, 2025	Year ended December 31, 2024
Share of (loss)/profit for the period	(154,777)	269,608
Dividends distributed	(258,894)	(445,060)
Other movements	(76,367)	
Total	(490,038)	(175,452)

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15. LONG TERM RECEIVABLES

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Long term receivables	4,545,990	4,663,677
Total	<u>4,545,990</u>	<u>4,663,677</u>

Included in the line of long-term receivables are mainly guarantees for port operations to Harbor Authorities. They are recorded at amortized cost.

16. INVENTORIES

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Consumables, at lower of cost and net realizable value	18,249,212	19,522,521
Small tools, at lower of cost and net realizable value	641,414	835,597
Merchandise, at lower of cost and net realizable value	5,151,902	4,874,850
Services in progress, at lower of cost and net realizable value	2,423,199	411,084
Total	<u>26,465,727</u>	<u>25,644,052</u>

The line consumables contain mainly fuel used by the ships and cranes in the transportation and port operations.

The work in progress line relates primarily to construction services in progress for ships at shipyards.

During 2025, income from net realisable value adjustments amounted to RON 965,588, whereas in 2024 expenses from net realisable value adjustments amounted to RON 544,829.

17. TRADE AND OTHER RECEIVABLES

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Trade receivables	81,971,103	72,690,205
Allowance for expected credit losses	(19,197,324)	(17,223,095)
Advances paid to suppliers of services	2,898,660	2,032,515
Total	<u>65,672,439</u>	<u>57,499,625</u>
Contract assets	2,326,818	4,139,811

Contract assets relate to revenue earned from ongoing services. As such, the balances of this account vary and depend on the value of ongoing services at the end of the year.

Advances paid to suppliers of services are non- financial assets.

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17. TRADE AND OTHER RECEIVABLES (continued)

Movement in the allowance for expected credit losses:

	Year ended December 31, 2025	Year ended December 31, 2024
Balance at the beginning of the year	17,223,095	20,772,315
Write off bad debts	(1,220,590)	(145,367)
Recovered/Constituted	3,194,819	(3,403,853)
Balance at the end of the year	19,197,324	17,223,095

In determining the recoverability of a trade receivable, the Group considers any change in the crediting quality of the loan up to the reporting date. The concentration of the recoverability risk of the receivable is limited due to the existence of a big number of non-affiliated clients. Thus, the management considers that no supplementary impairment adjustments are necessary for trade receivables to the ones already recognized in the current financial statements. ECL analysis details of trade receivables, contract assets is presented below:

Total Dec, 2025	Not due	0-30 days	30-90 days	91-180 days	181-365 days	over 365 days
87,196,580 (19,197,324)	52,884,301	7,985,014	2,901,754	2,344,869	216,223	20,864,420 (19,197,324)
Total Dec, 2024	Not due	0-30 days	30-90 days	91-180 days	181-365 days	over 365 days
78,862,531 (17,223,094)	39,637,620	9,958,276	3,726,169	6,499,196	1,818,176	17,223,094 (17,223,094)

The average credit period on sales invoices is 45-60 days. No interest is charged on outstanding trade receivables.

The Group always measures the loss allowance for trade receivables at amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The credit risk of the clients is monitored according to the Group's policy at the level of each subsidiary. The Group's clients are multinational companies in the agricultural and steel sectors with a minimal degree of risk related to collection, which has been proven in the history of TTS transactions with them. The Group has recognized a loss allowance of 92% for all receivables past 365 days past due because historical experience has indicated these receivables are generally not recoverable.

Group management has analysed historical recoverability of trade receivables, other long-term assets and contract assets and considers that it is not necessary to book any extra estimated credit losses. There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery e.g., when the debtor has been placed under liquidation.

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18. OTHER CURRENT ASSETS

	Year ended December 31, 2025	Year ended December 31, 2024
Amounts paid in advance	1,151,156	1,424,656
Sundry debtors	9,353,638	10,689,543
Allowance for sundry debtors	(7,823,813)	(8,515,831)
Taxes receivable from state budget (VAT)	15,973,443	5,694,261
Other current assets	1,345,706	2,365,914
Total	20,000,130	11,658,543

Government grants

	Year ended December 31, 2025	Year ended December 31, 2024
On 1 January	75,660	3,990,301
Booked during the year	40,821	442,941
Derecognized - economy - investment project chapters	-	(536,114)
Refund - excess funds	-	(137,875)
Cashed in during the year	116,481	3,683,593
On 31 December	-	75,660
Total	-	75,660

Sundry debtors mainly represent amounts paid for goods and services under commercial contracts that were not fulfilled within the contractual deadlines, assigned trade receivables and penalty interest. The Group continues to take all necessary steps to recover these amounts.

Investment grants relate to non-reimbursable funds received mainly by TTS (Transport Trade Services) S.A. for the modernization of the Port of Giurgiu infrastructure. There are no unfulfilled conditions or other contingencies attached to these grants, except for the requirement that the Company must not relocate its activity outside the European Union within 10 years from the date of receipt of the final payment.

Other current assets mainly include guarantees paid to suppliers, carried at amortized cost, which will be recovered at the end of the contract. Management expects to recover these amounts in full.

19. ISSUED CAPITAL

	Number of shares	Share capital
Balance on 31 December, 2023	60,000,000	61,739,602
Issue of shares	120,000,000	120,000,000
Balance on 31 December, 2024	180,000,000	181,739,602
Issue of shares	-	-
Balance on 31 December, 2025	180,000,000	181,739,602

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19. ISSUED CAPITAL (continued)

On July 8, 2024, the operation to increase the Company's share capital by the amount of 120,000,000 lei without subscription and without contribution was completed, by incorporating the amount of RON 120,000,000 from the net profit obtained in previous years, recorded as retained earnings on December 31, 2023 and the counterpart issue of 120,000,000 shares with a nominal value of RON 1 each and the free distribution of 2 newly issued shares for each share held by the shareholders registered in the Shareholders' Register on the Registration Date, respectively August 27, 2024.

As of December 31, 2025, the Company's shareholding structure is as follows:

Shareholding structure	No. of shares	Share
Mihailescu Alexandru Mircea	45,552,999	25.3072
Other shareholders – legal persons	86,680,865	48.1561
Other shareholders – individuals' persons	47,766,136	26.5367
Total	180,000,000	100.0000 %

As of December 31, 2024, the Company's shareholding structure is as follows:

Shareholding structure	No. of shares	Share
Mihailescu Alexandru Mircea	45,552,999	25.3072%
Other shareholders –legal persons	82,418,118	45.7878%
Other shareholders – individuals' persons	52,028,883	28.9049%
Total	180,000,000	100.0000%

The inflated value of the share capital (resulting from hyperinflation in the past) on December 31, 2025, is RON 181.739.602 (2024: RON 181,739,602).

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20. RESERVES

	Year ended December 31, 2025	Year ended December 31, 2024
Legal reserves	17,174,600	15,516,851
Revaluation reserves	90,550,664	90,550,664
Stock option plan reserves (included in 'Other reserves' in equity)	-	2,972,451
Other reserves	270,462,105	267,789,906
Translation adjustments	(2,215,297)	(2,395,707)
Total	375,972,072	374,434,165

Stock option plan reserves movement

RON	Year ended December 31, 2025	Year ended December 31, 2024
Opening balance	2,972,451	2,972,451
Expensed during the year	-	-
Share Allocation – Phase 1	(2,972,451)	-
Closing balance	-	2,972,451

The main lines from reserves are related to the profits generated by the Group and from redemption of own shares that were transferred to reserves and can be used according to fiscal regulations (other reserves are available to distribution to shareholders, legal reserves are available only to cover retained losses). Legal reserves in amount of RON 17,174,600 (December 31, 2024: RON 15,516,851) are appropriated out of the statutory year-end profit of the parent company, in accordance with Law 31/1990 with subsequent modification, at the rate of 5%, until the total reserve reaches 20% of the historical paid-in share capital, according to the statutory regulations. The legal reserves are non-distributable but can be used to cover losses. Other reserves reflect certain voluntary and legal reserves set up within subsidiary companies. The purpose of these reserves may be updated in the future based on the action of the shareholders.

Other reserves, included reserves related to the SOP programme, amounted to RON 2,972,451 as of 31 December 2024

The share-based payments reserve was used to recognise the value of equity-settled share-based payments provided to senior employees and executives, as part of their remuneration. A share-based payment plan was set up during Q4 2023 by which several share options of TTS Transport Services were granted to some employees of the Group. The stock options vested immediately, based on 2023 results, payable within 12 months. The stock option plan was granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The total number of shares to be awarded in the first stage of the plan was 110,500 shares for employees of TTS and its subsidiaries (supported by TTS). The Company has recorded the reserve based on the value of the shares at the balance sheet data (December 31, 2023) considering this to be close to the fair value of the option. The Company suspended the granting of new share-based benefits temporarily, with stages 2 and 3 being postponed for a period to be determined in the near future. The first stage of the stock option plan shares namely the 331,500 shares (considering the increase in number of share during 2024) were actually awarded to the employees in March 2025 after the finalization of the documentation/ legal formalities. At the time of the share allocation, the share-based payment reserve was closed against treasury shares, resulting in a gain of RON 6,661 recognized in equity.

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20. RESERVES (continued)

EARNINGS PER SHARE

Basic Earnings per share and Diluted earnings per share are equal as there are no dilution elements to be considered for both years in line with IAS 33 requirements.

	Year ended December 31, 2025	Year ended December 31, 2024
<i>Profit for the year attributable to:</i>		
Owners of the Company	(12,246,972)	19,082,486
Number of shares at the end of the year	180,000,000	180,000,000
Number of shares – average - during the year	179,938,241	101,600,025
Earnings per share, net		
Basic, profit for the year attributable to ordinary equity holders of the parent	(0.0681)	0.1878
Diluted, profit for the year attributable to ordinary equity holders of the parent	(0,0681)	0.1878

The basic and diluted net earnings per share attributable to the shareholders of the parent company consider the average number of shares during the year, taking into account the effect of changes in the number of treasury shares repurchased during the year but also the number of newly issued shares during the year. During 2025, the Group distributed dividends of 27,900,000 RON (2024:68,311,775 RON) which were also paid.

On 30 April 2025, the General Shareholders' Meeting approved the distribution of dividends in the amount of RON 27,900,000, representing RON 0.155 per share, paid on 16 June 2025.

During April 2024, dividends of RON 68,400,000 (RON 68,311,775 net of treasury shares) were distributed, representing RON 1.14 per share at the distribution date. The dividend was paid on 17 June 2024.

According to Decision from December 21, 2023, the Board of Directors established the first parameters of the SOP Program first stage comprising purchase of 110,500 (331.500 effect of share capital increase) shares of the Company granted at no consideration ("Options"). The benefits in share capital were granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The company completed the buyback of its Treasury shares for the first stage, the number of own shares held as of December 31, 2024, being 331,500 shares. The Company acquired the shares in 88 transactions between February 26, 2024, and July 5th, 2024, at the market prices between 23.05 RON/ share to 29.5 RON/share. The number of shares acquired was 110,500 shares for which 221,000 free shares were allocated following the share capital increase described in note 19. The total value paid was 2,965,789 RON. The shares were granted to the employees included in the plan during 2025, twelve months after the plan's commencement date.

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21. NON-CONTROLLING INTERESTS

	Year ended December 31, 2025	Year ended December 31, 2024
Balance on 1 January	133,557,257	132,420,309
Share of profit for the year	1,729,229	2,212,888
Increase/ (Decrease) of the Non-controlling interest	49,604	(1,075,940)
Balance on 31 December	135,336,090	133,557,257

In 2025, the Group distributed and paid dividends to non-controlling interests amounting to RON 1,121,682.

Name of subsidiary	Proportion of ownership interests and voting rights held by non-controlling interest		Profit (loss) allocated to non-controlling interests for the year		Non-controlling interests	
	2025	2024	2025	2024	2025	2024
TTS Operator SRL	10%	10%	(266,233)	(198,252)	1,867,425	2,133,659
Canopus Star SRL	49%	49%	4,441,442	4,132,766	75,087,859	70,646,417
Navrom BAC SRL	7,7981%	7.81%	372,770	680,322	4,332,336	3,959,566
Navrom Shipyard SRL	7,7991%	7.81%	(658,674)	122,893	2,120,673	2,779,347
CNFR Navrom SA	7,80%	7.81%	(1,957,884)	(2,414,739)	44,673,827	46,678,731
Bunker Trade Logistic	7,7981%	7.81%	7,055	8,330	64,573	57,518
Agrimol Trade SA	5,0228%	5.02%	(36,906)	(65,941)	57,733	94,639
Superquatro Grup SRL	7,7981%	7.81%	(78,167)	3,044	266,808	248,351
TTS (Transport Trade Services) gmbh	25%	25%	(6,049)	(10,508)	232,058	238,107
Plimsoll zrt	49%	49%	(186,975)	98,718	6,525,709	6,610,020
Decirom SA	0.06%	0.06	(3,813)	(5,035)	107,089	110,902
Total			1,729,229	2,212,888	135,336,090	133,557,257

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21. NON-CONTROLLING INTERESTS (continued)

Summarized financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarized financial information below represents amounts before intragroup eliminations.

	Canopus STAR SRL		CNFR Navrom SA		Decirom SA	
	2025	2024	2025	2024	2025	2024
Non-current assets	201,537,170	110,404,257	571,321,338	617,526,709	123,000,448	89,749,503
Current assets	16,971,181	35,173,124	58,134,251	63,078,723	11,835,310	21,792,555
Non-current liabilities	58,467,719	306,791	18,956,010	11,260,788	32,220,099	4,441,681
Current liabilities	7,073,728	1,434,101	43,161,874	63,550,217	7,624,562	5,051,823
Equity attributable to holders of the parent	77,879,046	73,190,073	524,663,878	559,115,695	94,884,008	101,937,652
Non-controlling interest	75,087,859	70,646,217	44,673,827	46,678,731	107,089	110,902
	Canopus STAR SRL		CNFR Navrom SA		Decirom SA	
	2025	2024	2024	2024	2025	2024
Revenue	44,697,774	43,194,450	267,040,177	318,990,228	44,503,020	45,384,628
Expenses	(35,787,539)	(34,760,234)	(292,147,407)	(352,792,526)	(50,784,793)	(54,454,378)
Profit (loss) for the year	9,064,167	8,434,216	(25,107,230)	(33,802,298)	(6,281,773)	(9,069,750)
Total comprehensive income attributable to owners of the Company	4,622,725	4,301,450	(23,149,346)	(31,387,559)	(6,277,960)	(9,064,715)
Total comprehensive income attributable to the non-controlling interests	4,441,442	4,132,766	(1,957,884)	(2,414,739)	(3,813)	(5,035)
Dividends paid to non-controlling interests	-	-	-	683,710	-	-
Net cash inflow (outflow) from operating activities	24,166,039	16,454,965	24,301,448	91,464,410	5,152,766	3,057,526
Net cash inflow (outflow) from investing activities	(93,680,417)	(13,393,098)	(10,626,380)	(100,428,636)	(12,165,266)	(12,221,047)
Net cash inflow (outflow) from financing activities	57,366,768	-	(14,174,390)	(19,034,875)	(2,272,713)	-
Net cash inflow (outflow)	(12,147,610)	3,061,867	(499,322)	(27,999,101)	(9,285,214)	(9,163,521)

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22. INTEREST-BEARING LOANS AND BORROWINGS

	Year ended December 31, 2025	Year ended December 31, 2024
Short-term borrowings		
Short-term borrowings	24,267,268	35,426,083
Current part of long-term borrowings	26,677,583	20,645,672
Total short- and long-term borrowings	50,944,850	56,071,755
Long-term borrowings		
Long-term borrowings	101,121,820	54,021,478
Total short- and long-term borrowings	152,066,670	110,093,233

Part of loans are secured by mortgage on the real estate property of CNFR Navrom SA – land located in Galati on Strada Portului nr. 23, lot 2-5, Galati County, a mortgage on the receivable of CNFR Navrom SA, a guarantee issued by TTS, and a mortgage over bank accounts amounting to RON 5,978,176.

	Year ended December 31, 2025	Year ended December 31, 2024
Balance on 1 January	110,093,233	110,756,156
Proceeds from loans and borrowings	79,094,963	22,524,462
Repayment of borrowings	(38,673,806)	(23,185,713)
Interest expense	5,344,326	5,392,267
Interest paid	(5,344,326)	(5,392,267)
Net change in lease liabilities		
Total changes from financing cash flows	41,973,436	(661,251)
Exchange rate differences	1,552,280	1,672
Balance on 31 December	152,066,670	110,093,233

Total net book value of the assets pledged amount to RON 175,186,718 as of December 31, 2025 (2024: RON 114,433,408).

The TTS loan below is subject to the fulfilment of financial indicators at a consolidated level. The obligations refer to the Financial Debt Ratio indicator less than or equal to 3 calculated as Interest-bearing Financial Debts and EBITDA. The second indicator refers to the Financial Debt Coverage Ratio greater than or equal to 2 (EBITDA/ Interest plus Current Portion of Medium and Long-Term Financial Obligations). The Company meets the indicators mentioned at a consolidated level as of December 31, 2025, and December 31, 2024.

The loans of CNFR Navrom SA from UniCredit Bank presented in the table below are also subject to compliance with certain financial covenants at individual level at the end of each year. The covenants relate to a minimum Debt Service Coverage Ratio of 1.2 and a minimum current ratio of 1. These covenants must be met annually in accordance with the loan agreement in force. The Company did not meet these covenants as of 31 December 2025; however, it obtained prior to that date a waiver letter from the bank whereby the bank waived its right to demand early repayment as of 31 December 2025. CNFR Navrom SA currently has an operational efficiency policy in place in order to meet the covenants at the end of the following year.

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22. INTEREST BEARING LOANS AND BORROWINGS (continued)

Amounts due to credit institutions (continued)

Subsidiary	Bank name	Loan type	Grant date	Due date	Currency	Balance as of December 31, 2024	Balance as of December 31, 2025	Short term December 31, 2025	Long term December 31, 2025	Period	Secured
TTS (Transport Trade Services) S.A.	Citibank Europe plc	Investment	07.07.2023	28.06.2030	EUR	44,944,547	37,692,482	8,376,107	29,316,375	84 MONTHS	yes
CNFR Navrom SA	Unicredit Bank	Investment	07.04.2021	07.04.2026	EUR	4,121,108	1,056,044	1,056,044	-	58 MONTHS	yes
CNFR Navrom SA	Unicredit Bank	Investment	29.06.2025	29.06.2030	LEI	-	18,280,800	4,062,400	14,218,400	60 MONTHS	yes
CNFR Navrom SA	Unicredit Bank	Operational	14.02.2008	31.01.2027	EUR	11,485,613	-	-	-	12 MONTHS	yes
CNFR Navrom SA	Citibank Europe plc	Investment	08.03.2022	25.02.2027	EUR	4,476,690	2,549,250	2,039,400	509,850	60 MONTHS	yes
CNFR Navrom SA	Citibank Europe plc	Investment	12.05.2022	10.05.2027	EUR	12,435,250	7,647,750	5,098,500	2,549,250	60 MONTHS	yes
CNFR Navrom SA	Citibank Europe plc	Operational	14.12.2017	31.01.2027	EUR	9,217,578	4,543,943	4,543,943	-	12 MONTHS	yes
TTS Porturi Fluviale SRL	Citibank Europe plc	Investment	14.12.2017	31.05.2026	EUR	2,187,855	747,524	747,524	-	66 MONTHS	yes
Agrimol Trade SA	Citibank Europe plc	Operational	17.06.2016	16.06.2025	EUR	8,511,225	9,865,468	9,865,468	-	12 MONTHS	yes
Plimsoil zrt	Citibank Europe plc	Refunding	25.04.2023	23.04.2030	EUR	6,179,974	5,613,527	719,480	4,894,047	84 MONTHS	yes
Plimsoil zrt	Citibank Europe plc	Operational	21.04.2023	20.04.2026	EUR	321,729	65,955	65,955	-	36 MONTHS	yes
Canopus Star SRL	Citibank Europe plc	Investment	29.05.2025	02.05.2032	RON	-	54,146,071	4,512,173	49,633,898	84 MONTHS	yes
Navrom Shipyard SRL	Unicredit Bank	Operational	02.09.2021	02.09.2026	EUR	6,211,664	8,952,562	8,952,562	-	12 MONTHS	yes
Superquatro Grup SRL	Unicredit Bank	Operational	14.09.2009	31.01.2027	LEI	-	905,294	905,294	-	12 MONTHS	yes
TOTAL						110,093,233	152,066,670	50,944,850	101,121,820		

Most of the loans disclosed above are based on variable interest rates EURIBOR 3 months/6 months + 1.2% to 1.9% margins.

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22. INTEREST-BEARING LOANS AND BORROWINGS (continued)

Lease liabilities

The Group has lease contracts for land and platforms with terms ranging from 10 to 30 years, and for motor vehicles with terms of 3–5 years. The Group is restricted from subleasing these assets, and certain contracts include investment obligations fulfilled in 2025 (see Note 12).

The table below presents the movements in lease liabilities during the year:

	Year ended December 31, 2025	Year ended December 31, 2024
Balance on 1 January	1,093,706	1,462,673
Additions	51,752,371	-
Interest expense	3,552,341	35,594
Payments	(4,438,414)	(404,561)
Balance on 31 December	51,960,004	1,093,706

23. TRADE AND OTHER PAYABLES

	Year ended December 31, 2025	Year ended December 31, 2024
Trade payables	22,220,207	31,553,068
Payables regarding invoices to receive	5,071,593	5,057,953
Advance payments from customers	-	141,839
Total	27,291,799	36,752,860

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the services to the customer).

Total value of contract liabilities disclosed in consolidated statement of the Group amounts RON 8,524,654 (December 31, 2024: RON 5,139,161). These are corresponding to amounts invoiced to clients for transportation services ongoing at year end or which the whole value has been invoiced as of Dec 31, 2025, but the transportation has not been finalized. The value is computed based on the position of the ship at year end. Any variation in balance of the contract liabilities is due to the volume of business at year end. The balance as of December 31, 2024, was recognized in revenues during 2025 as the transportations were finalized in early January 2025.

24. PROVISIONS

	Year ended December 31, 2025	Year ended December 31, 2024
Provisions for risks and charges	3,771,322	3,654,926
Total	3,771,322	3,654,926

As of December 31, 2025, the amount of RON 3,771,322 (2024: RON 3,654,926) represents mainly a provision for unpaid holidays.

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25. OTHER CURRENT LIABILITIES AND NON-CURRENT LIABILITIES

Other current liabilities

	Year ended December 31, 2025	Year ended December 31, 2024
	RON	RON
Non - financial		
Social security payable	10,940,366	5,943,588
Tax on salaries payable	1,465,736	1,014,778
Liabilities related to VAT	2,381,774	1,156,933
Other Non – financial current liabilities – TOTAL	14,787,875	8,115,299
Financial		
Employees related payables	8,213,897	8,065,295
Other non-commercial liabilities	1,790,877	2,093,133
Short term liabilities	1,477,372	1,477,372
Sundry creditors	313,574	144,449
Interest payable	312,707	104,224
Other Financial current liabilities - TOTAL	12,108,428	11,884,473
Total	26,896,304	19,999,772

In the note above, social security payable, tax on salaries payable and liabilities related to VAT are non-financial liabilities, while the rest are financial liabilities.

Other non-current liabilities include an amount of RON 2,964,309 (2024: RON 4,441,681) denominated in RON, interest-free, relating to a loan received from former shareholders of the subsidiary Decirom acquired during 2023, with a maturity date of 30 June 2029. The current portion is presented under the Current liabilities line in the note above.

Other non-current liabilities as of 31 December 2025 also include retention guarantees withheld from construction suppliers for new investments on the concession land (note 12).

Other non-trade payables represent dividends outstanding to non-controlling interests of CNFR Navrom.

Government Grants

The most significant grants received are those related to the investment made by Navrom Bac SRL, as well as the one carried out by TTS SA. The grant was recognised upon fulfilment of the investment financing criteria and as a result of amounts received from the state. Liabilities relating to grants for property, plant and equipment are released to income (presented as "Other income" within the relevant line in the profit or loss statement) over the useful life of the acquired assets as depreciation charges are recorded.

	Year ended December 31, 2025	Year ended December 31, 2024
On 1 January	19,043,103	20,292,564
Received during the year	115,242	202,833
Released to the statement of profit or loss	(978,362)	(916,180)
Derecognized - economy - investment project chapters	-	(536,114)
On 31 December	18,179,983	19,043,103
Total	18,179,983	19,043,103
Current portion	1,124,209	1,221,923
Non-current portion	17,055,774	17,821,180

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26. RELATED PARTY

The transactions between the Parent Company and its subsidiaries, entities affiliated to the Group were eliminated from consolidation. In 2025 and 2024, the Group had significant transactions with affiliated companies.

The nature of the related party relationships for those related parties with whom the Group entered transactions during the period ended 31 December 2025 or had outstanding balances on 31 December 2025 are detailed below.

Compensation of key management personnel

The remuneration of directors and other members of key management during 2025 and 2024 was as follows:

	December 31, 2025	December 31, 2024
Management and Board of directors' benefits	4,250,106	4,074,731
Total	4,250,106	4,074,731

The above amounts relate to short-term employees' benefits. The Group does not grant post-employment benefits, other long-term benefits, or termination benefits in the current year.

We present the transactions with the related party Navrom Portservice S.A.:

	Year ended December 31, 2025	Year ended December 31, 2024
Navrom Portservice SA		
Transactions with the group during the year – purchases	14,218,200	15,366,127
Transactions with the group during the year – sales	602,160	886,073
Outstanding receivables with the group	50,000	2,393
Outstanding payables with the group	630,202	343,830

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27. FINANCIAL INSTRUMENTS

a) Capital management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising returns to shareholders through the optimisation of the debt and equity balance. The Group's management also aims to ensure that the financial covenants under the loan agreements, which define certain requirements regarding capital structure, are met — refer to Note 22.

The Company complies with the requirements that equity must represent at least half of the share capital in accordance with Law no. 31/1990, as subsequently amended.

The Group monitors its equity based on the gearing ratio in accordance with its established strategy, with the aim of maintaining it at a minimum level. The gearing ratio is calculated as the ratio of net debt to total capital. Net debt is calculated as total borrowings (including both short-term and long-term borrowings) less cash and cash equivalents.

Gearing as of December 31, 2025, and December 31, 2024, was the following:

	Year ended December 31, 2025	Year ended December 31, 2024
Long term borrowings	152,066,670	110,093,233
Less cash and cash equivalents	80,236,677	129,244,930
Net debt	71,829,993	(19,151,697)
Total equity and reserves	<u>1,016,946,407</u>	<u>1,055,073,940</u>
Gearing	<u>7.06%</u>	<u>-1,81%</u>

b) Foreign currency risk

The Group is exposed to fluctuations in the foreign exchange rates in the commercial and financing transactions, foreign currency risk results from the recognized assets and liabilities, including borrowings, expressed in foreign currencies. Due to the high costs associated, the Group's policy is not to use derivatives to hedge this risk.

c) Interest rate risk management

The interest rate risk at fair value is the risk that the value of a financial instrument should fluctuate due to the variations in the market interest rates, financial instruments are interest bearing at market rates and, as a result, it is considered that their fair values do not differ significantly from their book values.

d) Credit risk management

The Group is exposed to a credit risk due to its trade receivables and other receivables. The Group has policies in place meant to ensure that the sales are made to the clients with proper payment history. The due date of the liabilities is carefully monitored and the amounts outstanding after the expiration of the due date are promptly pursued. Trade receivables (clients) are presented net of the adjustments for the impairment of doubtful receivables. The Group develops policies that limit the value of the credit exposure to any financial institution.

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27. FINANCIAL INSTRUMENTS (continued)

d) Credit risk management (continued)

The Group applies the simplified approach to providing the expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and estimated credit loss was computed based on the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecast of future economic conditions.

e) Liquidity risk management

A prudent liquidity risk management involves maintaining sufficient cash and credit lines available, a continuous monitoring of the estimated and actual cash flow and correlation of the due dates of the financial assets and liabilities. Due to the nature of its business, the Group intends to be flexible in respect of the financing options with the support of the majority shareholder.

f) Fair value of the financial instruments

The fair value of the Group's financial assets and liabilities is determined in accordance with generally accepted pricing models, based on discounted cash flow analysis, using prices from observable current market transactions.

Financial instruments in the statement of financial position include trade and other receivables, cash and cash equivalents, short-term and long-term borrowings and other payables. The estimated fair values of these instruments approximate their carrying amounts.

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27. FINANCIAL INSTRUMENTS (continued)

The carrying amounts of the Group's currencies expressed in monetary assets and liabilities as at the reporting date are the following:

2025	EUR		USD		HUF		GBP		December 31, 2025	
	1 EUR =5,0985 RON	RON	1 USD =4,3417 RON	RON	100 HUF =1,3250 RON	RON	1 GBP =5,8335 RON	RON	1 RON	Total RON
ASSETS										
Cash and cash equivalents	28,599,398		23,074,775		826,449		126		27,735,929	80,236,677
Trade receivables	29,127,593		14,869,701		80,562		-		18,695,923	62,773,779
Other long-term receivables	-		-		-		-		4,545,990	4,545,990
Other current assets	-		-		-		-		2,875,531	2,875,531
Contract assets	2,326,818		-		-		-		-	2,326,818
LIABILITIES										
Trade payables	(7,783,755)		(2,867,297)		(7,099)		-		(16,633,648)	(27,291,799)
Other long-term payables	-		-		-		-		(5,157,150)	(5,157,150)
Short- and long-term borrowings	(128,336,632)		-		-		-		(23,730,038)	(152,066,670)
Lease liabilities	(47,826,629)		(682,178)		-		-		(3,451,197)	(51,960,004)
Net balance sheet exposure	(123,893,207)		34,395,001		899,912		126		4,881,340	(83,716,828)

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27. FINANCIAL INSTRUMENTS (continued)

2024	EUR		USD		HUF		GBP		RON	
	1 EUR =4,9741 RON	RON	1 USD =4,7768 RON	RON	100 HUF =1,2106 RON	RON	1 GBP =5,9951 RON	RON	1 RON	RON
										December 31, 2024 Total RON
ASSETS										
Cash and cash equivalents	37,241,168		35,430,105		473,687		129		56,099,841	129,244,930
Trade receivables	22,704,976		12,482,235		3,668,577		-		18,643,837	57,499,625
Other current assets	-		-		-		-		4,559,626	4,559,626
Contract assets	4,139,811		-		-		-		-	4,139,811
Other long-term receivables	-		-		-		-		4,663,677	4,663,677
LIABILITIES										
Trade payables	(6,519,280)		(619,985)		(3,342,322)		-		(26,271,273)	(36,752,860)
Other long-term payables	-		-		-		-		(4,832,683)	(4,832,683)
Short- and long-term borrowings	(86,940,668)		(2,449,375)		-		-		(20,703,190)	(110,093,233)
Lease liabilities	(1,093,706)		-		-		-		-	(1,093,706)
Net balance sheet exposure	(30,467,699)		42,810,465		799,942		129		32,159,835	45,302,672

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27. FINANCIAL INSTRUMENTS (continued)

Sensitivity analysis

The Group is mainly exposed to the variations in the foreign exchange rates of EUR and USD against RON. The table below details the Group's sensitivity to a 10% increase or decrease of EUR / USD against RON, 10% is the sensitivity rate used when the internal reporting of the FX risk is made to the top management and represents the management's estimate regarding the reasonably possible changes in the FX rates. Sensitivity analysis includes only the remaining currency expressed in the monetary elements and adjust the translation at the end of the period for a 10% change in the FX rates. In the following table, a positive value indicates an increase in profit when RON devalues by 10% as against EUR / USD. A 10% increase of RON against EUR / USD would have an equal and contrary impact on profit and other equity and the balances below would be positive. The changes will be attributable to the exposures pertaining to the borrowings in EUR and USD at year-end.

The impact on the result according to each currency is the following:

Currency	Year ended December 31, 2025	Year ended December 31, 2024
EUR	(12,389,321)	(3,046,770)
USD	3,439,500	4,281,047

Tables regarding the liquidity risk and interest rate risk

The following tables detail the periods to the due dates of the financial liabilities of the Group.

The tables have been prepared on the basis of the undiscounted cash flows of the financial liabilities at the earliest date on which the Group may be required to pay.

The tables include capital cash flows, with the exception of lease liabilities, for which future interest is also included.

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27. FINANCIAL INSTRUMENTS (continued)

	Less than					Total	Booked value
	1 year	1 - 2 years	2 - 5 years	Over 5 years	Total		
2025							
<i>Not bearing interest</i>							
Trade payables and other current payables	27,291,799	-	-	-	-	-	27,291,799
Other long-term payables	-	3,670,213	1,486,937	-	5,157,150	-	5,157,150
<i>Interest bearing instruments</i>							
Long- and short-term borrowings	50,944,850	41,104,168	60,017,656	-	152,066,673	152,066,673	152,066,673
Lease liabilities (including future interest)	5,630,810	5,630,810	16,680,983	63,234,353	91,176,956	91,176,956	51,960,005
2024							
<i>Not bearing interest</i>							
Trade payables	36,752,860	-	-	-	36,752,860	36,752,860	36,752,860
Other long-term payables	-	1,868,374	2,964,309	-	4,823,683	4,823,683	4,823,683
<i>Interest bearing instruments</i>							
Long- and short-term borrowings	56,071,755	32,095,382	21,926,096	-	110,093,233	110,093,233	110,093,233
Lease liabilities (including future interest)	404,046	404,046	285,614	-	1,093,706	1,093,706	1,093,706

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

27. FINANCIAL INSTRUMENTS (continued)

Sensitivity analysis for variable rate instruments

A change of 1% in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

December 31, 2025	<u>1% increase</u>	<u>1% decrease</u>
Long- and short-term borrowings		
Short term deposits	(1,520,667)	1,520,667
Financial liabilities interest sensitivity	<u>(1,520,667)</u>	<u>1,520,667</u>
December 31, 2024	<u>1% increase</u>	<u>1% decrease</u>
Long- and short-term borrowings	(1,100,932)	(1,100,932)
Short term deposits		
Financial liabilities interest sensitivity	<u>(1,100,932)</u>	<u>(1,100,932)</u>

28. CASH AND BANK ACCOUNTS

For the purposes of the cash flow statement, cash and cash equivalents include petty cash and bank accounts. Cash and cash equivalents at the end of the financial year, as presented in the cash flow statement can be reconciled with balance sheet elements as follows:

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Cash in banks	60,467,403	87,469,668
Petty cash	143,666	194,835
Cash equivalents (short term deposits below 3 months)	19,625,607	41,580,427
Total	<u>80,236,677</u>	<u>129,244,930</u>

The Group did not place any deposits with maturities over three months as of 31 December 2025 and 31 December 2024.

TTS (Transport Trade Services) S.A.
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FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

29. COMMITMENTS AND CONTINGENCIES

Commitments

As of December 31, 2025, the Group had contractual commitments for the construction of the grain terminal within Canopus Star SRL amounting to EUR 2.9 million, excluding VAT, with an expected completion date in the first half of 2026

Contingent liabilities

Taxation

Taxation system in Romania is still developing trying to consolidate and harmonize with the European legislation, in this respect, there still are various interpretations of the tax laws. In certain cases, tax authorities may treat certain aspects differently and calculate supplementary taxes and levies and related interests and penalties.

In 2025, the interest value is 0,02% for each day of delay; the delay penalties are 0,01% for each day of delay.

In Romania, the fiscal year stays open for verifications for 5 years. The management estimates that the tax liabilities included in these financial statements are adequate.

In accordance with the provisions issued by the Minister of Public Finance, which govern the tax treatment of equity elements that were not subject to corporate income tax calculation at the date of their recognition in the accounts, due to their nature, should the Company change in the future the destination of the revaluation reserves (by offsetting losses or distributing to shareholders), this will give rise to additional corporate income tax liabilities.

TTS (Transport Trade Services) SA is subject to a comprehensive tax audit covering the years 2019–2024, initiated in December 2025. Based on the information currently available, management does not consider that the outcome of this audit will have a material impact on the financial statements.

Environmental matters

Environmental regulations are developing in Romania, and the Group has made its assessment of the current obligations resulting from past activity and considers all liabilities related to environmental matters are recorded as of December 31, 2025, or December 31, 2024, for any estimated costs, including legal and consulting fees, site surveys, the design and implementation of recovery plans as regards the environment.

As at reporting date there are no unfulfilled environmental obligations.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

29. COMMITMENTS AND CONTINGENCIES (continued)

Environmental matters (continued)

The Group considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of impacts on the group due to both physical and transition risks. Even though the Group believes its business model and services will still be viable after the transition to a low-carbon economy, climate-related matters increase the uncertainty in estimates and assumptions underpinning several items in the financial statements. Even though climate-related risks might not currently have a significant impact on measurement, the Group is closely monitoring relevant changes and developments, such as new climate-related legislation. The items and considerations that are most directly impacted by climate-related matters are:

- Useful life of property, plant, and equipment, when reviewing the residual values and expected useful lives of assets, the Group considers climate-related matters, such as climate-related legislation and regulations that may restrict the use of assets or require significant capital expenditures.
- Impairment of property plant and equipment and goodwill, the value-in-use may be impacted in several diverse ways by transition risk, such as climate-related legislation.

The Group managed to become, and intend to remain, one of the lowest CO₂ polluters among the participants in the transport on the Danube by continuously investing in the modernization and maintenance of the NAVROM fleet. Currently there is no immediate impact on the useful lives of property, plant and equipment or on the impairment of goodwill and PPE, Group keeps track of changing requirements and updates the analysis accordingly.

TTS Group's environmental policy is built on 3 pillars:

- Monitoring energy consumption, CO₂ emissions and volumes of generated and recycled waste.
- ISO 14001 external certification of environmental management systems (EMS).
- Investments in high-performance equipment in terms of environmental footprint.

The fleet pushers are equipped with state-of-the-art engines, a fact that is reflected in the very competitive levels, both in terms of the volume of CO₂ emissions – decreasing by 26,2% in the period 2012-2022, and in terms of the intensity of CO₂ emissions – down by 5,5% in the same period, and the energy consumption of the fleet – down by 28,7%. Since 2012, The Group has been carefully monitoring both the indicators that constitute the environmental footprint of the TTS Group - based on the energy consumption of each business unit, as well as waste management.

ISO 14001 certified EMS systems implemented cover the activity carried out in all locations with significant impact.

Transfer prices

The tax regulations in Romania regarding transfer pricing have been established in Romania starting with the year 2000. The current legal frame defines the concept of „market price” for transactions between related parties as well as the methods to establish transfer prices. As a result, it is possible that the fiscal authorities start detailed verifications of the transfer prices, to ensure that the fiscal result and/or the customs value of the imported goods are not affected by the prices used in transactions with related parties. The Company cannot assess the result of this verification, but the management considers that the Company does not have a significant exposure from this point of view, as there are documentations for the price transfers for the previous period, that will be further updated.

TTS (Transport Trade Services) S.A.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

30. AUDIT FEES

The auditor of the Company is Ernst and Young Assurance Services SRL.

The fee for the audit of the Group's consolidated financial statements as of 31 December 2025 prepared in accordance with Order of the Minister of Public Finance 2844/2016 for the approval of accounting regulations in accordance with the International Financial Reporting Standards adopted by the European Union and the audit of the individual financial statements as of 31 December 2025 prepared in accordance with the Order of the Minister of Public Finance 2844/2016 for the approval of accounting regulations in accordance with International Financial Reporting Standards adopted by the European Union Transport Trade Services) SA amounted to EUR 115,000, excluding VAT and other expenses.

The auditor of the Company also provided limited assurance services related to the Consolidated Sustainability Reporting of the Group for the year ended December 31, 2025. The fee for such services amounted to EUR 48,000.

31. SUBSEQUENT EVENTS

The Board of Directors proposed for approval in the next shareholders meeting dividends in amount of RON 13,500,000, respectively RON 0.075 per share.

Subsequent to the reporting date, in 2026, the Company entered into a new land concession agreement for a period of 10 years, in respect of which a right-of-use asset of RON 3.6 million is to be recognised. In February 2026, geopolitical developments in the Middle East generated regional tensions and uncertainty in global energy markets. The Group has limited exposure to customers in the affected region, with no exposure to suppliers or financial institutions in the affected region, and the potential impact of rising fuel prices is mitigated through the BAF clauses included in its commercial contracts. These developments may nevertheless influence macroeconomic conditions at both European and domestic level, with possible effects on cash flows and profitability.

Management considers these subsequent events to be non-adjusting, as their quantitative effects cannot be estimated with sufficient accuracy at the date of approval of the financial statements. The analysis of the potential implications for the Group's financial position and performance is ongoing.

These consolidated financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:



STANCIU ION
CEO



NICOLETA FLORESCU
CFO

TTS 2025 (c)

Report of the Board of Directors on the
consolidated financial statements of
TTS (TRANSPORT TRADE SERVICES) SA for 2025

The annual report according to Annex 15, ASF Regulation no. 5/2018

based on the individual financial statements prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards

For the financial year
2025

Report date
31.03.2026

Name of the company:
TTS (Transport Trade Services) S.A.

Registered office:
Str. Vaselor, Nr. 27, Sector 2, București, România

Unique registration code
RO9089452

Registration number in the Trade Register
J19970000296401

The regulated market on which the issued securities are traded:

Bucharest Stock Exchange – Main Market, Premium category

SYMBOL	TTS
ISIN:	ROYCRRK66RD8
LEI code	5493008M458S2MG7GP03

Subscribed and paid-up share capital
RON 180.000.000

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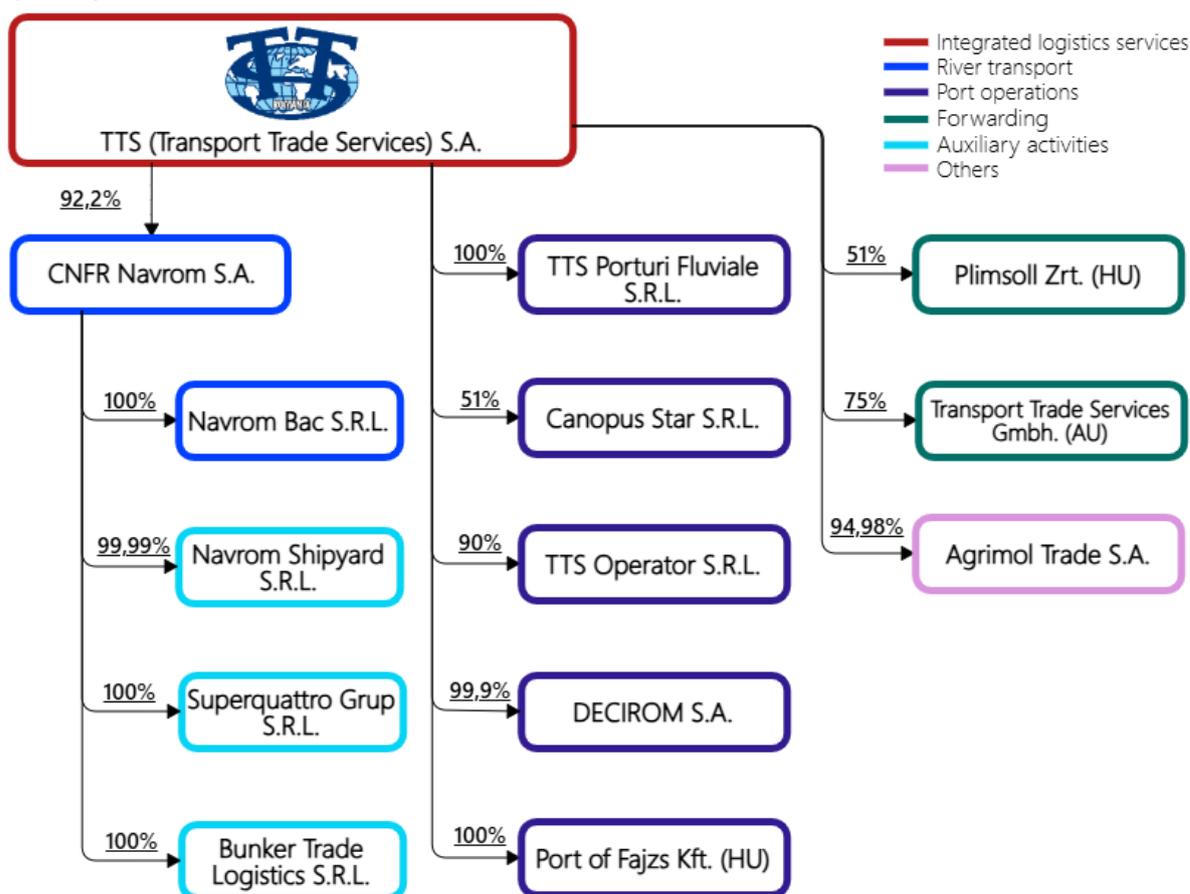
1. Presentation of TTS group

Transport Trade Services group of companies ("TTS Group" or the "Group") consists of 14 companies, namely TTS (Transport Trade Services) S.A. ("TTS") and 13 companies in which TTS holds, directly or indirectly, more than 50% of the share capital. Ten of these operate across the Group's three main business segments – Shipping, River Transport and Port Operations, three provide support services for river transport activity, and one operates in a "non-core" sector from the perspective of TTS Group.

The main goods transported and handled in ports by TTS Group are mineral products (raw materials for the steel industry and rolled products), agricultural products (grains, oilseeds, and feed), and chemical products (phosphate rock and finished products of the chemical fertilizer industry).

TTS Group owns a river fleet with a capacity of over 800 thousand tons, 10 floating cranes, as well as 3 port terminals in Constanța and 7 in Danube river ports.

TTS GROUP STRUCTURE
(31.12.2025)



The group offers integrated logistics services, namely transport services (river, rail, road), transshipment (between transport units, from warehouses, silos, etc.), storage (warehouses, silos, warehouse-type river units, etc.) and any other services specific to logistics chain management.

The following companies are part of the TTS group:

Shipping Segment

TTS (Transport Trade Services) S.A. București ("TTS")

Headquarters: București, România

NACE code: 5226 - Other activities related to transport

Main activity: Cargo shipping

Plimsoll Zrt. Budapesta ("PLIMSOLL")

Headquarters: Budapesta, Ungaria

NACE code: 5231 - Freight forwarding service

Main activity: Shipment of goods by rail

TTS (Transport Trade Services) GmbH. Viena ("TTS VIENA")

Headquarters: 15b Lerchengasse, Langerzersdorf Austria

NACE code: H522 - Other activities related to transport

Main activity: Cargo shipping

River Transport Segment

CNFR NAVROM S.A. Galați ("NAVROM")

Headquarters: Galați, România

NACE code: 5040 - Freight transport on inland waterways

Main activity: River transport of dry bulk goods (all categories)

Navrom Bac S.R.L. Galați ("NVR BAC")

Headquarters: Galați, România

NACE code: 5030 - Passenger transport on inland waterways

Main activity: Transport by ferry

Port Operation Segment

Canopus Star S.R.L. Constanța ("CANOPUS")

Headquarters: Constanța, România

NACE code: 5224 – Goods handling

Main activity: Port operation of dry bulk cargo (agricultural products)

TTS Operator S.R.L. Constanța ("TTS OPERATOR")

Headquarters: Constanța, România

NACE code: 5224 – Goods handling

Main activity: Port operation of dry bulk cargo (all categories)

DECIROM S.A. Constanța ("DECIROM")

Headquarters: Constanța, România

NACE code: 5224 - Goods handling

Main activity: Port operation of dry bulk cargo (all categories)

TTS Porturi Fluviale S.R.L. Galați ("TTS FLUVIAL")

Headquarters: Galați, România

NACE code: 5224 - Goods handling

Main activity: Port operation of dry bulk cargo (agricultural products)

Port of Fajsz Kft. Fajsz ("PORT FAJSZ")

Headquarters: Fajsz, Ungaria

NACE code: 5222 - Service activities related to water transport

Main activity: Port operation of liquid and dry bulk cargoes

Auxiliary activities

Navrom Shipyard S.R.L. Galați ("NVR SHIPYARD")

Headquarters: Galați, România

NACE code: 3315 - Repair and maintenance of ships and boats

Main activity: Ship repair and maintenance (shipyard)

SUPERQUATRO GRUP S.R.L. Galați ("SUPERQUATRO")

Headquarters: Galați, România

NACE code: 4291 - Hydrotechnical constructions

Main activity: Constructions for the maintenance of waterways and sea and river ports, dredging and ship displacements

Bunker Trade Logistics S.R.L. ("BTL")

Headquarters: Constanța, România

NACE code: 5222 - Service activities related to water transport

Main activity: Services related to the bunkering and fueling services of ships provided by OMV

Others (non-core business)

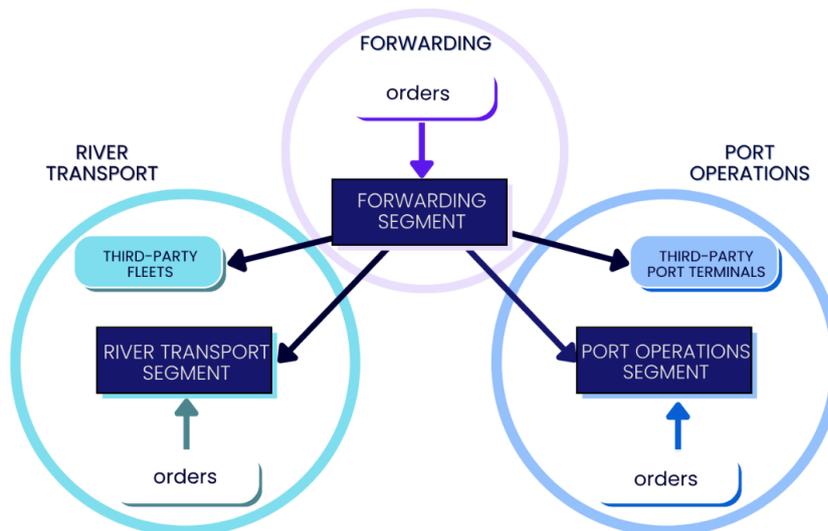
AGRIMOL TRADE S.R.L. București ("AGRIMOL")

Headquarters: București, România

NACE code: 4683 - Wholesale trade of wood and construction materials and sanitary equipment

Main activity: Trade in Romanian wooden products.

The TTS Group's business model is a capital-intensive "business-to-business" ("B2B") model, based on the integration of three main business lines. These are organized into commercially autonomous segments, whose activities are operationally coordinated at group level by TTS. Together, they are integrated into a flexible operational platform, capable of responding quickly to market changes and optimizing the use of resources across the entire logistics chain:



- **Integrated logistics platform**

The unified operation of the Group's asset base through integration on a modular architecture platform ensures the technical, operational, and financial capacity to provide integrated logistics services (shipping, transport and port operations) between any two Danube ports and the port of Constanța, for large volumes of dry bulk cargo, using primarily internal resources grouped into three operational segments: Shipping, River Transport and Port Operations.

- **Commercial Autonomy**

TTS subsidiaries have their own customer base. As a result, companies in the transport and port operations segments take on and execute orders placed both by TTS and by third parties, their objective being to ensure a maximum utilization rate under high efficiency conditions. Conversely, TTS places orders primarily with subsidiaries, but also with third parties, with the aim of capturing as large a share as possible of market demand for services.

- **Operational Coordination**

TTS coordinates at operational level the activity of the companies within the group in order to ensure maximum utilization for companies in the transport and port operations segments and to optimize the group's activity. Coordination is carried out on a continuous basis, and in situations where group companies do not have the operational capacity to execute intra-group orders, TTS contracts transport and port operation services from third-party providers.

The competitive advantage of TTS derives from its ability to combine transport infrastructure with port and logistics assets in a way that enables commercial flexibility, more efficient asset utilization, and a superior capacity to adapt to changes in the structure of cargo flows.

This operational integration is particularly relevant in volatile market contexts, where economic value is no longer determined solely by the volume transported, but also by the quality of flows, the stability of commercial relationships, storage capacity, and the speed at which assets can be reconfigured between different types of cargo and logistics relationships. In this respect, TTS positions itself as a provider of integrated logistics solutions for regional flows of agricultural products, mineral raw materials, and chemical products.

2. Year 2025 in short

Results

- Financial results in 2025 declined compared to those recorded in 2024, against the backdrop of unfavorable conditions in the markets in which we operate, characterized by a very low level of tariffs and demand. These resulted in a **decrease of RON 109,6 million in revenues generated from the shipping, transport and port operations of agricultural products** (-42,6% Δ 2025/2024), which was only partially offset by the **increase of RON 27,1 million in revenues from the shipping, transport and port operations of mineral and chemical products and from other revenue sources** (+5,7% Δ 2025/2024), as well as by the **significant reduction in operating expenses of RON 57,4 million** (-8,1% Δ 2025/2024).
- TTS Group recorded in 2025 **revenues of RON 651,3 million** (-11,2% Δ 2025/2024), **EBITDA of RON 93,4 million** (-33,1% Δ 2025/2024), and a consolidated loss of RON 10,5 million (-149,4% Δ 2025/2024).

TTS Group – Statement of profit and loss – 2025

(RON mil.)	2025	2024	Δ 2025 / 2024
Revenues	651,3	733,8	▼-11,2%
Operating result	93,4	139,6	▼-33,1%
Net profit	7,0	36,1	▼-80,5%
EBITDA	-10,5	21,3	▼-149,4%

- In these conditions, **consolidated net assets as at 31.12.2025 amounted to RON 1.016,0 million, decreasing by RON 38,2 million** (-3,6% Δ 2025/2024) – at a level of **liabilities of RON 313,2 million, increasing by RON 92,2 million** due to the rise in the outstanding balance of borrowed amounts as a result of the loan contracted for the expansion of the CANOPUS terminal and the reclassification of long-term lease contracts specific to port operations activity as a result of the application of IFRS 16, and a **total value of group assets of RON 1.330,1 million, increasing by RON 54,1 million** compared to 31.12.2024 (+4,7% Δ 2025/2024).

TTS Group – Balance – 2025

(RON mil.)	31.12.2025	31.12.2024	Δ 2025 / 2024
Total assets	1.330,1	1.276,0	▲+4,2%
Total liabilities, from which	313,2	221,0	▲+41,7%
Loans	204,0	111,2	▲+83,5%
Net assets	1.016,9	1.055,1	▼-3,6%

Group operations

- From an operational perspective, the structural configuration of operations remained unchanged, with port operations exceeding river transport in terms of volume. The relative positioning of the two main operational segments highlights the strategic role of port operations in the Group's business model, even in the context of a less favorable market environment.
- The aggregate cargo volume decreased in 2025 by 1,39 million tons, reaching 10,42 million tons (-11,8% Δ 2025/2024). Port operations recorded a decrease of 0,66 million tons (-9,9% Δ 2025/2024), while river transport declined by 0,73 million tons (-14,3% Δ 2025/2024), this evolution being mainly driven by the reduced level of agricultural product flows.

Operations ¹ – 12 months 2025			
(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	4,38	5,11	▼ -14,3%
Port operations	6,04	6,70	▼ -9,9%
Total	10,42	11,81	▼ -11,8%

Evolution of the flow of goods

- Mineral product flows recorded the strongest performance, with 2025 being the first year of growth after three consecutive years of decline. The volume transported and operated by the group reached 4,56 million tons, increasing by 0,73 million tons compared to 2024 (+19,0% Δ 2025/2024), as a result of accessing new cargo flows. The growth was driven by cargo volumes operated in ports, which reached 2,60 million tons (+60,7% Δ 2025/2024), while volumes transported by river amounted to 1,96 million tons (-11,5% Δ 2025/2024).

Minerals – volumes by categories of operations - 12 months 2025			
(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	1,96	2,22	▼ -11,5%
Port operations	2,60	1,62	▲ +60,7%
Total	4,56	3,83	▲ +19,0%

- Chemical product flows recorded a similar dynamic, confirming the multi-year growth trend that began in the second half of 2023. The total volume recorded in 2025 was 2,13 million tons (+6,5% Δ 2025/2024).

Chemical products – volumes by categories of operations - 12 months 2025			
(mil, tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	0,69	0,57	▲ +21,1%
Port operations	1,44	1,43	▲ +0,7%
Total	2,13	2,00	▲ +6,5%

¹ The volume statistics do not include the contribution of the external subsidiaries TTS VIENA, PLIMSOLL, FLUVIUS, and PORT FAJSZ

- **Agricultural product flows** were the most affected by market conditions and recorded in 2025 a decrease of 2,17 million tons compared to 2024, reaching a volume of 3,40 million tons (-39,0% Δ 2025/2024).

Agricultural products - volumes 12 months 2025

(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	1,39	1,91	▼ -27,1%
Port operations	2,00	3,66	▼ -45,2%
Total	3,40	5,57	▼ -39,0%

3. Financial data

3.1. Consolidated statement of profit or loss

The result recorded in 2025 was driven by the decrease in consolidated revenues under conditions of a general reduction in operating expenses at the level of TTS Group.

Thus, with the exception of the **cost of goods sold**, which recorded an **increase of RON 7,0 million** (+25,2% Δ 2025/2024), mainly as a result of the **increase in sales generated by AGRIMOL TRADE**, the other **operating expense categories** recorded a cumulative **decrease of RON 85,1 million** (-12,4% Δ 2025/2024).

	<u>2025</u>	<u>2024</u>
Revenue	651.293.069	733.795.272
Other operating income	3.842.350	7.827.199
Raw materials and consumables	(72.088.519)	(88.036.351)
Cost of merchandise sold	(34.826.448)	(27.808.623)
Subcontractor's expenses	(233.682.294)	(241.724.327)
Payroll expenses	(172.140.561)	(204.347.858)
Administrative expenses	(39.086.537)	(50.789.388)
Depreciation and amortization	(86.339.638)	(103.557.473)
Other gains	5.677.838	18.901.259
Other losses	(15.629.771)	(8.180.376)
Operating profit	<u>7.019.489</u>	<u>36.079.335</u>
Profit of associates	(157.956)	(291.535)
Finance income	2.275.428	5.836.623
Finance costs	(11.368.235)	(6.282.265)
Profit before tax	<u>(2.231.274)</u>	<u>35.342.158</u>
Income tax expense	(8.286.469)	(14.046.784)
Net profit for the year attributable	<u>(10.517.743)</u>	<u>21.295.374</u>
<i>Other comprehensive income:</i>		
Translation differences	180.410	(614.187)
Total losses that may be subsequently reclassified	<u>180.410</u>	<u>(614.187)</u>
Revaluation of property, plant and equipment	-	23.653.443
Deferred tax	-	(3.784.551)
Total gains that will not be subsequently reclassified	<u>-</u>	<u>19.868.892</u>
<i>Other comprehensive income, total</i>	<u>180.410</u>	<u>19.254.705</u>
Total comprehensive income	<u>(10.337.333)</u>	<u>40.550.079</u>
Profit attributable to owners of the Company	(12.246.972)	19.082.486
Profit attributable to non-controlling interests	1.729.229	2.212.888
Total comprehensive income for the year attributable:		
Total comprehensive income attributable to owners of the Company	(12.066.562)	38.337.191
Total comprehensive income attributable to non-controlling interests	1.729.229	2.212.888
Number of shares at year-end	180.000.000	180.000.000
Number of shares – weighted average during the year	179.938.241	101.600.025
Basic and diluted earnings per share attributable to owners	(0.0681)	0,1878

3.2. Consolidated statement of financial position

	31.12.2025	31.12.2024
ASSETS		
Non-current assets		
Property, plant and equipment	1.028.330.295	987.633.741
Goodwill	32.319.054	32.319.054
Intangible assets	1.172.417	1.205.566
Right-of-use assets	49.236.236	608.206
Investments in associates	8.491.568	8.981.606
Other non-current assets	4.545.990	4.663.677
Total non-current assets	1.124.095.560	1.035.411.850
Current assets		
Inventories	26.465.727	25.644.052
Trade and other receivables	65.672.439	57.499.625
Contract assets	2.326.818	4.139.811
Government grants	-	75.660
Other current assets	20.000.130	11.658.543
Income tax receivable	11.337.174	12.366.084
Short-term bank deposits	-	-
Cash and cash equivalents	80.236.677	129.244.930
Total current assets	206.038.965	240.628.705
Total assets	1.330.134.525	1.276.040.555
EQUITY AND LIABILITIES		
Equity		
Share capital	181.739.602	181.739.602
Treasury shares	-	(2.965.789)
Reserves	375.972.072	374.434.165
Retained earnings	323.898.643	368.308.706
Equity attributable to owners of the parent	881.610.317	921.516.684
Equity attributable to non-controlling interests	135.336.090	133.557.257
Total equity	1.016.946.407	1.055.073.941
Non-current liabilities		
Interest-bearing loans and borrowings	101.121.820	54.021.478
Government grants	17.055.774	17.821.180
Long-term lease liabilities	49.533.010	689.660
Other non-current liabilities	5.157.150	4.832.683
Deferred tax liabilities	18.405.691	19.651.523
Total non-current liabilities	191.273.445	97.016.524
Current liabilities		
Trade and other payables	27.291.799	36.752.860
Contract liabilities	8.524.654	5.139.161
Government grants	1.124.209	1.221.923
Current portion of lease liabilities	2.426.995	404.046
Interest-bearing loans and borrowings	50.944.850	56.071.755
Provisions for risks and expenses	3.771.323	3.654.926
Income tax payable	934.539	705.647
Other current liabilities	26.896.304	19.999.772
Total current liabilities	121.914.673	123.950.090
Total liabilities	313.188.116	220.966.614
Total equity and liabilities	1.330.134.525	1.276.040.555

In 2025, the value of non-current assets increased from RON 1.035,4 million to RON 1.124,1 million (RON +88,7 million Δ 2025/2024), financed by the increase in long-term liabilities from RON 97,1 million to RON 191,3 million (RON +94,3 million Δ 2025/2024).

The main contribution to this evolution came from investments made in the CANOPUS terminal expansion project, which were the primary source of the increase in property, plant and equipment from RON 987,6 million to RON 1.028,3 million (RON +40,7 million Δ 2025/2024), financed through the increase in the outstanding balance of long-term interest-bearing loans from RON 54,0 million to RON 101,1 million (RON +47,1 million Δ 2025/2024).

Secondarily, non-current assets and liabilities increased in tandem as a result of the reclassification of long-term lease contracts specific to port operations activity, following the application of IFRS 16, which led to an increase in the value of long-term right-of-use assets from RON 0,6 million to RON 49,2 million (+RON 48,6 million Δ 2025/2024), offset by the increase in the outstanding balance of long-term lease liabilities from RON 0,7 million to RON 49,5 million (RON +48,8 million Δ 2025/2024).

The decrease in current assets (RON -34,6 million Δ 2025/2024) was primarily due to the reduction in cash and cash equivalents by RON 49,0 million, necessary to cover the Group's current expenses and for the payment of dividends amounting to RON 27,9 million paid by TTS in June 2025.

3.3. Consolidated statement of cash flows

	2025	2024
<i>Cash flows from operating activities:</i>		
Profit before tax	(2.231.274)	35.342.158
<i>Adjustments for non-cash items:</i>		
Depreciation and amortization	86.339.638	103.557.473
(Decrease) / Increase in adjustments for non-current assets	(1.317.082)	(2.596.930)
Stock Option Plan	-	-
Interest expense	8.896.667	5.392.267
Interest income	(2.259.424)	(5.836.623)
Losses on disposal of property, plant and equipment	2.366.192	1.274.606
Expected credit losses / (Reversal) of expected credit losses (ECL)	2.502.800	(6.433.490)
(Reversal) of NRV for inventories	(965.588)	(544.829)
Net increase / (decrease) in provisions	116.397	(1.898.304)
Share of profit of investments in associates	231.144	(269.608)
Net foreign exchange differences	5.971.904	2.501.865
Income from government grants	(863.120)	(916.180)
Operating profit before changes in working capital	98.788.254	129.572.405
<i>Changes in operating assets and liabilities:</i>		
Decrease / (increase) in trade and other receivables	(20.532.929)	9.071.517
Decrease / (increase) in inventories	143.914	9.566.014
(Decrease) / increase in trade and other payables	8.242.553	(28.788.929)
Cash generated from operating activities	86.641.792	119.421.007
Interest paid	(8.896.667)	(5.392.267)
Income tax paid	(4.599.497)	(14.923.151)
Net cash from operating activities	73.145.628	99.105.589
<i>Investing activities:</i>		
Acquisition of property, plant and equipment and intangible assets	(141.680.734)	(137.354.663)
Proceeds from disposal of property, plant and equipment	5.849.019	1.536.116
Dividends received from investments	258.894	445.060
Interest received	2.259.424	5.836.623
Government grants received	-	3.545.718
(Increase) / decrease in short-term bank deposits	-	35.911.001
Cash flows used in investing activities	(133.313.397)	(90.080.145)
<i>Financing activities:</i>		
Dividends paid	(27.875.280)	(68.311.775)
Proceeds from borrowings	79.094.963	22.524.462
(Repayment) of borrowings	(38.915.765)	(23.187.385)
Dividends paid to non-controlling interests	-	(1.121.682)
Payments for investments	(22.874)	(34.417)
(Lease payments) / acquisition of leases	(886.073)	(398.968)
Payments for treasury shares buyback	-	(2.965.789)
Cash flows from / (used in) financing activities	11.159.516	(73.495.554)
Net (decrease) / increase in cash and cash equivalents	(49.008.253)	(64.470.110)
Cash and cash equivalents at the beginning of the year	129.244.930	193.715.040
Cash and cash equivalents at the end of the year	80.236.677	129.244.930

The Group's cash flows reflected both the **ability of the business model** to generate cash from operations and the continuation of an **active investment policy** and the **distribution of dividends** to shareholders.

Operating cash flow amounted to RON 73,1 million, confirming the **cash-generative nature of the core activity**, in a year in which operational performance was significantly affected by the reduced revenues generated from services provided for agricultural products.

Cash flows from investing activities, amounting to RON -133,3 million, were driven by the **continuation of development and modernization projects**, in line with the objective of strengthening the Group's logistics and port capacities, materialized through **acquisitions of non-current assets** amounting to RON 141,7 million.

At the same time, **cash flows from financing activities** amounted to RON 11,2 million, being influenced by the shareholder remuneration policy and capital allocation while maintaining a solid financial position.

In the context in which during 2025 **borrowings of RON 38,9 million** and **dividends of RON 27,9 million were paid**, TTS Group ended the year with a **solid cash position of RON 80,2 million**, representing **99,5% of the combined value** of short-term borrowings (RON 50,9 million), the current portion of lease liabilities (RON 2,4 million) and trade payables (RON 27,3 million), respectively **65,8% of the Group's total current liabilities**.

3.4. Segment reporting

Revenues from shipping, river transport and port operations services for **mineral products** recorded the **highest increase**, reaching RON 268,7 million (RON +23,9 million, respectively +9,8% Δ 2025/2024), followed by revenues from **other services**², which reached RON 115,5 million (RON +7,2 million, respectively +6,6% Δ 2025/2024), and **revenues** from shipping, river transport and port operations services for **chemical products**, which amounted to RON 93,2 million (RON +2,3 million, respectively +2,5% Δ 2025/2024).

Revenues from shipping, river transport and port operations services for **agricultural products** recorded the **largest decrease**, reaching RON 147,5 million (RON -109,6 million, respectively -42,6% Δ 2025/2024), in line with the 39% decrease in the aggregate volume of agricultural products, followed by revenues from **other transport services**³ amounting to RON 26,4 million (RON -6,3 million, respectively -19,2% Δ 2025/2024).

2025	TOTAL	Shipping	River Transport	Port Operations	Others	Intersegments
Total	651.293.069	444.521.617	288.116.885	137.514.576	66.074.787	(284.934.796)
Services – Agricultural products	147.476.719	110.428.162	62.391.532	62.615.815	-	(87.958.790)
Services – Chemical products	93.217.799	67.375.721	44.391.928	40.414.999	-	(58.964.849)
Services – Mineral products	268.746.595	235.677.986	121.699.952	28.182.613	-	(116.813.955)
Other transport services	26.352.227	-	26.352.227	-	-	-
Other services	115.499.729	31.039.749	33.281.246	6.301.149	66.074.787	(21.197.201)
2024	TOTAL	Shipping	River Transport	Port Operations	Others	Intersegments
Total	733.795.272	533.373.622	346.900.524	153.113.474	65.256.100	(366.848.448)
Services – Agricultural products	257.082.353	225.986.561	124.011.954	84.798.917	-	(177.715.079)
Services – Chemical products	90.961.487	59.886.372	35.634.638	43.156.702	-	(47.746.225)
Services – Mineral products	244.838.646	205.498.412	135.016.975	17.545.914	-	(113.222.655)
Other transport services	32.613.303	-	32.613.303	-	-	-
Other services	108.299.483	44.002.277	19.623.654	7.611.941	65.256.100	(28.194.489)

² Mainly trading of wood products (AGRIMOL Trade), ship repair and maintenance (NAVROM Shipyard), and dredging and other hydrotechnical works (SUPERQUATRO)

³ Ferry transport provided by NAVROM Bac at the Danube crossing points in Galați and Isaccea

The most significant cost reductions across the main operating expense categories were recorded in the River Transport and Port Operations segments.

The River Transport segment recorded reductions in salary expenses from RON 113,4 million in 2024 to RON 81,4 million in 2025 (RON -32,0 million, respectively -28,2% Δ 2025/2024), in subcontractor expenses from RON 103,1 million to RON 90,8 million (RON -12,4 million, respectively -12,0% Δ 2025/2024), in raw materials and consumables expenses (mainly marine fuel) from RON 70,9 million to RON 58,7 million (RON -12,2 million, respectively -17,2% Δ 2025/2024), and in repair expenses from RON 18,4 million to RON 11,7 million (RON -6,6 million, respectively -36,1% Δ 2025/2024).

The Port Operations segment recorded reductions in subcontractor expenses from RON 32,2 million in 2024 to RON 25,5 million in 2025 (RON -6,7 million, respectively -20,8% Δ 2025/2024), in salary expenses from RON 59,0 million in 2024 to RON 55,3 million (RON -3,7 million, respectively -6,3% Δ 2025/2024), in raw materials and consumables expenses from RON 12,7 million to RON 9,5 million (RON -3,1 million, respectively -24,8% Δ 2025/2024), and in repair expenses from RON 6,8 million to RON 3,9 million (RON -2,9 million, respectively -43,4% Δ 2025/2024).

2025	Total	Shipping	River Transport	Port Operations	Others	Intersegments
Revenue	651.293.069	444.521.617	288.116.885	137.514.576	66.074.787	(284.934.796)
Other operating income	3.842.350	1.628.243	2.733.680	519.410	9.255	(1.048.238)
Cost of goods sold	(34.826.448)	-	(184.040)	-	(34.642.408)	-
Consumables expenses	(72.084.476)	(265.674)	(58.697.423)	(9.517.672)	(3.659.904)	56.197
Depreciation and amortization	(86.339.638)	(5.283.124)	(48.043.716)	(29.527.708)	(3.485.090)	-
Packaging materials consumed	(4.043)	-	(2.391)	(1.652)	-	-
Subcontractor expenses	(233.682.294)	(378.151.647)	(90.777.286)	(25.531.071)	(11.019.342)	271.797.052
Employee benefits expenses	(172.140.561)	(16.756.070)	(81.369.173)	(55.289.419)	(18.725.899)	-
Electricity expenses	(7.485.656)	(230.095)	(1.914.640)	(4.527.985)	(886.385)	73.449
Repair expenses	(9.900.312)	(2.093.673)	(11.745.499)	(3.869.195)	(339.288)	8.147.343
Other expenses	(21.700.569)	(3.733.431)	(9.885.598)	(9.818.026)	(2.798.757)	4.535.243
Other gains	6.375.845	1.437.111	1.546.675	2.270.186	1.451.381	(329.508)
Other losses	(16.327.778)	(5.342.440)	(9.800.058)	(1.574.962)	(1.025.991)	1.415.673
Total operating result	7.019.489	35.730.817	(20.022.584)	646.482	(9.047.641)	(287.585)

2024	Total	Shipping	River Transport	Port Operations	Others	Intersegments
Revenue	733.795.272	535.373.622	346.900.524	153.113.475	65.256.100	(366.848.449)
Other operating income	7.827.199	6.363.027	6.164.681	599.976	149.599	(5.450.084)
Cost of goods sold	(27.808.623)	-	(246.617)	-	(27.562.006)	-
Consumables expenses	(88.032.064)	(270.427)	(70.921.626)	(12.654.421)	(4.266.471)	80.881
Depreciation and amortization	(103.557.473)	(4.348.283)	(62.524.453)	(33.662.572)	(3.022.165)	-
Packaging materials consumed	(4.287)	-	(1.673)	(2.238)	(376)	-
Subcontractor expenses	(241.724.327)	(443.818.773)	(103.136.309)	(32.217.784)	(7.861.108)	345.309.647
Employee benefits expenses	(204.347.858)	(17.138.531)	(113.369.542)	(59.006.727)	(14.833.058)	-
Electricity expenses	(7.646.684)	(196.114)	(2.099.509)	(4.499.437)	(906.394)	54.770
Repair expenses	(15.346.203)	(2.261.585)	(18.388.546)	(6.835.546)	(399.603)	12.539.077
Other expenses	(27.796.501)	(4.293.392)	(10.871.531)	(15.202.800)	(6.521.368)	9.092.590
Other gains	19.587.369	4.372.553	12.404.132	4.166.977	1.123.239	(2.479.532)
Other losses	(8.866.486)	(6.951.326)	(3.920.537)	(2.356.847)	(1.112.075)	5.474.299
Total operating result	36.079.335	66.830.771	(20.011.006)	(8.557.944)	44.314	(2.226.800)

3.5. Consolidated statement of changes in equity

	Share capital	Treasury shares	Legal reserves	Other reserves	Revaluation reserves	Retained earnings	Translation differences	Attributable to owners of the parent	Attributable to non-controlling interests	Total
Balance as at 01.01.2025	181.739.602	(2.965.789)	15.516.851	270.762.357	90.550.664	368.308.706	(2.395.707)	921.516.684	133.557.257	1.055.073.941
Profit for the year	-	-	-	-	-	(12.246.972)	-	(12.246.972)	1.729.229	(10.517.743)
Other comprehensive income	-	-	-	-	-	-	180.410	180.410	-	180.410
Total comprehensive income	-	-	-	-	-	(12.246.972)	180.410	(12.066.562)	1.729.229	(10.337.333)
Reserves	-	-	1.657.749	2.672.198	-	(4.329.947)	-	-	-	-
Treasury shares – granted under SOP	-	2.965.789	-	(2.972.450)	-	6.661	-	-	-	-
Dividends distributed	-	-	-	-	-	(27.900.000)	-	(27.900.000)	-	(27.900.000)
Increase in ownership interest in subsidiaries	-	-	-	-	-	24.143	-	24.143	(47.020)	(22.877)
Reduction of ownership interest in subsidiary	-	-	-	-	-	36.052	-	36.052	96.624	132.676
Balance as at 31.12.2025	181.739.602	-	17.174.600	270.462.105	90.550.664	323.898.643	(2.215.297)	881.610.317	135.336.090	1.016.946.407

3.6. Key performance indicators of TTS Group in 2025

	Year ended 31.12.2025	Year ended 31.12.2024
1. Liquidity ratios		
a) Current liquidity ratio	1,7	1,9
Current assets	206.038.965	240.628.705
Current liabilities	121.914.673	123.950.090
a) Quick ratio/ acid test	1,5	1,7
Current assets - Inventories	179.573.238	214.984.653
Current liabilities	121.914.673	123.950.090
2. Risk ratios		
a.1) Leverage ratio (%)	20,1%	10,5%
Borrowed capital	204.026.675	111.186.939
Equity	1.016.946.407	1.055.073.941
<i>or</i>		
a.2) Leverage ratio (%)	16,7%	9,5%
Borrowed capital	204.026.675	111.186.939
Capital employed	1.220.973.082	1.166.260.880
b) Interest coverage indicator	0,7	7,7
Profit before interest payment and income tax	6.665.393	41.624.423
Interest expense	8.896.667	5.392.267
3. Activity ratios		
a) Trade receivables turnover (days)	36,3	31,6
Average trade receivables	64.819.347	63.598.000
Revenue	651.293.069	733.795.272
b) Trade payables turnover (days)	39,7	37,2
Average trade payables	38.854.237	44.003.670
Purchases of goods and services	375.300.804	431.121.323
c) Non-current assets turnover	0,6	0,7
Revenue	651.293.069	733.795.272
Non-current assets	1.124.095.560	1.035.411.850
d) Total assets turnover	0,5	0,56
Revenue	651.293.069	733.795.272
Total assets	1.330.134.525	1.276.040.555
4. Profitability indicators		
a) Return on capital employed	0,5%	3,6%
Profit before interest and income tax	6.665.393	41.624.423
Capital employed	1.220.973.082	1.166.260.880

4. Operations

4.1. Aggregate volumes

Freight – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	3,40	5,57	▼ -39,0%
Minerals	4,56	3,83	▲ +19,0%
Chemical products	2,13	2,00	▲ +6,5%
Others	0,33	0,41	▼ -19,3%
Total	10,42	11,81	▼ -11,8%

River transport– 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,39	1,91	▼ -27,1%
Minerals	1,96	2,22	▼ -11,5%
Chemical products	0,69	0,57	▲ +21,1%
Others	0,33	0,41	▼ -19,3%
Total	4,38	5,11	▼ -14,3%

Port operations– 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	2,00	3,66	▼ -45,2%
Minerals	2,60	1,62	▲ +60,7%
Chemical products	1,44	1,43	▲ +0,7%
Total	6,04	6,70	▼ -9,9%

Structure of river transport contracts – 12 months 2025

(cargo volume – million. tons)	12M 2025	12M 2024	Δ 2025/2024
Contracts concluded by the Shipping Segment ⁴ with third parties	0,05	0,04	▲ +35,3%
Direct contracts of the River Transport Segment ⁵	0,67	1,13	▼ -41,1%
Contracts concluded by the Shipping Segment with the River Transport Segment (intra-group)	3,66	3,94	▼ -7,1%

⁴ The Shipping Forwarding segment does not include the external subsidiaries with operations TTS VIENA and PLIMSOLL

⁵ The River Transport segment does not include the subsidiary FLUVIUS.

Structure of port operations contracts – 12 months 2025

(cargo volume – million tons)	12M 2025	12M 2024	Δ 2025/2024
Contracts concluded by the Shipping Segment with third parties	1,65	1,10	▲ +50,0%
Direct contracts of the Port Operations Segment ⁶	2,11	1,85	▲ +13,8%
Contracts concluded by the Shipping Segment with the Port Operations Segment (intra-group)	2,28	3,75	▼ -39,1%

4.2. Shipping Segment

Shipping Segment – Goods transported by river – 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,39	1,89	▼ -26,5%
Minerals	1,63	1,52	▲ +7,1%
Chemical products	0,69	0,57	▲ +22,3%
Total	3,71	3,98	▼ -6,7%

Shipping Segment – Goods operated in ports – 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,02	2,75	▼ -62,8%
Minerals	1,99	1,17	▲ +70,3%
Chemical products	0,92	0,93	▼ -1,1%
Total	3,93	4,85	▼ -18,9%

4.3. River Transport Segment

River Transport Segment - Volumes - 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,37	1,91	▼ -27,9%
Minerals	1,93	2,18	▼ -11,3%
Chemical products	0,69	0,57	▲ +20,0%
Others	0,33	0,41	▼ -19,3%
Total	4,33	5,07	▼ -14,7%

⁶ For reasons of internal organization of the group, the Port Operations Segment does not include the subsidiary Port of Fajsz Kft. Fajsz

River Transport Segment – Goods route completed – 12 months 2025			
(billion tons * km)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	0,68	1,00	▼ -32,2%
Minerals	1,49	1,46	▲ +2,0%
Chemical products	0,54	0,42	▲ +26,9%
Total	2,71	2,89	▼ -6,2%

4.4. Port Operations Segment

Port Operations Segment – Volumes – 12 months 2025			
(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	2,00	3,59	▼ -44,1%
Minerals	0,95	0,58	▲ +62,5%
Chemical products	1,44	1,43	▲ +0,7%
Total	4,39	5,60	▼ -21,6%

5. Investments

Total investments in the tangible assets of TTS Group in 2025 amounted to RON 131 million, the largest share being represented by investments in the river transport segment (RON 19,6 million, 81% Δ 2025/2024) and port operations (RON 107,7 million, 248% Δ 2025/2024).

By purpose, RON 110,9 million represented development investments (mainly RON 105 million in the port operations segment, mainly investments in the Canopus Star and DECIROM terminals) and RON 19,9 million maintenance investments, primarily in fleet maintenance (RON 17 million).

6. Human resources

The average number of employees and other assimilated personnel in 2025 was 1.307 persons (1.547 in 2024), and the number at 31.12.2025 was 1.204 persons (1.541 at 31.12.2024).

The Group's personnel policy regarding professional training was well supported in terms of internal training, with training programs carried out at the level of each company within TTS Group.

7. Environment

The companies belonging to TTS Group comply with the provisions and regulations of Romanian law regarding health, safety, security and environmental protection, and are therefore required to obtain, maintain and renew various authorizations.

Some of the companies belonging to TTS Group hold environmental permits, which impose certain conditions and obligations in relation to the object of activity and the facilities of each company. The environmental permits, with a validity period of 5 years from the date of issuance, subject to annual endorsement, were issued by the competent territorial environmental protection agencies following the fulfilment of environmental protection requirements.

At the level of TTS Group, operations are periodically monitored and evaluated from the perspective of environmental impact. This approach has led to the implementation of ISO 14001:2015-certified environmental management systems at the facilities of the Group's main companies with environmental impact: CNFR Navrom, NAVROM Bac, Navrom Shipyard, TTS Operator, TTS Fluvial, CANOPUS STAR, and DECIROM.

TTS Group has implemented plans for response and intervention in the event of accidental pollution and has installed pollution control equipment. TTS Group ensures the implementation and regular updating of programs for the prevention and reduction of waste generated from its own activities. TTS Group also periodically reviews its plans for response and intervention in the event of accidental pollution. In addition, TTS Group temporarily stores wastewater and bilge water in the tanks of its vessels or in metal retention vats. Other measures implemented by TTS Group include the

installation of special containers for the collection of specific waste, as well as concrete platforms, absorbent anti-pollution materials and anti-pollution barriers.

At the same time, some of the companies belonging to TTS Group are required to submit periodically to the competent environmental protection authority reports on the results of environmental factor monitoring, carried out by an accredited subcontracted laboratory. Such reports cover the analysis of domestic wastewater, noise level analysis, air emissions, records of waste management, and records of fresh oil consumption and waste oils. This ensures effective monitoring aimed at preventing environmental pollution.

Each company within TTS Group has concluded contracts with authorized economic operators for the supply of drinking water, the discharge of domestic wastewater, the collection, treatment and neutralization of waste, and the collection, recovery and/or disposal of waste oils.

Starting from 2014, TTS Group has continuously monitored the environmental impact of the activities of the main companies within TTS Group in accordance with World Bank standards, as a result of the partnership with IFC. The results of this monitoring are included in the annual EHS reports (the latest published report being for 2021), which cover the following topics relevant to the sustainability of TTS business:

- Adopted ISO certified management systems
- Occupational health and safety
- Energy consumption
- CO2 emissions
- Residue and waste management

Starting from 2022, TTS has published annual sustainability reports on the activity of TTS Group, prepared in accordance with the Global Reporting Initiative (GRI) reporting standards.

8. Risk management system

The activity of TTS Group is exposed to operational, commercial, and macroeconomic risks specific to the river transport, port operations, and integrated logistics sector. In 2025, these risks continued to be influenced by the volatility of the regional context, the sensitivity of agricultural flows to weather conditions, and the dependence of operational efficiency on the hydrological parameters of the Danube.

The approach to risk management aims at the early identification of relevant factors, monitoring their potential impact on operations, and adopting response measures to limit adverse effects on performance and financial position. In a business model with a significant asset base and relevant fixed costs, operational flexibility, diversification of flows, and logistics integration represent key elements for risk mitigation.

Currency risk

The group is exposed to currency fluctuations in commercial and financial transactions. Currency risk results from recognised assets and liabilities, including loans, denominated in foreign currency. Due to the associated high costs, it is the Group's policy not to use derivatives to hedge this risk.

Management of interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. Financial instruments bear interest at market rates and therefore their fair values are considered not to differ significantly from carrying amounts.

Credit risk management

The group is exposed to credit risk due to commercial and other claims. The group has policies in place to ensure that sales take place to customers with an appropriate payment history. Debt maturities are carefully monitored, and outstanding amounts are closely followed. Commercial receivables (clients) are net of impairment adjustments for intrigued customers. The group implements policies that limit the amount of credit exposure to any financial institution.

Liquidity risk management

Prudent liquidity risk management involves maintaining a sufficient amount of cash and sufficient available credit lines, continuously monitoring the estimated and present cash flows and matching the maturities of financial assets and liabilities. Due to the nature of its work. The group intends to be flexible on financing options, with the support of the majority shareholder.

Fair value of financial instruments

The fair values of financial assets and liabilities are determined as follows:

- the fair value of financial assets and liabilities with standard terms and conditions and traded on liquid asset markets is determined by reference to quoted market prices;
- the fair value of other financial assets and liabilities (excluding derivative instruments) is determined in accordance with generally accepted price models, based on the analysis of expected cash flows, using prices from observable current market transactions; and
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, the analysis of expected cash flows shall be used, using the yield curve applicable to the duration of derivative instruments that do not include options and options models for derivative instruments based on options.

Financial instruments on the balance sheet include trade receivables and other receivables, cash and cash equivalents, short- and long-term loans and other liabilities. The estimated fair values of these

instruments approximate their carrying amounts. The accounting values represent the maximum exposure of the Company to the credit risk related to the existing receivables.

9. Corporate governance in TTS group

The governance structure and rules under which TTS exercises control over the group companies are as follows:

- The companies in the group have the legal form of joint-stock company (S.A, Zrt.) or limited liability company (S.R.L., Kft., GmbH.)
- Each company has its own governing bodies, Board of Directors or Sole Administrator, depending on the provisions of the articles of incorporation, responsible for the proper functioning of the company.
- TTS exercises its control and appoints the persons in the management of the subsidiaries by voting in the general meetings of the shareholders/associates of the companies, or by decision of the sole associate, as the case may be.
- Companies have commercial autonomy, serving their own customer base in addition to orders placed within the group
- Voting mandates and representation of TTS in the general meetings of the shareholders/associates of the subsidiaries are approved by the Board of Directors of TTS, based on the informative materials made available to the shareholders/associates by each subsidiary
- At the request of the subsidiaries, in the case of situations that may affect TTS group as a whole, the Board of Directors discusses these situations and makes guidance and recommendation decisions that are communicated to the subsidiary that made the request
- Intra-group transactions, both those between TTS and a subsidiary and those between subsidiaries, are subject to reporting obligations based on art. 108 of Law no. 24/2017 on issuers of financial instruments and market operations, reports being made with a rhythm dictated by reaching or exceeding the TTS reporting threshold
- The activity of reporting transactions between related parties is the subject of two reports drawn up by the statutory auditor of TTS

10. Sustainability statement regarding TTS Group activity in 2025

10.1. General basis for the preparation of the sustainability statement [ESRS 2 BP-1]

The sustainability statement of TTS (Transport Trade Services) S.A. (hereinafter "TTS") has been prepared on a consolidated basis.

Numbers are formatted using the Romanian numeric system (period for thousands, comma for decimals)

The consolidation perimeter is the same as in the financial statements, identified in section "1 Presentation of TTS Group".

All subsidiaries included in the consolidation perimeter are exempt from individual or consolidated sustainability reporting pursuant to Article 19a(9) or Article 29a(8) of Directive 2013/34/EU.

The sustainability statement covers TTS upstream and downstream value chain in the following respects:

- Presentation of the business model in section "10.8. Strategy, business model and value chain [ESRS 2 SBM-1]"
- Double materiality analysis in section "10.11. Process for identifying and assessing material I/ROs [ESRS 2 IRO-1]"
- Reporting on Scope 3 GHG emissions in section "10.13.6.1. TTS Group GHG emissions in 2025"
- Reporting on non-employee workers within the workforce in section "10.14.7. Characteristics of non-employee workers in the undertaking's own workforce [ESRS S1-7]"

TTS did not use the option to omit specific information corresponding to intellectual property, know-how or results..

TTS did not apply the exemption from disclosing information on impending developments or matters under negotiation, as provided for in Article 19a(3) and Article 29a(3) of Directive 2013/34/EU, if the undertaking concerned.

10.2. Disclosures in relation to specific circumstances [ESRS 2 BP-2]

TTS used the time horizons defined in ESRS 1 section 6.4:

(a) for the short-term time horizon: the period adopted by the undertaking as the reporting period in its financial statements;

(b) for the medium-term time horizon: from the end of the reporting period defined under point (a) up to 5 years;

(c) for the long-term time horizon: more than 5 years.

TTS did not use metrics that include upstream and/or downstream value chain data estimated using indirect sources.

The quantitative indicators and monetary values presented are not subject to a high level of measurement uncertainty.

The statement includes information derived from REGULATION (EU) 2020/852. For clarity and to ensure ease of reading, this information is presented in section “12 Degree of alignment with EU taxonomy”.

TTS used the following transitional provisions in accordance with Appendix C to ESRS 1:

ESRS 2	SBM-3 point 48 letter (e)	Material impacts, risks and opportunities and their interaction with the strategy and business model	Anticipated financial effects of material risks and opportunities.
ESRS E1	E1-9	Anticipated financial effects of material physical and transition risks and potential climate-related opportunities.	Anticipated financial effects of material climate-related risks and opportunities.

10.3. The role of TTS administrative, management and supervisory bodies [ESRS 2 GOV-1]

10.3.1. Structure of TTS administrative and management bodies

TTS is organized under a unitary system, in accordance with Law no. 31/1990. By effect of legal provisions, TTS does not have supervisory bodies.

The administrative body of TTS is the Board of Directors composed of 5 members.

The management of TTS is delegated, pursuant to Article 26(1) of TTS Articles of Incorporation, to a General Manager, a Development Director, a Financial Director, and an Operational Director, who represent the management body of the Company.

Information regarding the composition and diversity of members of the administrative and management bodies:

(a) number of members with executive and non-executive roles:

4 members with executive roles (of which 1 is a member of the Board of Directors)

4 members without executive roles (members of the Board of Directors)

(b) employees or other workers are not represented in the administrative and management bodies

(c) relevant experience for the sectors, products, and geographical locations of the undertaking:

2 members (the General Manager – who is also an executive member of the Board of Directors – and the Operational Director) have tenure since the establishment of TTS, during which they have held various roles in the management of TTS and TTS Group

The Financial Director has over 20 years of tenure in TTS

The Development Director has over 10 years of tenure in TTS

3 non-executive members of the Board of Directors have 4 years of experience in administering TTS

1 non-executive member of the Board of Directors (appointed on 21.08.2025) has over 10 years of experience in the management and administration of NAVROM

(d1) percentage of male members of management: 50%

(d2) percentage of female members of management: 50%

(d3) percentage of female members of the Board of Directors: 40%

(d4) percentage of male members of the Board of Directors: 60%

(e) percentage of independent members of the Board of Directors: 40%

10.3.2. The role of TTS administrative and management bodies regarding sustainability matters

The role of the Board of Directors regarding sustainability matters consists in setting the strategy/business model, policies and, where necessary, sustainability targets, as well as monitoring impacts, risks and opportunities (“I/RO”). The Board exercises this role directly based on the general administration mandate of the Company provided in the Articles of Incorporation or through the Governance and Sustainability Committee (hereinafter “GSC”).

The responsibilities of GSC regarding sustainability matters are provided in the Board of Directors Regulation (revised by Board Decision no. 1/01.09.2025), and are as follows:

i) proposes to the Board of Directors for approval:

- the environmental, social and governance policies of the Company;
- the sustainability statement forming part of the annual administrators’ report,
- the decisions necessary for the preparation of sustainability reporting

ii) assists external auditors, regulatory authorities and sustainability rating agencies and monitors the external review activity of the sustainability statement and the annual sustainability report, as applicable

iii) monitors:

- the process of identifying and managing sustainability impacts, risks and opportunities;
 - the Company's sustainability reporting activity;
 - the implementation of TTS policies as well as the Company's practices and performance regarding ESG matters;
 - the activity of preventing, mitigating and managing risks related to sustainability matters, which may have a material negative impact on the Company or are relevant for investors and shareholders;
- iv) reports and makes recommendations to the Board of Directors regarding situations that may affect the Company's business, operations, performance or public image, or that are relevant for the Company and shareholders, from the perspective of sustainability matters;

The role of management regarding sustainability matters is exercised directly based on the general management mandate of the Company provided in the Articles of Incorporation or through TTS Corporate Governance and Investor Relations Department (hereinafter "CGIRD") and consists in:

- i. identifying and monitoring I/RO at group level;
- ii. managing impacts at TTS level;
- iii. managing risks and opportunities at group level.

Considering the applicable legal provisions, TTS does not have authority for administration and management of subsidiaries' activities. Therefore, the management of impacts is carried out at the level of each individual company, by its own management and administrative bodies.

All TTS subsidiaries with river transport, port operations and ship repair activities – the main generators of material I/RO – have implemented ISO 14001 environmental management systems and ISO 45001 occupational health and safety systems.

CGIRD is subordinated to the General Manager and reports to GSC and to the General Manager.

Members of TTS management report directly to the Board of Directors. During the reporting period, TTS did not establish targets related to material I/RO.

TTS has not implemented dedicated controls and procedures for managing I/RO.

TTS has set as an objective for 2026 the completion of the process of implementing governance elements – internal policies and procedures, at the level of subsidiaries generating I/RO, which will allow them to efficiently manage material I/RO specific to each company, and coordinates this process.

TTS will establish targets related to material I/RO whenever, following the analysis of internal processes and the process of managing I/RO at subsidiary level, it considers this necessary.

Table regarding the involvement of the Board of Directors, TTS management and subsidiaries:

Responsibility / Subject	Board of Directors TTS	TTS Management	CGIRD	Subsidiaries
Strategy/business model				
Policies and targets				
Risk/opportunity management				
I/RO identification				
I/RO monitoring				
Impact management				
Sustainability reporting				

10.3.3. The role of TTS administrative and management bodies in subsidiaries’ activity and the legal relationship between TTS and subsidiaries

According to the applicable legal provisions, TTS, as majority shareholder, exercises its control over subsidiaries through voting in the GMS on matters subject to deliberation and regarding the appointment of members of the Boards of Directors, or the sole administrator, as applicable, and does not have the legal right to intervene in their administration or management.

Consequently, the roles of the Board of Directors and TTS management regarding the administration and management of subsidiaries’ activity, including with respect to sustainability aspects relevant to their activity, are limited to the following:

- Monitoring subsidiaries’ activity based on the information provided by their management
- Coordinating joint actions of group companies at operational level
- Issuing Recommendation Decisions by TTS Board of Directors to the administrative and management bodies of subsidiaries regarding matters of interest at TTS Group level, or when TTS point of view must be considered by subsidiaries’ administrative and management bodies, or upon their request.

10.3.4. Expertise regarding sustainability matters

Starting with 2012, TTS Group has internally developed organizational expertise regarding the monitoring of three material aspects (two sub-topics and one sub-sub-topic of sustainability), namely:

Topic	Sub-topic	Sub-sub-topic	TTS expertise
Climate change	Climate change mitigation		Monitoring and documenting CO ² emissions and emissions intensity
Climate change	Energy		Monitoring and documenting energy consumption and energy consumption intensity
Own workforce	Working conditions	Health and safety	Monitoring and documenting work accidents and occupational diseases

Regarding the other material sub-sub-topics included under the theme “Own workforce” and sub-topic “Working conditions”, expertise has been continuously developed as a result of the day-to-day activity of group companies.

Regarding the material sustainability sub-topics included under the theme “Business conduct”, TTS adopted in 2025, or revised, the following relevant governance documents:

- 1/ Nomination Policy (adopted by Board Decision no. 1/15.07.2025)
- 2/ Remuneration Policy (adopted by O-GSM Resolution no. 1/21.08.2025)
- 3/ Board Regulation (revised by Board Decision no. 1/01.09.2025)
- 4/ Conflict of Interest Policy (revised by Board Decision no. 23/01.09.2025)
- 5/ Whistleblowing Policy (adopted by Board Decision no. 1/04.11.2025)

In the second half of 2024, TTS internally developed expertise regarding the identification and assessment of I/RO and the double materiality analysis of sustainability matters.

In the second half of 2025, TTS internally developed expertise regarding the identification and assessment of risks related to climate hazards.

Starting with 2013, TTS has prepared EHS (Environment and Occupational Health & Safety) Reports for internal use, on an annual basis, reports which cover the following aspects relevant for Group management:

- Certified ISO management systems
- Environmental permits

- Documentation of CO₂ emissions and emissions intensity
- Documentation of energy consumption and energy consumption intensity
- Management and documentation of residues and waste
- Documentation of work accidents and occupational diseases
- Documentation of emergency response
- Documentation and monitoring of the implementation of measures imposed by environmental authorities, labor inspectorates and emergency inspectorates, following inspections carried out.

Starting with 2022, TTS has published annual sustainability reports based on GRI standards, through which TTS organizational expertise has expanded to other material aspects related to own workforce and governance.

10.3.5. The role and expertise of TTS administrative and management bodies regarding business conduct matters

Members of the Board of Directors and TTS executive management cumulatively have over 100 years of experience regarding business conduct.

Within the legal limits set out in section 11.3.3., the Board of Directors or, as applicable, TTS management, takes all necessary decisions and measures regarding matters related to the business conduct of employees and members of management bodies concerning the administration and management of subsidiaries' activity, regardless of whether these matters are material or not. The Board of Directors approves all corporate documents related to business conduct matters – including TTS Code of Business Conduct, applicable policies and procedures, or their amendments, as applicable, while the implementation of their provisions falls under the responsibility of executive management.

10.4. Information provided to TTS administrative and management bodies and sustainability matters addressed by them [ESRS 2 GOV-2]

GSC and TTS management inform the Board of Directors periodically or upon request, but at least annually, on the results of monitoring regarding sustainability matters for which TTS I/RO are material.

Administrative and management bodies consider I/RO, as applicable, and to the extent necessary, when overseeing strategy, major transactions and risk management processes, including, where applicable, trade-offs associated with I/RO.

During the reporting period, the administrative and management bodies of Group companies did not take specific measures related to material I/RO, other than those necessary for the current management of activity.

10.5. Integration of sustainability-related performance into incentive systems [ESRS 2 GOV-3]

TTS has not implemented incentive systems related to sustainability performance.

10.6. Statement on the due diligence process [ESRS 2 GOV-4]

DUE DILIGENCE PROCESS ELEMENT	REFERENCE IN THE SUSTAINABILITY STATEMENT
(a) Integration of the due diligence process into governance, strategy and business model	ESRS 2 GOV-2: Section " 10.4. Information provided to TTS administrative and management bodies and the sustainability matters addressed by them [ESRS 2 GOV-2] "
	ESRS 2 GOV-3: Section 10.5. Integration of sustainability-related performance into incentive systems [ESRS 2 GOV-3]
	ESRS 2 SBM-3: Section " 10.1. General basis for the preparation of the sustainability statement [ESRS 2 BP-1] " Section " 10.10. Material I/RO and their interaction with the strategy and business model [ESRS 2 SBM-3] "
(b) Engagement with affected stakeholders at all key stages of the due diligence process	ESRS 2 GOV-2: Section " 10.4. Information provided to TTS administrative and management bodies and the sustainability matters addressed by them [ESRS 2 GOV-2] "
	ESRS 2 SBM-2: Section " 10.9. Interests and views of stakeholders [ESRS 2 SBM-2] ;"
	ESRS 2 IRO-1; Section " 10.11. Process for identifying and assessing material I/RO [ESRS 2 IRO-1] "
	ESRS 2 MDR-P
	ESRS S1: Section (S1)

	reflecting the different stages and purposes of stakeholder engagement throughout the due diligence process;
(c) Identification and assessment of negative impacts	ESRS 2 IRO-1 (including application requirements related to specific sustainability matters in the relevant ESRS)
	ESRS 2 SBM-3: Section " 10.1. General basis for the preparation of the sustainability statement [ESRS 2 BP-1] " Section " 10.10. Material I/RO and their interaction with the strategy and business model [ESRS 2 SBM-3] "
(d) Taking action to address these negative impacts	
(e) Monitoring the effectiveness of these efforts and communication	

10.7. Risk management and internal controls over sustainability reporting [ESRS 2 GOV-5]

The collection of primary data used for sustainability reporting is carried out at subsidiary level, using the same primary documents used for accounting records, mainly invoices for energy consumption and employment contracts. An exception is represented by voyage data generated by the river transport segment, where the same voyage records are used as those used for periodic (quarterly, semi-annual and annual) reports published on the Bucharest Stock Exchange for the periodic information of shareholders, investors, market participants and financial analysts.

The data are centralized at subsidiary level and are periodically reported to DGCRl, where they are verified.

In cases where, following verification at DGCRl level, reporting errors or inconsistencies with previously reported values or expected normal values are identified (for example in the case of energy consumption, which underlies reporting under ESRS E1), the submitted data are rechecked and corrected, where necessary, at subsidiary level.

The measurement of primary values on which the reported indicators are built is not validated by any external body, the main data sources underlying the evaluation of indicators being the internal records of the group companies.

Within the double materiality analysis related to the reporting period, 7 risks were identified which, following the assessment of financial magnitude and likelihood of occurrence, are prioritized as follows:

Category I:

- material risks (risk scores greater than or equal to 1,6 following the double materiality analysis)
- 1 identified risk

- Category I risks are assessed annually, monitored and managed through elements of TTS business strategy

Category II:

- non-material risks but with potential to become material (risk scores greater than or equal to 0,8 and lower than 1,6 following the double materiality analysis)
- 3 identified risks
- Category II risks are assessed annually, monitored and managed through elements of TTS business strategy

Category III:

- non-material risks without potential to become material (scores lower than 0,8 following the double materiality analysis)
- 9 identified risks
- Category III risks are assessed annually, do not require monitoring and are generally managed at operational or commercial level.

10.8. Strategy, business model and value chain [ESRS 2 SBM-1]

Transport Trade Services group of companies is a provider of integrated logistics services consisting of forwarding (logistics chain management, preparation of specific documents), river transport and port operations (transshipment – between transport units, between transport units and warehouses, silos, and storage – in storage spaces, silos, river storage units).

The group provides services for the markets along the Danube, across its entire navigable section.

The main clients of the group are traders of agricultural products, traders of chemical fertilizers and raw materials for chemical fertilizers, steel and metallurgical plants located along the Danube.

The main suppliers of the group are port operation service providers, liquid fuel suppliers, entities managing the rights to use naval infrastructure, workforce providers, providers of services related to river transport (agency and barge inspection).

The main activities of TTS Group are carried out by 11 companies grouped into three business lines (main IFRS 8 segments):

- **Shipping:** TTS, Plimsoll, TTS Viena
- **River transport:** Navrom, NVR Bac
- **Port operation:** TTS Fluvial, Canopus, TTS Operator, DECIROM, Port Fajsz

Three companies in the group provide auxiliary services:

- NVR Shipyard: ship repair and maintenance
- SUPERQUATRO: dredging and hydrotechnical works
- BTL: ancillary water transport services

AGRIMOL is a foreign trade company specialized in the export of wood products.

The main goods transported and operated in ports are dry bulk goods:

- mineral products (raw materials for metallurgy, ores, coal products, rolled or other metallurgical products),
- agricultural products (cereals, oilseeds and feed)
- chemical products (raw materials for the chemical industry, phosphate rock and chemical fertilizers).

Distribution of TTS Group employees by country as at 31.12.2025:

Country	Number of employees	Share of total
Romania	1.182 (1.517 in 2024)	98,17% (98,44% in 2024)
Hungary	19 (20 in 2024)	1,58% (1,30% in 2024)
Austria	3 (4 in 2024)	0,25% (0,26% in 2024)
Total	1.204 (1.541 in 2024)	100,00%

TTS Group carried out activities and generated in 2025 revenues from forwarding, river transport and port operation services of fossil fuels, as follows:

(a) Total: RON 89.840.014 (RON 22.851.912 in 2024)

(b) Revenues from forwarding, river transport and port operation of coal products: RON 89.840.014 (RON 15.076.212 in 2024), of which:

(b1) Forwarding of coal products:	RON 71.881.558
(b2) River transport of coal products:	RON 16.265.689 (RON 15.076.212 in 2024)
(b3) Port operation of coal products:	RON 1.692.767

(c) Revenues from forwarding, river transport and port operation of petroleum products: RON 0 (RON 7.775.700 in 2024), of which:

(c1) Forwarding of petroleum products:	RON 0
(c2) River transport of petroleum products:	RON 0 (RON 7.775.700 in 2024)
(c3) Port operation of petroleum products:	RON 0

(d) Total revenues from forwarding, river transport and port operation of natural gas: RON 0 (RON 0 in 2024)

TTS Group did not generate revenues from the natural gas sector or from taxonomy-aligned economic activities related to fossil gas during the reporting period.

TTS Group has not set sustainability objectives related to the significant services provided, customer categories, geographical areas or stakeholder relationships.

The strategic elements impacting material sustainability matters and relevant for sustainability reporting are as follows:

- Expansion of the Port operation segment, especially in Constanța port
Relevant sustainability matter: Climate change adaptation
- Increasing the relative share of non-agricultural goods (minerals and chemicals) in the mix of transported and operated goods
Relevant sustainability matter: Climate change adaptation
- Increasing the relative share in Group revenues generated by the Port operation segment
Relevant sustainability matters: Climate change mitigation
- Maintaining a level of fleet availability that allows rapid response to fluctuations in demand for river transport services
Relevant sustainability matters: Climate change mitigation

The main resources required by TTS Group companies for service provision are services provided by third parties (mainly port operation, services related to river transport – agency and barge inspection, and staff leasing services), rights to use naval infrastructure, human resources and energy resources (mainly diesel fuel).

TTS Group creates value for its clients through its ability to provide integrated logistics services for large cargo flows between Danube ports and Constanța port, covering directly – through its own transport and port operation capacities, or indirectly – through subcontracting third-party services, all segments of the logistics chain: forwarding, transport, port operation, related services.

The services provided by TTS Group are positioned at the base of production value chains that use metallurgical products, basic chemical products, chemical fertilizers, nitrogen products or agricultural cereal or oilseed products.

The distribution of employees by country is calculated based on **the number of employees recorded in the employee registers of the group companies at the end of the reporting period.**

Revenues generated from forwarding, river transport and port operation services of fossil fuels were calculated based on primary data represented by records in the accounting systems of the group companies.

10.9. Interests and views of stakeholders [ESRS 2 SBM-2]

Consultation with stakeholders aims to assess their perception regarding the impact that TTS Group has on sustainability matters. The outcome of the consultation process is mainly the decision-making regarding voluntary reporting on sustainability matters which, in the view of stakeholders, are important from the perspective of TTS Group's activity, but which, following the double materiality analysis, were assessed as having a level of materiality below the threshold set for material matters.

Regarding stakeholder consultation in relation to TTS strategy, considering that the main elements of TTS strategy have not undergone substantial changes in the last 20 years, stakeholders were not consulted. The Board of Directors will consider consultation with affected parties in the event of major strategic changes, using consultation mechanisms adapted to each category of affected stakeholders.

Consultation is mainly carried out through questionnaires published and accessible on TTS website, and by sending via email a link to the published questionnaires to the main categories of stakeholders, namely:

- Employees and members of the administrative and management bodies of TTS group companies
- TTS shareholders and capital market investors
- TTS partners (main clients, suppliers, bankers, consultants, media partners, analysts)

In the case of sustainability matters, those matters are subject to consultation where consultation results may impact the determination of material matters for TTS, characterized as follows:

- are non-material (impact materiality scores lower than 2)
- have a likelihood of occurrence greater than or equal to 0,5

Consultation is carried out whenever it is anticipated that TTS Group will have a material impact on any sustainability matter, or in situations where it is anticipated that an impact previously classified as material may become non-material, but at least once every two years ^Z.

The results of the consultation will be considered by the Board of Directors in the process of determining TTS Group's material impacts for the next reporting period, under the following conditions:

- response rate is greater than or equal to 20%,
- the matters considered will be those recording a median score greater than or equal to 40% of the maximum value.

^ZThe first stakeholder consultation was carried out during the preparation phase of the Sustainability Statement regarding TTS Group's activity in 2024. The next consultation will be organized during the preparation phase of the statement regarding activity in 2026

10.10. Material I/RO and their interaction with the strategy and business model [ESRS 2 SBM-3]

Sustainability Aspect	Type	Description	Object	Character	Time Horizon	Effect Mapping	Business Model / Strategy / Decision	Resilience
Theme E1: Climate Change								
Climate change adaptation	Physical risk (current) ⁸ Code: RE11.1	Recurring risk of temporary navigation interruptions on the Danube due to the effects of prolonged severe droughts on water flow levels	N/A	N/A	Long	Own operations / river transport, forwarding Value chain / downstream and upstream	The risk does not originate from, and does not affect, TTS's business model or strategy. The risk is implicitly addressed by TTS's current strategic objective of developing operations in the Port of Constanța, based on the fact that two-thirds of the cargo volume passing through the port is transported by land.	^{1/} The Group's financial position allows it to absorb shocks caused by temporary navigation interruptions ^{2/} Contractual clauses with compensatory effects in periods of low Danube water levels.

⁸ The analysis of the climate risk of drought (and its implications for the TTS Group), aimed at determining the business's resilience to this risk, was conducted internally, taking into account realistic operational-level scenarios, without the use of emissions-related climate scenarios, as no climate scenarios with the necessary level of granularity were identified to provide useful information for analyzing the risk of navigation disruption on the Danube (see also Annex 4)

Sustainability Aspect	Type	Description	Object	Character	Time Horizon	Effect Mapping	Business Model / Strategy / Decision	Resilience
Climate change adaptation	Opportunity (potential) Code: OE11.1	Development of inland waterway infrastructure on the Danube, particularly through the construction of multimodal port terminals, increased transshipment capacity, and ensuring good navigability (European Commission's NAIADES III Action Plan to enhance the role of inland waterways in European transport)	N/A	N/A	Long	Own operations / all Value chain / downstream and upstream	The impact does not originate from TTS's business model or strategy. The impact does not affect the business model, but may lead to a future strategy modification towards expanding TTS Group's operations in Danube ports.	N/A
Climate change adaptation	Opportunity (potential) Cod: OE11.2	The Fairway Danube II project for improving navigation conditions (the navigable channel) on the Danube and increasing the resilience to climate change, sustainability and attractiveness of inland waterway transport on the Danube	N/A	N/A	Long	Own operations / all Value chain / downstream and upstream	The opportunity does not originate from TTS business model or strategy. The opportunity does not affect the business model, but may in the future lead to changes in strategy aimed at developing TTS Group operations in Danube ports.	N/A
Climate change mitigation	Impact (current) Code: IE12.1	Contribution to climate change from CO ₂ emissions of the River Transport	Environment	Negative	Long	Own operations / river transport Value chain / downstream	The impact does not originate from, and does not affect, TTS's business model or strategy.	No medium-term resilience issues. Currently, viable zero-CO ₂ -emission propulsion technologies for river transport are underdeveloped, and the supporting infrastructure is practically nonexistent.

Sustainability Aspect	Type	Description	Object	Character	Time Horizon	Effect Mapping	Business Model / Strategy / Decision	Resilience
Energy	Impact (current) Code: IE13.1	Impact on energy efficiency and energy consumption resulting from the increase in volumes shipped by TTS Group using land transport modes provided by third parties, to the detriment of volumes transported on the Danube with its own fleet, due to low water levels on the Danube	Environment	Negative	Long	Own operations / river transport, shipping Value chain / downstream and upstream	The impact does not originate from TTS's business model or strategy. Although it does not affect the characteristics of the business model (B2B, capital-intensive, vertically integrated, with autonomous business lines commercially coordinated at Group level), it may, in the future, lead to a change in strategy toward expanding operations into a new line of business—namely a land transport mode (potentially rail transport)—or expanding the port operations segment into container handling, depending on market and regulatory conditions at the time the strategy change is decided.	The flexibility of the business model allows for the subcontracting of third-party land transport service providers
	Impact (current) Code: IE13.2	Diesel consumption of the River Transport segment, which leads to CO ₂ emissions	Environment	Negative	Long	Own operations / river transport Value chain / upstream	The impact does not originate from, and does not affect, TTS's business model or strategy.	Contractual clauses with compensatory effects for diesel price volatility.

Theme S1: Own Workforce

Job security	Impact (current) Code: IS111.1	Permanent employment and job security.	People	Positive	Permanent	Own operations / all Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact the hiring decision process..	N/A
Adequate salaries	Impact (current) Code: IS113.1	Fair level of remuneration and employees' purchasing power.	People	Positive	Permanent	Own operations / all Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does influence the decision-making process regarding remuneration.	N/A
			People	Negative	Permanent			No resilience issues.

Sustainability Aspect	Type	Description	Object	Character	Time Horizon	Effect Mapping	Business Model / Strategy / Decision	Resilience
Collective bargaining and labor contracts	Impact (current) Code: IS116.1	Impact on employees' bargaining power regarding working conditions and contract terms due to incomplete coverage of the workforce within the group by collectively negotiated labor contracts				Own operations / partially Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact the decision process regarding working conditions.	
Health and safety	Impact (current) Code: IS118.1	Impact on employee exposure to occupational accident risks due to the specific conditions in navigation, port operations, and shipyards	People	Negative	Permanent	Own operations / river transport, port operations, shipyards Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact the decision process regarding accident prevention	ISO 45001 systems implemented in the group's main companies: river transport, port operations, shipyards
Measures against workplace violence and harassment	Impact (current) Code: IS124.1	Employee exposure to the risk of violence or harassment incidents in the workplace due to incomplete operationalization ⁹ at Group level of the integrated management and prevention system for workplace violence or harassment incidents, on the level of employee exposure to such incidents.	People	Negative	Permanent	Own operations / all Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact the decision process regarding workplace violence and harassment prevention measures	No resilience issues.
Diversity			People	Negative	Permanent			No resilience issues.

⁹ In 2025, TTS will launch a project to integrate all existing components at the level of Group companies into a centralized Group-wide compliance system, with the aim of implementing integrated reputational risk management through the monitoring of the application of TTS policies across the Group, as set out in the Code of Good Business Practices

Sustainability Aspect	Type	Description	Object	Character	Time Horizon	Effect Mapping	Business Model / Strategy / Decision	Resilience
	Impact (current) Code: IS125.1	Gender imbalance among employees due to the specific working conditions of navigation and port operations.				Own operations / all Value chain: N/A	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact the hiring decision process.	
Theme G1: Professional Conduct								
Corporate culture	Impact (current) Code: IG111.1	Impact resulting from the incomplete implementation at Group level of TTS Group's integrated corporate governance system on the level of protection of the interests of employees, shareholders, investors, and business partners	People	Negative	Permanent	Own operations / all	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact all decision-making processes	No resilience issues
Whistleblower protection	Impact (current) Code: IG112.1	Level of stakeholder exposure to the effects of ethics-related incidents caused by the incomplete group-level operationalization of the integrated whistleblowing management system	People	Negative	Permanent	Own operations / all	The impact does not originate from, and does not affect, TTS's business model or strategy, but it does impact all decision-making processes related to investigations and measures taken to resolve issues reported through the whistleblowing system.	No resilience issues

During the reporting period, a new significant opportunity was identified: Code: OE11.2 The Fairway Danube II project for improving navigation conditions (the navigable channel) on the Danube and increasing resilience to climate change, sustainability and the attractiveness of inland waterway transport on the Danube.

The material risk identified (Code: RE11.1 "Recurrent risk of temporary navigation disruption caused by the effects of prolonged severe droughts on the Danube water flow") materialized in 2025, with navigation being interrupted for a period of 10 days at the beginning of the third quarter, with effects at both operational and financial levels. The duration of the interruption was significantly shorter compared to the period considered in the risk assessment, namely 2 months.

At the level of Group operations, the volumes of agricultural goods transported on the Danube as well as those handled in Danube ports were lower than anticipated, a deficit partially offset by the volumes of agricultural goods handled at the grain terminal in Port of Constanța.

At the financial level, consolidated revenues and consolidated EBITDA recorded in the third quarter were lower than those anticipated in the financial projections for 2025 published in the "Board of Directors' Report on TTS Group activity in H1 2025" (29 August 2025), the deficit also being reflected in the downward adjustments of the financial projections for 2025 published in the "Board of Directors' Report on TTS Group activity in H1 2025" (29 August 2025). The deficit in profitability indicators did not have significant effects on the consolidated financial position and cash flows during the current reporting period and does not present a material risk of a material adjustment of the carrying amounts of assets and liabilities reported in the financial statements for the next annual reporting period.

In relation to the material impacts regarding own workforce:

- a) All persons within the own workforce are covered by reporting
- b) Material impacts affect positively or negatively, as applicable:
 - All employees of TTS Group in the case of impacts covered by the sub-sub-topics "Job security", "Adequate wages", "Collective bargaining and collective labour agreements", and "Measures against violence and harassment in the workplace".
 - Employees of TTS Group from 7 subsidiaries with material workplace accident risk operating in the Inland Transport and Port Operations segments (main IFRS 8 segments) and shipyards, in the case of the impact covered by the sub-sub-topic "Health and safety",
 - All workers provided by third parties in the case of impacts covered by the sub-sub-topics "Health and safety" and "Measures against violence and harassment in the workplace".
 - All female employees of TTS Group in the case of the impact covered by the sub-sub-topic "Diversity"
- c) Significant negative impacts are neither systemic nor related to individual incidents, except for the impact covered by the sub-topic "Health and safety" (Code: IS118.1 Employees' exposure to occupational injury risk due to the specific conditions of navigation, port operations and shipyards)

10.11. Process for identifying and assessing significant I/RO [ESRS 2 IRO-1]

10.11.1. Double materiality analysis framework

The double materiality analysis involves assessing how the activity of TTS Group interacts with a large number of sustainability aspects, more specifically the 91 aspects provided for under application requirement AR16 regarding sustainability matters to be included in the materiality assessment in ESRS 1.

Similarly, for the assessment of risks and opportunities impacting the activity of TTS Group in relation to the group's adaptation to climate change, it is necessary to evaluate how the 32 climate hazards included in application requirement AR 11 related to point 20 letter (b) of the disclosure requirement ESRS 2 IRO-1 affect the activity of TTS Group.

TTS approach regarding the double materiality analysis is, in a first stage, to perform a screening analysis, in order to identify sustainability aspects and climate hazards that are potentially material, followed by a detailed analysis of these to identify and assess material I/RO.

10.11.2. I/RO materiality assessment framework

The materiality level of impacts is calculated as a weighted sum of severity parameters, multiplied by the probability of materialization, as follows:

Materiality level of negative impact = Probability × (Impact magnitude × weight + Impact extent × weight + Impact remediability × weight)

Materiality level of positive impact = Probability × (Impact magnitude × weight + Impact extent × weight)

Using a calculation formula based on individual scores for each parameter ensures a consistent treatment of impacts while simultaneously reducing the level of subjectivity in the materiality analysis.

The use of weights in calculating the severity factor allows differentiation between the three indicators in terms of their importance in characterizing impacts.

Thus, in TTS's assessment, the magnitude of an impact is more important than its scope and remediability, as within the TTS Group, the highest priority in impact management is given to eliminating or mitigating the negative effects that the Group's activities may have on affected stakeholders. From this perspective, both remediation — a process that follows the occurrence of an impact — and scope — which is limited by the nature of the Group's activities — are of lower importance.

Given these considerations, the weightings used are determined in such a way that:

- a) The weight of impact magnitude is three times higher than the weights of extent and remediability
- b) The sum of the weights of the three parameters equals 1

Applying these two rules, the weights of the three severity parameters in assessing the materiality of an impact are as follows:

	Negative Impact	Positive Impact
Magnitude	0,6	0,75
Extent	0,2	0,25
Remediability	0,2	N/A

The materiality level of risks is calculated as the product of risk magnitude and probability of materialization, as follows:

$$\text{Risk materiality level} = \text{Probability} \times \text{Magnitude}$$

10.11.3. Framework for Assessing Impact Severity and the Magnitude of Risks and Opportunities

The magnitude of TTS Group’s environmental impacts was assessed based on effects on ecosystems and climate, using a 6-point scale ranging from 0 – impacts with negligible or barely perceptible effects, to 5 – catastrophic changes to ecosystems or drastic acceleration of climate change.

The magnitude of TTS Group’s social and governance impacts was assessed on a 4-point scale from 0 for negligible effects to 5 for strong direct effects on affected stakeholders (for example, in the case of matters related to TTS Group’s own workforce, where impacts are directly experienced by employees).

The scope of potential environmental impacts of TTS Group was assessed based on the geographic spread of the effects, on a 6-point scale from 0 for impacts with effects present at a single TTS operational site to 5 for impacts with global effects.

The scope of TTS Group’s social and governance impacts was assessed based on affected stakeholders, using a 6-point scale from 0 for impacts affecting a small number of people (<100 individuals) to 5 for impacts with large-scale social effects (>1 million individuals).

The remediability of negative impacts was assessed on a 6-point scale from 0 for impacts whose consequences are easily reversible without significant effort, to 5 for impacts with permanent consequences

The following scale was used to assess the **magnitude of risks and opportunities**:

Level	Score	Description	Threshold	
			mil. RON	mil. EUR
Very high	4	Financial impact > 50% of the average annual revenue for 2020–2024. Negative effects cannot be absorbed in the medium term and require an immediate action plan.	397,1	80,6
High	3	Financial impact > 10% of the average annual revenue for 2020–2024. Negative effects can be absorbed with difficulty in the medium term without an adequate action plan.	79,4	16,1
	2	Financial impact > 5% of the average annual revenue for 2020–2024. Negative effects can be absorbed in the medium term through operational-level measures.	39,7	8,1
Low	1	Financial impact > 1% of the average annual revenue for 2020–2024. Negative effects can be absorbed in the short term through operational-level measures	7,9	1,6
Not material	0	Financial impact < 1% of the average annual revenue for 2020–2024	-	-

10.11.4. The Framework for Assessing the Probability of IRO Materialization

For evaluating the **Probability of IRO Materialization**, a scale with unequal differences between levels was used:

Level	Score	Description
Current I/RO	1	I/RO with certain materialization
Probable	0,8	I/RO with a high probability of materialization or frequent/recurrent occurrence .
Possible	0,5	I/RO with an equal probability of materialization.
Unlikely	0,2	I/RO with a low probability of materialization or occasional occurrence .
No I/RO	0	I/RO with a negligible probability of materialization.

In the absence of data allowing for an objective estimation of IRO materialization probabilities, this approach is considered—by TTS—the only reasonable one, as their determination remains subjective. In reality, for potential IROs, the only thing that can be stated with certainty is that they are not impossible (score 0) but also not current (score 1). From this perspective, the levels used for potential IROs can be interpreted as follows:

a) IROs with **unlikely** materialization (score 0.2) are those for which, in our assessment, **the chances of materialization are negligible, but we cannot be certain that they are zero**

b) IROs with **probable** materialization (score 0.8) are those for which, in our assessment, **the chances of materialization are very high, but we cannot be certain that they are current (or lack the data to support this fact)**

c) IROs with **equiprobable** materialization (score 0.5) are those for which we cannot assess the chances of materialization but are certainly potential IROs

10.11.5. Framework for Assessing the Materiality of Sustainability Aspects

Applying the above rules, the **materiality levels of sustainability impacts** for TTS Group are as follows:

Score	Impact Materiality Levels
4,00 - 5,00	Critical
3,00 - 3,99	High
2,00 - 2,99	Material
1,00 - 1,99	Observable
0,00 - 0,99	Negligible

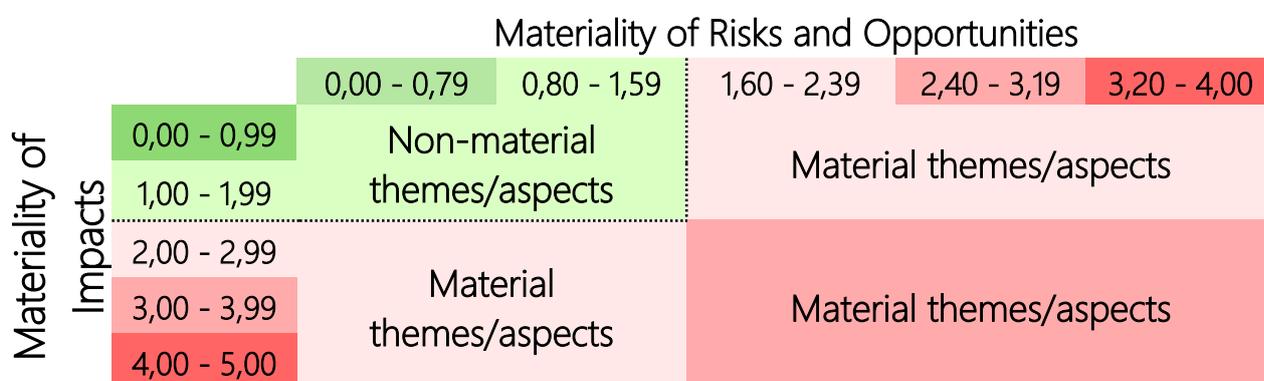
Impacts with a score of 2.00 or higher (i.e., 40% of the maximum materiality score) are considered **material**.

The **financial materiality levels** of sustainability risks and opportunities for TTS Group are as follows:

Score	RO Materiality Levels
3,20 - 4,00	Critical
2,40 - 3,19	High
1,60 - 2,39	Material
0,80 - 1,59	Observable
0,00 - 0,79	Negligible

Risks and opportunities with a **score of 1.60 or higher** (i.e., 40% of the maximum materiality score) are considered **material**.

As a result, the materiality matrix for sustainability themes and aspects in the case of TTS Group is structured as follows:



10.11.6. Screening of Possible Impacts of TTS Group

The sustainability aspects screening regarding possible impacts of TTS Group was conducted using the following impact parameter values that lead to maximum materiality levels:

a) Severity Parameter Values Used:

Parameter	Value	Applicability
Possible environmental impact effect		
Effect	Negative	Aspects included in the themes: "E1 Climate Change," "E2 Pollution," "E3 Water and Marine Resources," "E4 Biodiversity and Ecosystems," and "E5 Circular Economy."
Magnitude	Substantial (score 3)	All aspects included in environmental themes, except for the sub-theme "Climate Change Adaptation."
Extent	Extensive (score 3)	Aspects included in themes "E1 Climate Change" (except for the sub-theme "Climate Change Adaptation"), "E2 Pollution," and "E4 Biodiversity and Ecosystems."
	Localized (score 1)	Aspects included in themes "E3 Water and Marine Resources" and "E5 Circular Economy."
Remediability	Long-term (score 4)	All aspects included in environmental themes.
Possible social impact effects		
Effect	Negative	Aspects included in the themes "S1 Own Workforce," "S3 Affected Communities," and "S4 Consumers and End Users."
	Positive	Aspects included in the theme "S2 Workers in the Value Chain."
Magnitude	Strong (score 5)	Aspects included in themes "S1 Own Workforce" (except for sub-themes "Working Hours," "Social Dialogue," "Freedom of Association, Consultation, and Worker Participation," "Employment and Inclusion of Persons with Disabilities," "Diversity," "Child Labor," "Forced Labor," and "Adequate Housing"), "G1 Professional Conduct," and the sub-theme "Climate Change Adaptation."
	Moderate (score 3)	Aspects included in themes "S2 Workers in the Value Chain," "S3 Affected Communities," "S4 Consumers and End Users," and the sub-themes "Social Dialogue," "Freedom of Association, Consultation, and Worker Participation," "Employment and Inclusion of Persons with Disabilities," "Diversity," and "Adequate Housing."
	Limited (score 2)	Sub-themes "Working Hours," "Child Labor," and "Forced Labor."
Extent	Extensive (score 3)	Aspects included in themes "S2 Workers in the Value Chain," "S3 Affected Communities," "S4 Consumers and End Users," and the sub-theme "Climate Change Adaptation."
	Concentrated (score 2)	Aspects included in themes "S1 Own Workforce" and "G1 Professional Conduct."
Remediability	Long-term (score 4)	Sub-theme "Diversity."
	Total, medium-term (score 2)	Aspects included in themes "S1 Own Workforce" (except for the sub-themes "Working Hours," "Diversity," "Child Labor," and "Forced Labor"), "S2 Workers in the Value Chain," "S3 Affected Communities," "S4 Consumers and End Users," and "G1 Professional Conduct."
	Short-term (score 1)	Sub-themes "Working Hours," "Child Labor," and "Forced Labor."

b) The materialization probability values used were as follows:

Value	Applicability
Current Impact (score 1,0)	<p>1/ Aspects included in themes "E1 Climate Change" and "E5 Circular Economy", and the sub-themes "Air Pollution," "Water Consumption," and "Water Discharges."</p> <p>2/ Aspects "Job Safety," "Working Hours," "Adequate Wages," "Collective Bargaining and Agreements," "Health and Safety," "Measures Against Workplace Violence and Harassment," and "Diversity" from the theme "S1 Own Workforce."</p> <p>3/ Aspects "Corporate Culture" and "Whistleblower Protection" from the theme "G1 Professional Conduct."</p>
Possible Impact (score 0,5)	<p>1/ Aspects included in theme "E2 Pollution" (except for the sub-theme "Air Pollution"), sub-themes "Climate Change" and "Pollution" from theme "E4 Biodiversity and Ecosystems," and the sub-theme "Water Discharges into Oceans."</p> <p>2/ Aspects included in themes "S2 Workers in the Value Chain," "S3 Affected Communities," the sub-theme "Health and Safety" from theme "S4 Consumers and End Users," and the sub-themes "Social Dialogue," "Freedom of Association, Consultation, and Worker Participation," "Work-Life Balance," "Gender Equality and Equal Pay for Work of Equal Value," "Training and Skills Development," and "Employment and Inclusion of Persons with Disabilities" from theme "S1 Own Workforce."</p> <p>3/ Sub-themes "Political Engagement and Lobbying Activities," "Supplier Relationship Management and Payment Practices," and "Corruption and Bribery" from theme "G1 Professional Conduct."</p>
No Impact (score 0,0)	<p>1/ Sub-themes "Water Abstraction" and "Marine Resource Extraction and Use" from theme "E3 Water and Marine Resources," and aspects from theme "E4 Biodiversity and Ecosystems" (except for the sub-themes "Climate Change" and "Pollution").</p> <p>2/ Aspects from theme "S4 Consumers and End Users" (except for the sub-theme "Health and Safety").</p> <p>3/ The sub-theme "Animal Welfare" from theme "G1 Professional Conduct."</p>

The results of the sustainability aspects screening regarding possible impacts of TTS Group are presented in Annex 1.

Following the screening, 17 sustainability aspects were evaluated as potentially material, as follows:

Code	Sustainability Aspect	Effect	Maximum Materiality Value
E12	Climate Change Mitigation	Negative	3,20
E13	Energy	Negative	3,20
E21	Air Pollution	Negative	3,20
E311	Water Consumption	Negative	2,80
E313	Water Discharges	Negative	2,80
E51	Resource Inputs, Including Resource Use	Negative	2,80
E52	Resource Outputs Related to Products and Services	Negative	2,80
E53	Waste	Negative	2,80
S111	Job Safety	Negative	3,80
S113	Adequate Wages	Negative	3,80
S116	Collective Bargaining and Agreements	Negative	3,80
S118	Health and Safety	Negative	3,80
S124	Measures Against Workplace Violence and Harassment	Negative	3,80
S125	Diversity	Negative	3,00
S421	Health and Safety	Negative	2,00
G111	Corporate Culture	Negative	3,80
G112	Whistleblower Protection	Negative	3,80

10.11.7. Identification and Materiality Assessment of Impacts

The identification and assessment of impacts were carried out for the potentially material aspects resulting from the screening process.

Following the materiality analysis, 11 material impacts were identified, as follows:

Sustainability Aspect	TTS Impact		Materiality Score
	Description	Effect	
Climate Change Mitigation	Contribution to climate change through CO ₂ emissions from the inland waterway transport segment.	Negative	2,00
Energy	Impact on energy efficiency and energy consumption resulting from the increase in volumes shipped by TTS Group using land transport modes provided by third parties, to the detriment of volumes transported on the Danube with its own fleet, due to low water levels on the Danube.	Negative	3,20
	Diesel consumption by the River Transport segment, which leads to CO ₂ emissions.	Negative	2,00
Job Safety	Permanent employment and job security	Positive	4,25
Adequate Wages	Fair level of remuneration and employees' purchasing power.	Positive	4,25
Collective Bargaining and Agreements	Employees' bargaining power regarding working conditions and the terms of employment contracts as a result of the incomplete coverage of the workforce at group level by collectively negotiated employment contracts.	Negative	2,60
Health and Safety	Employee exposure to the risk of workplace accidents due to the specific conditions of navigation, port operations, and shipyard activities	Negative	3,00
Measures Against Workplace Violence and Harassment	Employee exposure to the risk of violence or harassment incidents in the workplace due to the incomplete group-level operationalization of the integrated management and prevention system for workplace violence or harassment incidents.	Negative	3,80
Diversity	Gender imbalance among employees due to the specific working conditions.	Negative	3,00
Corporate Culture	The incomplete group-level operationalization of TTS Group's integrated corporate governance system affects the level of protection of the interests of employees, shareholders, investors, and business partners.	Negative	4,00
Whistleblower Protection	Level of stakeholder exposure to the effects of ethics-related incidents caused by the incomplete group-level operationalization of the integrated whistleblowing management system.	Negative	4,00

The results of the identification and materiality assessment of TTS Group's impacts are presented in Annex 2.

10.11.8. Screening of Potential Risks and Opportunities for TTS Group

The screening of sustainability aspects concerning potential risks and opportunities for TTS Group was conducted using the following financial materiality parameter values, which lead to the highest materiality levels of the aspects:

Parameter	Value	Applicability
Magnitude	Very high (score 4)	The aspects included under the topic "E1 Climate Change" and the subtopics "E21 Air Pollution", "E22 Water Pollution" and "E51 Resource Inflows, including resource use"
	Moderate (score 2)	1/ The subtopics "E23 Soil Pollution" and "E24 Pollution of living organisms and food resources", the sub-subtopics "E311 Water consumption", "E313 Water discharges", "E321 Discharges of water into oceans", "E411 Climate

		<p>change" and "E415 Pollution", and the subtopics "E52 Resource outflows related to products and services" and "E53 Waste"</p> <p>2/ The sub-subtopics "S113 Adequate wages", "S116 Collective bargaining and collective agreements", "S117 Work-life balance", "S118 Health and safety", "S124 Measures against violence and harassment in the workplace", "S134 Privacy" and "S421 Health and safety"</p> <p>3/ The aspects included under the topic "G1 Business conduct" (except for the sub-subtopics "G113 Animal welfare" and "G114 Political engagement and lobbying activities")</p>
	Non-material (score 0)	<p>1/ The subtopics "E25 Substances of concern", "E26 Substances of very high concern" and "E27 Microplastics", the sub-subtopics "E312 Water withdrawals" and "E322 Extraction and use of marine resources", and the aspects included under the topic "E4 Biodiversity and ecosystems" (except for the sub-subtopics "E411 Climate change" and "E415 Pollution")</p> <p>2/ The aspects included under the topics "S1 Own workforce" (except for the sub-subtopics "S113 Adequate wages", "S116 Collective bargaining and collective agreements", "S117 Work-life balance", "S118 Health and safety", "S124 Measures against violence and harassment in the workplace" and "S134 Privacy"), "S2 Workers in the value chain", "S3 Affected communities" and "S4 Consumers and end-users" (except for the sub-subtopic "S421 Health and safety")</p> <p>3/ The sub-subtopics "G113 Animal welfare" and "G114 Political engagement and lobbying activities"</p>
Probability of Materialization	Certain effect (score 1.0)	The subtopic "E11 Climate change adaptation"
	Possible (score 0.5)	<p>1/ The subtopic "E12 Climate change mitigation", the aspects included under the topic "E2 Pollution" (except for the subtopic "E26 Substances of very high concern"), the subtopic "E321 Discharges of water into oceans", the aspects included under the topics "E4 Biodiversity and ecosystems" (except for the sub-subtopic "E415 Pollution") and "E5 Circular economy"</p> <p>2/ The aspects included under the topics "S1 Own workforce", "S2 Workers in the value chain" and the subtopic "Health and safety" under the topic "S4 Consumers and end-users"</p> <p>3/ The aspects included under the topic "G1 Business conduct" (except for the sub-subtopic "G113 Animal welfare")</p>
	No effect (score 0.0)	<p>1/ The subtopic "E26 Substances of very high concern", the aspects included under the topics "E3 Water and marine resources" (except for the subtopic "E321 Discharges of water into oceans") and "E4 Biodiversity and ecosystems" (except for the sub-subtopic "E415 Pollution")</p> <p>2/ The aspects included under the topics "S3 Affected communities" and "S4 Consumers and end-users" (except for the sub-subtopic "E421 Health and safety")</p> <p>3/ The sub-subtopic "G113 Animal welfare"</p>

The results of the screening process for sustainability aspects regarding risks and opportunities for TTS Group are presented in Annex 3.

Following the screening, six sustainability aspects have been evaluated as potentially material, as follows:

Code	Sustainability Aspect	Maximum Financial Impact Score	Aspect Materiality
Theme E1: Climate Change			
E11	Climate Change Adaptation	4,00	Potentially Material
E12	Climate Change Mitigation	2,00	Potentially Material
E13	Energy	2,00	Potentially Material
Theme E2: Pollution			
E21	Air Pollution	2,00	Potentially Material
E22	Water Pollution	2,00	Potentially Material
Theme E5: Circular Economy			
E51	Resource Inputs, Including Resource Use	2,00	Potentially Material

10.11.9. Screening of climate hazards

The screening analysis of climate hazards was carried out for the Danube river transport activity and for the port operations activity in Constanța of TTS Group – activities which, directly or indirectly, generated over [95%] of TTS Group’s consolidated revenue in 2025, starting from the 28 climate hazards included in application requirement AR 11 related to point 20 letter (b) of the disclosure requirement ESRS 2 IRO-1.

Two of the hazards included in application requirement AR 11, namely “Temperature change” and “Flooding”, were further specified in the case of TTS Group, resulting in a total of 32 climate hazards that were subject to the screening analysis.

The results of the screening analysis are as follows:

- 22 climate hazards were classified as not applicable or without effect on either of the two activities;
- 1 climate hazard (“Increase in air temperature”) was classified as having an indirect “Potentially material” effect on both activities;
- 1 climate hazard (“Drought”) was classified as having a direct “Potentially material” effect on the Danube river transport activity;
- 8 climate hazards (“Heat stress”, “Heatwave (extreme heat)”, “Cold wave/freezing”, “Marine storms”, “Increase in the Black Sea level”, “Heavy precipitation”, “Coastal flooding (Constanța)” and “Pluvial flooding”) were classified as having a “Potentially material” effect. The 10 climate hazards with a potentially material effect were subject to a detailed analysis.

For 8 of the 10 hazards, the analysis was based on climate scenarios.

For the remaining 2 climate hazards (“Increase in air temperature” and “Drought”), no data sets based on emission scenarios with a level of granularity sufficient to perform a scenario-based analysis specific to TTS Group were identified. For these two hazards, the analysis was carried out based on internal scenarios, regarding the effects of acute droughts leading to the interruption of navigation on the Danube in the Zimnicea area, or by taking into account market factors, regarding the effects of chronic droughts on the demand for services related to agricultural products in the lower Danube basin.

The results of the climate hazards screening analysis are presented in **Annex 4: Climate hazards screening results**.

10.11.10. Scenario-based analysis of climate hazards

The methodology used for the climate scenario-based analysis was as follows:

- 1/ The datasets used are those provided by Copernicus Climate Change Service (C3S), based on high-resolution CMIP6 models;
- 2/ Climate projections up to around 2050 were developed based on the SSP5-8.5 emission scenario (equivalent to RCP 8.5);
- 3/ The calculated values represent, for each climate hazard, the difference between the projected average value of the relevant parameter for the Constanța area in the climate projection interval 2041–2050, and the average of the same parameter recorded in the reference period 1990–2019;
- 4/ The results of the analysis do not represent variations relative to a reference calendar year, but differences between estimated values for the climatic state in the reference period 1990–2019 and those for the climatic state in the projection interval 2041–2050;
- 5/ The years 2020–2023 (the last year included in the dataset) were not included in the reference period as they were very warm years with an unjustifiably high influence on the conclusions of the analysis. For this reason, these years may only be used for context and for trend validation, and not to establish a baseline within the scenario-based climate analysis. Otherwise, the effect of these years would distort the results, theoretically leading to more favorable conclusions;
- 6/ For these reasons, the reference period used is 1990–2019, a 30-year period for which the data has the statistical stability required for climate projections for 2041–2050.

The calculations are reproducible. Documentation and traceability are ensured through the JSON files used within the analysis.

Following the climate scenario-based analysis, none of the 8 climate hazards analyzed shows a material level of risk for TTS Group.

The results of the climate scenario-based analysis are included in **Annex 5: Results of the materiality analysis of risks and opportunities**.

10.11.11. Identification and Materiality Assessment of Risks and Opportunities

The identification and assessment of risks and opportunities were carried out for the potentially material matters resulting from the screening process and took into account the dependencies and connections with the impacts identified during the sustainability matters screening stage. As a result of this process, no additional sustainability matters were identified beyond the list resulting from the screening of matters to identify potentially material aspects.

Following the materiality analysis, one material risk and one material opportunity were identified, as detailed below:

Aspect	Effect Type	Description	Materiality Score	Aspect Materiality
Theme E1: Climate Change				
Climate Change Adaptation	Physical Risk	The recurring risk of navigation disruptions on the Danube due to prolonged severe droughts leading to low water levels	1,60	Material
	Opportunity	Development of naval infrastructure on the Danube, particularly through the construction of multimodal port terminals, increasing transshipment capacity, and ensuring good navigability (aligned with the NAIADES III Action Plan of the European Commission to enhance the role of inland waterways in European transport)	2,00	
	Opportunity	The Fairway Danube II project aimed at improving navigation conditions (the navigable channel) on the Danube and increasing the resilience to climate change, sustainability and attractiveness of inland waterway transport on the Danube	1,60	

The results of the process for identifying and assessing the materiality of risks and opportunities of TTS Group are presented in Annex 5 (for Danube river transport) and Annex 6 (for port operations in Constanța).

10.12. ESRS disclosure requirements met by the sustainability statement [ESRS IRO-2]

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Information provided to TTS administrative and management bodies and sustainability matters addressed by them [ESRS 2 GOV-2]	35
Integration of sustainability-related performance into incentive systems [ESRS 2 GOV-3].....	36
Statement on the due diligence process [ESRS 2 GOV-4].....	36
Risk management and internal controls over sustainability reporting [ESRS 2 GOV-5].....	37
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Interests and views of stakeholders [ESRS 2 SBM-2]	41
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Process for identifying and assessing significant I/RO [ESRS 2 IRO-1].....	48
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Gross GHG emissions in Scope 1, 2, 3 and total GHG emissions [ESRS E1-6]	66
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Processes for engaging with own workforce and workers’ representatives regarding impacts [ESRS S1-2]	74
Processes for remedying negative impacts and channels through which the own workforce can raise concerns [ESRS S1-3]	74
Measures regarding material impacts on own workforce, management and monitoring of material risks and opportunities related to own workforce, as well as the effectiveness of these actions [ESRS S1-4, MDR-A]	75
Targets regarding the management of material negative impacts, the promotion of positive impacts and the management of material risks and opportunities [ESRS S1-5, MDR-T]	75
Characteristics of the undertaking’s employees [ESRS S1-6]	75

Characteristics of non-employee workers in the undertaking’s own workforce [ESRS S1-7].....	77
Collective bargaining coverage and social dialogue [ESRS S1-8].....	77
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Incidents, complaints and severe human rights issues and incidents [ESRS S1-17]	82
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Measures and targets regarding professional conduct [ESRS G1-1, MDR-A, MDR-T].....	85

10.13. Climate change [ESRS E1]

10.13.1. Transition plan for climate change mitigation [ESRS E1-1]

A transition plan for climate change mitigation in the case of TTS Group must address the carbon footprint of the River Transport Segment, whose CO₂ emissions represent, according to TTS internal estimates, over 90% of total group CO₂ emissions.

TTS Group has not adopted a transition plan because, at present, there are no viable **zero-emission propulsion technical solutions for river transport, for the following reasons:**

1. Electric propulsion

- The most developed among zero-emission propulsion technologies
- Currently used in ports and over short distances due to limited autonomy, and subject to the existence of charging stations
- Ensures zero emissions only when electricity from renewable sources is used
- Electric propulsion is not usable in river transport – which involves long-duration voyages that can reach up to two weeks with a limited number of stops (generally customs inspections and refueling), due to the limited autonomy provided by energy storage technologies.

2. Hydrogen propulsion

- Used in ports and over short distances, subject to the existence of hydrogen refueling stations

- Ensures zero emissions only when hydrogen is produced using electricity from renewable sources
- Hydrogen propulsion is not usable in river transport due to the lack of refueling infrastructure along the Danube and due to the significant technical difficulties raised by the large volume of hydrogen tanks, a fuel with very low energy density.

3. Nuclear propulsion

- Technology still under development
- The only technology with CO₂ emissions close to zero
- It is the closest to the needs of river transport due to its extremely high autonomy and the relatively small volume occupied by the nuclear reactor – electric power generator assembly (comparable to a container). At present, the power levels reached by microreactors that could be used for propulsion are still too high (2-5 MW) for river transport

TTS continuously monitors the evolution of propulsion technologies for naval transport, as well as the level of development of the infrastructure required to enable the operation of zero-emission vessels, and will assess the feasibility of a transition plan insofar as propulsion technologies and infrastructure development levels approach the needs of river transport activity. Under these conditions, in our assessment, TTS will not adopt a transition plan for climate change mitigation during the next reporting period.

10.13.2. Policies regarding climate change mitigation and adaptation [ESRS E1-2, MDR-P]

The Code of Good Business Practices of TTS Group adopted in 2024 includes the environmental protection policy, which provides for the monitoring of CO₂ emissions, energy consumption, waste recycling activities, and compliance with environmental permits, within the main companies in the group with environmental impact¹⁰.

TTS Group has not adopted policies regarding climate change mitigation. The Group will adopt such policies as the level of propulsion technologies and the necessary infrastructure becomes sufficiently developed for such policies to be practically realistic.

At the same time, TTS monitors and collects data regarding indicators related to energy performance and carbon footprint in Scope 1 and Scope 2 categories, for which the results for the reporting year are presented in sections 10.13.5. and 10.13.6.

TTS Group has not adopted policies regarding adaptation. The Group annually assesses the risks posed by climate hazards and will adopt such policies depending on the level of risk.

10.13.3. Actions and resources related to climate change policies [ESRS E1-3, MDR-A]

TTS Group has not adopted actions related to climate change policies, but will adopt such actions following the adoption of climate change policies.

¹⁰ Main river transport, port operations and shipyard companies: NAVROM, NVR BAC (river transport), TTS OPERATOR, CANOPUS, DECIROM, TTS FLUVIAL (port operations) and NVR SHIPYARD (shipyards)

10.13.4. Targets related to climate change mitigation and adaptation [ESRS E1-4]

TTS Group has not established targets related to climate change and adaptation, but will adopt such targets following the adoption of climate change policies.

10.13.5. Energy consumption and energy mix [ESRS E1-5]

11.13.5.1. Energy consumption and mix of TTS Group in 2025

Energy consumption and energy mix [MWh]		2024	2025	Δ % 2025 / 2024
(1)	Fuel consumption from coal and coal-based products	0	0	N/A
(2)	Fuel consumption from crude oil and petroleum products	190.621	182.661	-4,2%
(3)	Fuel consumption from natural gas	1.731	1.792	+3,5%
(4)	Fuel consumption from other fossil sources	0	0	N/A
(5)	Consumption of purchased or acquired electricity, heat, steam and cooling from fossil sources	2.092	2.256	+7,8%
(6)	Total energy consumption from fossil sources (sum of rows 1–5)	194.444	186.709	-4,0%
Share of fossil sources in total energy consumption		97,4%	97,5%	+0,1%
(7)	Consumption from nuclear sources	1.363	1.466	7,6%
Share of consumption from nuclear sources in total energy consumption		0,7%	0,8%	+12,1%
(8)	Fuel consumption from renewable sources	0	0	N/A
(9)	Consumption of purchased or acquired electricity, heat, steam and cooling from renewable sources	3.661	3.269	-10,7%
(10)	Energy consumption from renewable sources, other than fuels from own production	163	126	-22,8%
(11)	Total energy consumption from renewable sources (sum of rows 8–10)	3.824	3.395	-11,2%
Share of renewable sources in total energy consumption		1,9%	1,8%	-7,5%
Total energy consumption (MWh) (sum of rows 6, 7 and 11)		199.631	191.570	-4,0%

Context information

1. The perimeter of the companies whose consumption is monitored, measured and included in the energy consumption statistics consists of 8 companies, namely TTS and the subsidiaries with material impact on energy consumption from the river transport (NAVROM, NVR BAC and NVR SHIPYARD) and port operations (TTS OPERATOR, CANOPUS, DECIROM and TTS FLUVIAL) segments

2. The main energy consumption of the group is represented by diesel consumed by the fleet. The diesel used is Euro Diesel 5 without biodiesel (ULSD¹¹ 10PPM)

¹¹ Ultra Low Sulphur Diesel with maximum 10ppm sulphur

3. The indicator “(10) Energy consumption from renewable sources, other than fuels from own production” represents the solar energy consumed from own production by NAVROM and NVR SHIPYARD, with the surplus generated being delivered to the grid:

Renewable energy produced by TTS Group (MWh), of which:	370,39
Energy consumed internally (MWh)	125,90
Energy supplied to the grid (MWh)	244,49

Indicators

1. The conversion factors from mass or volume units into energy units (NCV – net calorific value) for diesel, gasoline and natural gas, used for converting consumption into energy units, are based on the “List of national values for emission factors and net calorific values” for 2021 (hereinafter “FE NCV List 2021”) published by the National Environmental Protection Agency, and are as follows:

NCV diesel: 43,23509 GJ/ton

NCV gasoline: 43,51 GJ/ton

NCV natural gas: 36,48 MJ/m³

2. The breakdown by source of purchased electricity is based on the energy label published by A.N.R.E. for 2024¹² and is as follows:

Energy from fossil fuels: 32,27%

Nuclear energy: 20,97%

Energy from renewable sources: 46,76%

11.13.5.2. Energy intensity based on net revenue

Energy intensity	2024	2025	Δ % 2025/2024
Energy consumption in high climate impact sectors [MWh]	199.631	191.570	-4,0%
Net revenues from high climate impact sectors [RON]	478.347.605	411.535.267	-14,0%
Energy intensity [MWh/RON]	0,000417	0,000466	+11,5%

Reconciliation of net revenue from activities in high climate impact sectors – Revenue per financial statements			
Net revenues [RON]	2024	2025	Δ % 2025/2024
High climate impact sectors, of which	478.347.605	411.535.267	-14,0%

¹² The most recent national label available at the reporting date

River Transport Segment	333.136.549	278.684.859	-16,3%
Port Operations Segment	145.211.056	132.850.408	-8,5%
Other sectors	255.447.667	239.757.802	-6,1%
Total net revenues (financial statements)	733.795.272	651.293.069	-11,2%

Energy efficiency of the commercial fleet	2024	2025	Δ % 2025/2024
Transport work performed [thousand tons of cargo * km]	2.838.658	2.654.566	-6,5%
Diesel consumed [tons of diesel]	13.667,2	13.809,7	1,0%
Average consumption [kg diesel / 1.000 tons of cargo * km]	4,81	5,20	8,1%

Context information

1. The sectors with a high climate impact in which TTS Group operates are river transport and port operations.

2. The energy efficiency of the commercial fleet, expressed as the average diesel consumption per thousand ton-km, is the main parameter used by NAVROM to control fuel consumption and diesel-related expenses. It is equal to the ratio between the total quantity of diesel consumed by the commercial fleet over a period of time and the physical distance covered during the same period. Average consumption is calculated monthly and reported annually starting from 2014. During 2022–2024, average consumption figures were published in the Annual Sustainability Reports.

Indicators

1. The indicator “Net revenues from high climate impact sectors” is equal to the sum of revenues generated by the River Transport and Port Operations segments, consolidated at Group level by eliminating intersegment revenues, as presented in Note 11 to the consolidated financial statements.

2. The indicator “Physical distance covered” is determined as the product of cargo volume and the distance traveled by a convoy, summed across all convoys that transported cargo during a given period.

10.13.6. Gross GHG emissions in Scope 1, 2, 3 and total GHG emissions [ESRS E1-6]

11.13.6.1. GHG emissions of TTS Group in 2025

Gross GHG emissions [tCO ₂ equivalent]	Retrospective				Milestones and target years				
	Base year	2024	2025	Δ % 2025 / 2024	2025	2030	2050	Annual target % / Base year	
Scope 1 GHG emissions									
Gross Scope 1 GHG emissions		48.094,7	46.134,4	-4,1%	N/A				
Percentage of Scope 1 GHG emissions from regulated emissions trading systems (%)	N/A	0%	0%	N/A					
Scope 2 GHG emissions									
Gross Scope 2 GHG emissions (location-based)	N/A	1.225,5	1.256,4	+2,5%	N/A				
Gross Scope 2 GHG emissions (market-based)		1.658,3	1.629,0	-1,8%					
Significant Cat. 3 GHG emissions									
Total gross Scope 3 GHG emissions	N/A	32.523,0	44.508,6	36,9%	N/A				
1 Purchased goods and services		7.398,7	7.668,4	+3,6%					
2 Capital goods		5.658,4	2.001,9	-64,6%					
3 Fuel- and energy-related activities not included in Scope 1 or 2		12.350,7	11.847,6	-4,1%					
4 Upstream transport and distribution			N/A						
5 Waste generated in operations			7.115,2	22.990,6	223,1%				
6 Business travel			N/A			N/A			
7 Employee commuting									
8 Upstream leased assets									
9 Downstream transportation									
10 Processing of sold products			N/A			N/A			
11 Use of sold products									
12 End-of-life treatment of sold products									
13 Downstream leased assets									
14 Franchises									

15 Investments					
Total gross GHG emissions					
Total gross GHG emissions (location-based)	N/A	81.843,2	91.899,4	+12,3%	N/A
Total gross GHG emissions (market-based)		82.276,0	92.272,0	+12,1%	

Context information

1. The explanation for the very high values of the Scope 3 GHG emissions indicator “5 Waste generated in operations” is that, under the GHG Protocol, it is not permitted to report waste generated by an undertaking broken down into mixed solid waste destined for landfills (a small proportion of the generated quantities being sorted for recovery of recyclable materials or used for energy recovery) and materials that are directly destined for recycling, nor to present separately waste resulting from continuous processes from that generated at the end of a product’s life cycle.

For this reason, a simple reading of the Scope 3 GHG emissions table may lead an uninformed user to incorrectly conclude that TTS Group produces a very large quantity of waste, with Scope 3 emissions exceeding 25% of the Group’s total gross emissions.

For proper user information, in the case of TTS, the material categories included in the indicator are:

Category	Quantity [tons]	CO2 emissions [tons] ¹³
Steel resulting from vessel decommissioning at end of life	11.438,1 (2.922,8 in 2024)	21.961,2 (5.611,7 in 2024)
Steel waste generated in operations	288,5 (594,9 in 2024)	554,0 (1.142,2 in 2024)
Municipal solid waste	913,8 (694,2 in 2024)	475,5 (361,2 in 2024)

This distinction is necessary because, unlike municipal solid waste, both steel resulting from vessel decommissioning and steel waste generated in operations are destined for recycling, through which CO2 emissions are avoided as follows:

Avoided CO ₂ emissions	2024	2025
tons CO ₂	-5.804,2	-19.348,9

Avoided emissions are presented in detail in section “10.13.6.2. CO2 emissions avoided through steel recycling”.

¹³ The emission factors are presented in point 5 of the Indicators section

2. The monitored and estimated GHG emission values represent CO₂ emissions
3. The scope of group companies whose CO₂ emissions are monitored, measured and included in GHG emissions statistics is the same as the scope of group companies whose energy consumption is monitored, measured and included in energy consumption statistics.
4. TTS Group does not purchase electricity through contracts bundled with instruments, or separate instruments, transferring environmental attributes of energy to the consumer, such as its "renewable character"¹⁴.
5. Scope 3 GHG emissions are determined using primary data extracted from the accounting records of the companies within the scope.
6. For estimating Scope 3 CO₂ emissions for indicators "1 Purchased goods and services", "2 Capital goods" and "8 Upstream leased assets", the "spend-based" method was used
7. For determining the monetary value of purchased goods and services, the primary source used was the expense values recorded in the accounting records of each company within the monitoring scope, for the years 2024 and 2025
8. For determining the monetary value of capital goods, the primary source used was the acquisition value of tangible fixed assets recorded in the accounting records of each company within the monitoring scope, in the years 2024 and 2025
9. To avoid double counting for indicator "1 Purchased goods and services", suppliers of fossil fuels, natural gas and electricity were not included, and intra-group transactions were excluded
10. To avoid double counting for indicator "2 Capital goods", self-constructed assets (NAVROM Shipyard), assets supplied by one Group company to another, and intra-group asset transfers were not included.
11. For indicator "1 Purchased goods and services", suppliers with expenses recorded in both reference years, 2024 and 2025, below RON 500.000 were not considered
12. For indicator "2 Capital goods", fixed assets recorded in 2024 and 2025 with an acquisition value below RON 250.000 were not considered
13. Indicator "4 Upstream transport and distribution" was excluded to avoid double counting with indicator "3 Fuel- and energy-related activities not included in Scope 1 or 2"
14. In calculating indicator "5 Waste generated in operations", only waste categories material at TTS Group level were included, namely steel and ferrous metal waste and mixed municipal waste.
15. Indicators "6 Business travel" and "7 Employee commuting" were excluded as they are not material (travel expenses are less than 0,1% of total consolidated expenses).
16. Indicator "8 Upstream leased assets" was excluded as it is not material (estimated CO₂ emissions are less than 0,5% of total emissions).
17. Product-related indicators "9 Downstream transport", "10 Processing of sold products", "11 Use of sold products" and "12 End-of-life treatment of sold products" were excluded as they are not material (revenues from sales of fixed assets are less than 0,8% of total consolidated revenues)

¹⁴ defined in the GHG Protocol: "Category 2 Guidance", 2015, glossary

18 . Indicator “13 Downstream leased assets” was excluded as it is not material (rental income is less than 0,1% of total consolidated revenues)

19. Indicators “14 Franchises” and “15 Investments” were excluded as they are not applicable to TTS Group.

Indicators

1. The CO₂ emission factors for diesel, gasoline and natural gas are based on the FE NCV List 2021 published by the National Environmental Protection Agency, and are as follows:

EF diesel: 69,61 kg CO₂/GJ

EF gasoline: 71,62 kg CO₂/GJ

EF natural gas: 55,48 kg CO₂/GJ

2. The emission factor used for estimating gross Scope 2 GHG emissions (location-based) is the CO₂ emission factor for purchased electricity and is based on the energy label published by A.N.R.E. for 2024:

EF electricity: 179,72 g/kWh

3. The emission factor used for estimating gross Scope 2 GHG emissions (market-based) is the CO₂ emission factor for the residual mix specific to Romania published by AIB for 2024:

EF electricity: 233,02 g/kWh

4. The emission factors used for estimating Scope 3 CO₂ emissions – Purchased goods and services and Capital goods – are monetary-based factors kg CO₂/RON sourced from the [“CEDA¹⁵ by Watershed”](#) database (CEDA 2025 version published in November 2025), as follows:

Sector	Emission factor [kg CO ₂ / RON]	Use
Ship building and repairing	0,067	Purchased goods and services, Capital goods
Aluminum product manufacturing from purchased aluminum	0,204	Capital goods
Steel product manufacturing from purchased steel	0,255	Purchased goods and services, Capital goods
Machinery, equipment, and supplies	0,037	Capital goods
Manufacturing structures	0,069	Capital goods
Other communications equipment manufacturing	0,038	Capital goods
Scenic and sightseeing transportation and support activities for transportation	0,043	Purchased goods and services

¹⁵ Comprehensive Environmental Data Archive

Sector	Emission factor [kg CO ₂ / RON]	Use
Water transportation	0,096	Purchased goods and services
Accounting, tax preparation, bookkeeping, and payroll services	0,024	Purchased goods and services
Securities and commodity contracts intermediation and brokerage	0,018	Purchased goods and services
Other computer related services, including facilities management	0,034	Purchased goods and services
Facilities support services	0,050	Purchased goods and services
Employment services	0,019	Purchased goods and services
Transit and ground passenger transportation + State and local government passenger transit	0,085	Purchased goods and services
Wireless telecommunications carriers (except satellite)	0,047	Purchased goods and services
Commercial and industrial machinery and equipment repair and maintenance	0,039	Purchased goods and services
Truck transportation goods and services	0,071	Purchased goods and services

5. The emission factors used for estimating Scope 3 CO₂ emissions – Fuel- and energy-related activities not included in Scope 1 or 2 – are based on the “DEFRA (UK)”¹⁶ database, as follows:

EF diesel:	752,0276 kg CO ₂ /ton
EF gasoline:	815,93523 kg CO ₂ /ton
EF natural gas:	0,3366 kg CO ₂ /m ³
EF electricity ¹⁷ :	0,04987 kg CO ₂ /kWh

5. The emission factors used for estimating Scope 3 CO₂ emissions – Waste – are as follows:

EF steel (Global Average) ¹⁸ :	1,92 tons CO ₂ /ton (source: worldsteel.org ¹⁹)
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¹⁶ Department for Environment, Food & Rural Affairs

¹⁷ WTT Total

¹⁸ Global average considering all production methods

¹⁹ Sustainability Indicators Report 2025

EF municipal waste:

520,33420 kg CO₂/ton (source: "DEFRA (UK)")

11.13.6.2. CO₂ emissions avoided through steel recycling

Avoided CO2 emissions			
	2024	2025	Δ % 2025 / 2024
CO ₂ emissions avoided through steel recycling	-5.804,2	-19.348,9	+233,4%

Context

1. The indicator "CO₂ emissions avoided through steel recycling" includes emissions corresponding to steel waste and steel resulting from vessel dismantling at decommissioning, delivered for recycling and invoiced to specialized and authorized companies

2. Applying the provisions of the "Technical guidance on Scope 3 emissions calculation" ²⁰ under the GHG Protocol, in the case of steel production, the value of emissions avoided through recycling is determined as the difference between CO₂ emissions per ton of steel produced in blast furnaces (BF-BOF), which use iron ore and coal as raw materials, and emissions per ton of steel produced in electric arc furnaces (SCRAP-EAF), which use a minimum of 70% recycled steel.

3. Considering the emission factors provided by worldsteel.org, the value of emissions avoided through recycling of one ton of steel is -1,65 tons CO₂

Indicators

1. The emission factors used to estimate CO₂ emissions avoided by TTS Group through recycling of steel waste are sourced from worldsteel.org²¹, as follows::

FE steel (BF-BOF²²): 2,34 tons CO₂/ton

FE steel (Scrap-EAF²³): 0,69 tons CO₂/ton

11.13.6.3. GHG intensity based on net revenue

CO ₂ emissions intensity	2024	2025	Δ % 2025/2024
Total GHG emissions (location-based) [tCO ₂ equivalent]	81.772	90.238	10,4%
Total GHG emissions (market-based) [tCO ₂ equivalent]	82.204	90.611	10,2%

²⁰ Technical Guidance for Calculating Scope 3 Emissions

²¹ Sustainability Indicators Report 2025

²² Blast Furnace – Basic Oxygen Furnace, oțel de furnal

²³ Electric Arc Furnace: cuptor cu arc electric. Oțel produs în oțelării electrice (minimum 70% oțel reciclat)

Consolidated net revenue [RON]	733.795.272	651.293.069	-11,2%
Location-based GHG emissions intensity [tCO ₂ equivalent /RON]	0,0001114	0,0001386	24,3%
Market-based GHG emissions intensity [tCO ₂ equivalent /RON]	0,0001120	0,0001391	24,2%

CO ₂ emissions intensity of the commercial fleet	2024	2025	Δ % 2025/2024
Transport work performed [thousand tons of cargo * km]	2.838.658	2.654.566	-6,5%
Total CO ₂ emissions [tons CO ₂]	41.132,65	41.561,58	1,0%
Average CO ₂ emissions [g CO ₂ / ton of cargo × km]	14,49	15,66	8,1%

10.13.7. GHG removals and GHG mitigation projects financed through carbon credits [ESRS E1-7]

TTS Group is not involved in GHG removals projects or GHG mitigation projects financed through carbon credits.

10.13.8. Internal carbon pricing [ESRS E1-8]

TTS Group has not established an internal carbon price.

10.14. Own workforce [ESRS S1]

10.14.1. Policies related to own workforce [ESRS S1-1, MDR-P]

TTS Group policies and commitments regarding its own workforce and the respect of human rights are included in the [Code of Business Conduct of TTS Group](#), are aligned with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises, and explicitly address the material impacts of TTS Group in relation to three sustainability matters included under the topic "Own workforce" for which material impacts have been identified, namely:

- Collective bargaining and collective labour agreements [current negative impact of a permanent nature **Code: IS116.1**]
- Health and safety [current negative impact of a permanent nature **Code: IS118.1**]
- Diversity [current negative impact of a permanent nature **Code: IS125.1**]

Policies and commitments of TTS Group relevant to the material impacts included under the topic "Own workforce" are the following:

- Human resources and working conditions policy
[Material I/RO: Code IS116.1, Code IS118.1]

The overall objective of the policy is to ensure a fair and non-discriminatory working environment characterized by a high level of occupational health and safety.

Key points:

- i. Commitment to provide equal and fair opportunities in every aspect of employment relationships, including: recruitment, selection, job placement, remuneration, promotion, training and discipline;
 - ii. Close monitoring of occupational health and safety issues and implementation of ISO 45001 certified OHS management systems in the group companies with the highest exposure to workplace accidents;
 - iii. Guaranteeing employees' right of association both in trade union structures and for the purpose of collective bargaining of working conditions.
- Policy on non-discrimination, diversity and equal opportunities

[Material I/RO: Code IS125.1]:

The policy does not have an explicit objective but falls under the general objective of the Code of Business Conduct of TTS Group to ensure a framework for the management of reputational risk.

Key points:

- i. Respecting and guaranteeing equal and non-discriminatory treatment in relation to group personnel, partners and collaborators
- ii. Prohibiting any form of discrimination or harassment in the performance of work duties both within TTS Group and in relations with third parties.

The policies apply to all companies within TTS Group, their employees, members of the Boards of Directors and management of group companies, as well as all persons acting on behalf of the group or on behalf of a company within the group.

Responsibility for the implementation of the policies rests with the administrative and management bodies of each company within the group.

Members of the Boards of Directors and management of the companies within the Group have the obligation to take all measures necessary to ensure the implementation of the policies and commitments.

The system for monitoring the manner of application and communication regarding the policies is currently being implemented and is expected to be finalized in 2026.

Policies and commitments of TTS Group relevant to the sustainability matters included under the topic "Own workforce" for which no material impacts have been identified are the following:

- Commitments regarding the respect of human rights [no material I/RO]

Policies and commitments of TTS Group relevant for reporting in accordance with the provisions of the thematic standard ESRS S1 Own workforce, without relevance to the impacts included under the topic "Own workforce", are the following:

- Policy on freedom of expression of opinions [Topic: "Professional conduct"; Material I/RO: Code IG112.1]

TTS Group policies do not explicitly address human trafficking, forced or compulsory labour or child labour, and do not contain specific provisions regarding the elimination of discrimination or inclusion, as TTS Group operates in countries where sustainability matters related to the respect of human rights do not represent a source of impacts.

The Group did not organize consultations with key stakeholders regarding TTS Group's Code of Good Business Practices.

10.14.2. Processes for engaging with own workforce and workers' representatives regarding impacts [ESRS S1-2]

Considering the specific nature of TTS Group activity, the impacts on its own workforce are not incidental impacts but process impacts, have a permanent character and originate from the day-to-day activity of the group.

The main form of engagement with the own workforce takes place in addressing the following material impacts:

- Fair level of remuneration and employees' purchasing power [Code: IS113.1]
- Employees' bargaining power regarding working conditions and the terms of employment contracts as an effect of incomplete workforce coverage at group level through collectively negotiated labour agreements [Code: IS116.1]
- Employees' exposure to the risk of workplace accidents due to the specific conditions in navigation, port operations and shipyards [Code: IS118.1]

In this regard, representatives of the own workforce and the management structures of the companies within TTS Group conduct annual negotiations of the conditions of collective labour agreements.

10.14.3. Processes for remedying negative impacts and channels through which the own workforce can raise concerns [ESRS S1-3]

The implementation of any remedial or corrective measures for negative impacts, where such measures prove necessary, is ensured at the level of each company within the group, in parallel with the mitigation measures of the effects of these impacts which are naturally monitored through the day-to-day activity of management at the level of each company within the group.

The own workforce may raise concerns regarding negative impacts directly or through employees' representatives or through the trade union organizations to which they belong, as applicable.

When, in relation to negative impacts, employees suspect breaches of internal rules and regulations or legal provisions, they may use the channels made available at group level for integrity whistleblowing (integrity whistleblowing form published on the TTS website and dedicated email addresses at the level of the companies within the group), with complaints or reports submitted through these channels to be resolved by applying the provisions of the whistleblowing procedure.

During the reporting period, TTS Group did not organize a formal process to assess the level of awareness among its employees regarding the existence of structures and mechanisms available for expressing their concerns and grievances related to the Group's activity, as well as the extent to which they trust these mechanisms.

The process for resolving reports is governed by the Whistleblowing Policy presented in section "11.15.1.2. Whistleblowing Policy".

The Whistleblowing Policy contains strict provisions regarding the prohibition of any forms of retaliation against whistleblowers and their protection, as well as the non-use of internally regulated disciplinary procedures by Group companies for the purpose of sanctioning whistleblowers.

10.14.4. Measures regarding material impacts on own workforce, management and monitoring of material risks and opportunities related to own workforce, as well as the effectiveness of these actions [ESRS S1-4, MDR-A]

Companies within TTS Group did not adopt during the reporting period measures regarding material impacts on own workforce other than decisions and acts related to the current management and administration of the activity of each company individually.

During the current period no material risks or opportunities related to own workforce were identified.

10.14.5. Targets regarding the management of material negative impacts, the promotion of positive impacts and the management of material risks and opportunities [ESRS S1-5, MDR-T]

Companies within TTS Group did not establish during the reporting period targets regarding the management of material negative impacts or the promotion of positive impacts.

During the current period no material risks or opportunities related to own workforce were identified.

10.14.6. Characteristics of the undertaking's employees [ESRS S1-6]

(a) total number of employees, expressed as number of persons and broken down by gender and by country for the countries where the undertaking has at least 50 employees representing at least 10 % of its total number of employees:

No. of Employees	Total		Romania	
	2024	2025	2024	2025
Women	232	186	219	176
Men	1.309	1.018	1.298	1.006
Total	1.541	1.204	1.517	1.182

(b) total number, expressed as number of persons:

- i. permanent employees, with breakdown by gender;
- ii. temporary employees, with breakdown by gender and
- iii. employees with non-guaranteed working hours, with breakdown by gender;

No. of Employees	Women		Men		Total	
	2024	2025	2024	2025	2024	2025
Permanent employees	220	178	1.180	937	1.400	1.115
Temporary employees ²⁴	12	8	129	81	141	89
Employees with non-guaranteed working hours	0	0	0	0	0	0
Total	232	186	1.309	1.018	1.541	1.204

(c1) Total number of employees who left TTS Group during the reporting period: **368 (390 in 2024)**

(c2) Employee turnover rate during the reporting period: **23,9% (22,9% in 2024)**

The indicators presented under points (a) and (b) are calculated based on the **number of employees recorded in the employee registers of the companies within the group at the end of the reporting period**. This number differs from the number used in the consolidated financial statements and in section "6. Human resources", which also includes persons assimilated to employees.

Employees whose employment contracts were suspended as of 31.12.2025, regardless of the legal basis for the suspension, are not included in these indicators.

The employee turnover rate during the reporting period is calculated by reference to the number of employees recorded in the employee registers of the companies within the group at the end of 2024, and its value is the result of the reduction of activity volume in 2025 compared to 2024.

²⁴ Employees with fixed-term employment contracts who are in the probation period or recruited to cover peak activity periods, predominantly by the river transport subsidiaries and those engaged in port operations.

10.14.7. Characteristics of non-employee workers in the undertaking's own workforce [ESRS S1-7]

- (a) total number of non-employee workers in the reporting period: **115**
- (b) the number of non-employee workers is calculated as full-time equivalent, by dividing the total number of hours worked in 2025 by the total of 1.984 working hours in 2025.
- (c) non-employee workers represent persons made available to NAVROM, mainly dockworkers and navigational personnel, and to NAVROM Shipyard, for peak workload periods, by authorized enterprises mainly engaged in workforce employment activities.

10.14.8. Collective bargaining coverage and social dialogue [ESRS S1-8]

Coverage rate	Collective bargaining coverage				Social dialogue	
	Employees – EEA (for countries with > 50 employees representing > 10 % of total employees)		Employees – EEA (for countries with > 50 employees representing > 10 % of total employees)		Workplace representation (EEA only) (for countries with > 50 employees, representing > 10 % of total employees)	
	2024	2025	2024	2025	2024	2025
0 - 19%			N/A			
20 - 39%	Romania				Romania	
40 - 59%		Romania			Romania	
60 - 79%						
80 - 100%						

The coverage rate reflects the situation of employees recorded in the employee registers of the companies within the group at the end of the reporting period.

The companies within TTS Group do not have agreements with employees regarding representation through a European Works Council (EWC), an SE Council, or an SCE Council.

10.14.9. Diversity indicators [ESRS S1-9]

- (a) gender distribution as number and percentage at the level of senior management of TTS Group²⁵:

Composition	Number of members		Share	
	2024	2025	2024	2025

²⁵ Senior management of TTS Group consists of a single level located immediately below the Board of Directors of TTS, namely the executive management of TTS. This definition of senior management results from the vertically integrated business model and the flat hierarchical structure of TTS, which has only three levels in total

Women	1	2	33,33%	50%
Men	2	2	66,67%	50%
Total	3	4	100,0%	100,0%

(b) distribution of employees by age groups:

Age	Number of employees	
	2024	2025
under 30 years	139	93
30 – 50 years	590	429
over 50 years	712	682
Total	1.541	1.204

The indicators presented under point (b) are calculated based on the **number of employees recorded in the employee registers of the companies within the group at the end of the reporting period.**

Employees whose employment contracts were suspended as of 31.12.2025, regardless of the legal basis for the suspension, are not included in the indicators presented under point (b).

10.14.10. Adequate wages [ESRS S1-10]

The average monthly net salary earned by employees of TTS Group in 2025 was **6.353,34 RON, 14,8% higher than** the national average monthly net salary of **5.536 RON²⁶**.

At the level of TTS Group:

- **50,7%** of employees had during the reporting period an average monthly net salary higher than the average monthly net salary for the total economy in 2025
- **96,8%** of employees had during the reporting period an average monthly net salary higher than the applicable adequate wage.
- **3,2%** of employees (2,9% in 2024) had, during the reporting period, an average monthly net salary lower than the applicable adequate wage.

²⁶ Source: INSSE

The applicable adequate wage used to assess the adequacy of wages in Romania is equal to 2.878,72 RON (2.702,3 RON in 2024) and represents 52%²⁷ of the average monthly net salary for the total economy during the reporting period.

The indicator includes in the calculation the net income recorded in the accounting records of the companies within the group and earned during the reporting period by employees registered at the end of the reporting period in the employee registers maintained by the companies within the group.

The following are not included in the calculation of the indicator:

- employees whose employment contracts were suspended as of 31.12.2025, regardless of the legal basis for the suspension
- part-time employees
- employees of Group companies located in Hungary and Austria

10.14.11. Social protection [ESRS S1-11]

All employees of TTS Group benefit from social protection, provided through public programs or through benefits offered by the undertaking, against loss of income caused by any of the following major life events:

- (a) illness;
- (b) unemployment;
- (c) workplace injury and acquired disability;
- (d) parental leave;
- (e) retirement

10.14.12. Persons with disabilities [ESRS S1-12]

None of TTS Group's employees fall into the category of persons with disabilities subject to legal restrictions regarding data collection.

10.14.13. Training and skills development indicators [ESRS S1-13]

- (a) percentage of employees who participated in regular performance and career development reviews, broken down by gender:

Breakdown	Percentage
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²⁷ The percentage used is aligned with the provisions of Art. 3(c) of Government Decision no. 35 of 6 February 2025, which establishes the range of 47%–52% of the national average gross salary as an indicative level for adequacy in determining the guaranteed national gross minimum wage.

Women	83,0%
Men	41,1%
Total employees	47,3%

(a) average number of training hours per employee, broken down by gender:

Breakdown	Average number of training hours
Women	7,68
Men	7,25
Total employees	7,31

10.14.14. Health and safety indicators [ESRS S1-14]

(a) percentage of persons in the own workforce covered by ISO 45001²⁸ certified health and safety management systems: **91,7%** (92,8% in 2024)

(b) number of deaths as a result of work-related injuries and work-related illnesses: **0** (0 in 2024)

(c1) number of recordable work-related accidents²⁹: **5** (3 in 2024)

(c1) Total Recordable Incident Rate (TRIR): **1,73** (1,05 in 2024)

(d) number of recorded occupational disease cases: **0**

(e1) number of days lost due to work-related accidents: **199**

(e2) Lost Workdays Rate (LWR): **68,9**

The percentage of persons in the own workforce covered by ISO 45001 certified health and safety management systems is calculated as the ratio between the **number of employees registered at the end of the reporting period in the employee registers of the group companies that have implemented ISO 45001 management systems and the number of employees registered in all companies within the group.**

²⁸ Employees from the main river transport subsidiaries (NAVROM, NVR BAC), port operations (TTS OPERATOR, CANOPUS, DECIROM, TTS FLUVIAL) and shipyards (NVR SHIPYARD)

²⁹ According to Art. 5(g) of Law no. 319 of 14 July 2006 on occupational safety and health

The indicators presented under points c) and e2) are calculated based on the number of hours worked by all employees registered in the records of the companies in Romania and the standard annual number of working hours in the case of executive directors who perform their function based on a mandate contract and in the case of employees in Austria and Hungary.

The indicators presented under points d), e1) and e2) were not reported in 2024, and therefore the requirement regarding comparability with the previous year could not be met.

10.14.15. Work-life balance indicators [ESRS S1-15]

All employees of TTS Group are entitled to family-related leave through legal provisions, internal regulations at the level of Group companies, or collective labor agreements.

10.14.16. Remuneration indicators [ESRS S1-16]

(a) difference between the average level of remuneration of female employees and male employees, compared to the average level of remuneration of male employees: **-11,3%** (-18,6% în 2024)

(b) ratio between the total annual remuneration for the highest-paid employee and the median of total annual remunerations (excluding the highest-paid employee) at the level of TTS Group: **5,66: 1** (10,4 în 2024)

The negative value of the indicator is caused by the erroneous formula provided in application requirement AR 98, which is not compliant with the Disclosure Requirement S1-16 para. 97(a).

Although the calculation method of the indicator may be misleading, **the correct interpretation of the negative value is that the average level of remuneration of female employees within TTS Group is 11,3% higher than that of male employees.**

The indicators presented under points (a) and (b) are calculated based on gross hourly wages and gross annual incomes earned during the reporting period by **employees registered in the employee registers of the companies within the group at the end of the reporting period.**

The following were not included in the calculation of the indicators under points (a) and (b):

- part-time employees
- employees who worked less than 10 months during the reporting period
- employees of Group companies located in Hungary and Austria

Contextual information:

1. The highest-paid employee is located in Romania

10.14.17. Incidents, complaints and severe human rights issues and incidents [ESRS S1-17]

During the reporting period no incidents of discrimination were reported at the level of the companies within the group, no complaints were submitted through the channels made available for integrity whistleblowing, no severe human rights incidents related to the workforce were identified at the level of the companies within the group and no fines, sanctions or compensations for damages related to incidents of discrimination or severe human rights incidents related to the workforce were recorded.

10.15. Professional conduct [ESRS G1]

10.15.1. Corporate culture and policies on professional conduct [ESRS G1-1, MDR-P]

Sustainability aspects related to professional conduct are addressed through provisions included in two public documents (available on the Corporate Documents page on TTS website) and are applicable at group level:

- [TTS Group Code of Business Conduct](#)
- [Whistleblowing Policy \(BoD Decision no. 1/04.11.2025\)](#)

TTS Group corporate governance system is complemented by three documents which, although they do not address the professional conduct aspects included in ESRS standards, address other aspects essential for ensuring the sustainability of TTS Group's business:

- [Conflict of Interest Policy \(applicable at group level, BoD Decision no. 23/01.09.2025\)](#)
- [Nomination Policy \(BoD Decision no. 1/15.07.2025\)](#)
- Board of Directors Regulation (revised by BoD Decision no. 1/01.09.2025)³⁰

The implementation of all policies at group level is the responsibility of DGCRI, under the coordination of the Board of Directors, with all documents and implementation measures approved at Board level.

11.15.1.1. TTS Group Code of Business Conduct

The TTS Group Code of Business Conduct represents the main reputational risk management instrument at group level.

³⁰ The Board of Directors Regulation is not a public document

The principles underlying the reputational management system of TTS Group are prevention – through the establishment of specific policies regarding the main categories of reputational risks and alignment of organizational and individual behavior – and open communication – through the establishment of confidential communication channels for reporting any non-compliance within group activities.

The Code sets out the mission and corporate values of TTS Group and covers all policies and commitments applicable to employees of TTS Group, members of Boards of Directors and management of group companies, as well as any person acting on behalf of a group company.

From the perspective of sustainability aspects, the Code includes three levels:

- policies regarding professional conduct
- policies regarding other sustainability aspects
- policies that do not relate to sustainability aspects

Policies regarding professional conduct

i. Anti-corruption policy and commitment [fără I/RO semnificative]

The policy addresses two areas:

- prohibitions regarding offering or granting undue benefits to a third party in exchange for undue advantages or benefits for oneself, the group or a group company, as well as requesting or receiving undue benefits in exchange for granting undue advantages or benefits to a third party.
- acceptance, granting or exchange of gifts only under the condition that they do not create the impression of influencing, are not intended to influence, and do not influence professional decisions.

The provisions of the policy are not differentiated by operational areas or functions with different exposure to corruption risks, as the group's exposure to such risks is low. This risk profile results from the nature of the group's activity: B2B business model, relatively small number of clients and suppliers with high exposure, centralized negotiation and conclusion of material-value contracts, absence of contracts with the state.

ii. Policy on freedom of expression [I/RO semnificativ: Cod IG112.1]

The policy addresses the group's approach to whistleblowing, regarding both the scope of issues that may be reported – extended beyond the provisions of Law no. 361/2022 on the protection of whistleblowers in the public interest ("Law 361/2022"), by including matters that, although not breaches of law, address any incident of non-compliance –

and the protection of whistleblowers – extended beyond Law 361/2022 to include any stakeholder, not limited to public interest whistleblowers.

iii. Policy on non-involvement in political and lobbying activities [fără I/RO semnificative]

The policy establishes the non-involvement of TTS Group companies in political and lobbying activities and strictly limits public policy advocacy activities impacting the group's operations to participation as members of professional associations.

Main provisions address the following:

- respect by group companies of the individual right of employees and management members to political choice and activity, as long as it does not interfere with job duties, does not affect professional performance, and does not involve the group or any group company,
- restrictions regarding public expression of political beliefs or preferences while exercising job functions or duties,
- prohibitions on any form of financing or use of group resources to support political parties or candidates

iv. Policy on sponsorships and donations [fără I/RO semnificative]

The policy establishes prohibitions regarding sponsorships or donations to political entities or election candidates or to any beneficiary associated with a government official, while allowing sponsorship of public institutions and authorities.

Policies on professional conduct apply to all employees and all members of management of group companies.

TTS Group does not have an organization-wide employee training policy regarding material sustainability aspects related to professional conduct.

Policies addressing other material sustainability aspects

- Human resources and working conditions policy [I/RO semnificative: Cod IS116.1, Cod IS118.1],
- Non-discrimination, diversity and equal opportunities policy [I/RO semnificativ: Cod IS125.1].

Policies not addressing material sustainability aspects

- Anti-corruption policy and commitment
- Environmental protection policy

- Commitments regarding respect for human rights
- Conflict of interest policy
- Competition policy

11.15.1.2. Whistleblowing Policy

The purpose of the policy is to ensure a mechanism for identifying, reporting and investigating situations of non-compliance with the law or with conduct rules established by internal policies or regulations of group companies, while protecting those who report such situations, including through anonymity.

The whistleblowing form is public and available to any interested party.

The procedure provides for:

- availability of the whistleblowing mechanism to any person/stakeholder,
- communication channels: offline via messages to avertizor_integritate@tts-goup.ro and online via completion of the [whistleblowing form](#)
- topics covered by whistleblowing
- administration and monitoring of whistleblowing at group level
- confidentiality of communications and protection of whistleblowers

The provisions of the procedure are supplemented by Law no. 361/2022.

10.15.2. Measures and targets regarding professional conduct [ESRS G1-1, MDR-A, MDR-T]

During the reporting period, TTS initiated a project to integrate at group level the corporate governance and sustainability system, aimed at ensuring the uniform implementation of policies across group companies, organizing monitoring and reporting activities, as well as mechanisms for identifying, reporting and investigating risk situations related to deviations from corporate governance standards and professional conduct rules.

The system is currently in the project stage, with phased implementation scheduled to begin in 2026.

11. Degree of alignment with EU Taxonomy

11.1. Reporting framework

Section 12 of the Board of Directors' Report on TTS Consolidated Financial Statements 2025 includes reporting at the level of TTS Group regarding the Taxonomy, in accordance with the requirements concerning Taxonomy reporting obligations established by Delegated Regulation (EU) 2020/852 and Delegated Regulation (EU) 2021/2178, as subsequently amended.

TTS assessed the eligibility and alignment of the group's economic activities with the environmental objectives defined by the Taxonomy Regulation.

The key performance indicators reported (turnover, capital expenditures – CapEx and operating expenditures – OpEx) are determined based on the accounting principles provided by IFRS and presented in TTS Consolidated Annual Financial Statements and on the methodology described in Annex I of the Delegated Regulation.

The analysis of the eligibility of TTS Group activities within EU Taxonomy was carried out starting from the classification of economic activities according to CAEN codes, subsequently correlated with NACE codes, which are used as reference in European legislation.

In the first step, the activities carried out by the group were classified into one of the eligible activity classes defined in Annexes I and II of Delegated Regulation (EU) 2021/2139 (hereinafter "Reg 2139"). They were then assessed against the technical screening criteria defined in these annexes to determine whether they qualify as activities that contribute substantially to climate change mitigation or climate change adaptation, and to determine whether the respective economic activity causes significant harm to any of the other environmental objectives.

11.2. Analysis of eligibility of TTS Group activities

11.2.1. Classification of activities carried out by TTS Group

The activities carried out by the companies within TTS Group are classified as follows:

Activity	NACE	Companies
Inland freight transport	5040	NAVROM
Inland passenger transport (ferry crossing)	5030	NVR BAC
Cargo transshipment in ports (port operations)	5224	TTS OPERATOR, CANOPUS, DECIROM, TTS FLUVIAL, PORT FAJSZ ³¹
Freight forwarding	5226, 5231, H522	TTS, TTS VIENA și PLIMSOLL

³¹ The CAEN code of PORT FAJSZ is 5222 – Service activities incidental to water transport

Activity	NACE	Companies
Ship repair and maintenance	3315	NVR SHIPYARD
Activities related to bunkering services	5222	BTL
Construction activities for maintenance of waterways, maritime and river ports, dredging, vessel removal	4291	SUPERQUATRO
Wholesale trade of wood products	4683	AGRIMOL

11.2.2. Eligible activities

TTS Group carries out the following activities that fall under the environmental objective “Climate change mitigation”, eligible for examination regarding compliance with the technical screening criteria for “Substantial contribution to climate change mitigation”, in order to align with the environmental objectives defined by the Taxonomy Regulation:

Activity	NACE classification	Annex I Reg 2139 classification
Inland freight transport	5040	CCM 6.8 ³²
Inland passenger transport	5030	CCM 6.7 ³³
Cargo transshipment in ports	5224	CCM 6.16 ³⁴
Ship repair and maintenance	3315	CCM 6.9 ³⁵

None of the activities carried out by TTS Group fall under the environmental objective “Climate change adaptation”.

For all eligible activities both revenues and expenditures, capitalized and non-capitalized, were recorded.

11.2.3 Activities for which technical screening criteria have not been developed

For the following activities carried out by TTS Group, the European Commission has not developed technical screening criteria regarding alignment with environmental taxonomy:

³² Annex I Reg 2139 – Section 6.8. Freight transport on inland waterways

³³ Annex I Reg 2139 – Section 6.7. Passenger transport on inland waterways

³⁴ Annex I Reg 2139 – Section 6.16. Infrastructure enabling low-carbon water transport

³⁵ Annex I Reg 2139 – Section 6.9. Modernisation of passenger and freight transport on inland waterways

- Freight forwarding: **NACE 5226, 5231, H522**
- Construction activities for maintenance of waterways and maritime and river ports, dredging and vessel removal: **NACE 4291** – Hydrotechnical construction
- Activities related to bunkering services: **NACE 5222**
- Wholesale trade of wood products: **NACE 4683**

11.3. Screening regarding compliance with the technical criteria for alignment with environmental taxonomy

11.3.1. Inland freight transport

The inland freight transport activity meets the technical criteria established under CCM 6.8 regarding “Substantial contribution to climate change mitigation”:

1. **It meets the conditions** established under point 1(b), as **CO₂ emissions in 2025 were 15,66 g/ton*km, representing 27,7% of the CO₂ emission intensity value for heavy-duty vehicles (vehicle subgroup 5-LH, in accordance with Article 11 of Regulation (EU) 2019/1242), respectively 56,6 g CO₂/ton*km.**
2. **It meets** the condition under point 2, as none of the vessels operated in 2025 by TTS Group are intended for the transport of fossil fuels.

Stage V Following the screening of the technical criteria established under CCM 6.8 regarding the “Do No Significant Harm” (DNSH) **principle, the inland freight transport activity does not meet the criterion “(5) Pollution prevention and control”**, as NAVROM pushers are not equipped with engines meeting Stage V pollution standards³⁶

The activity was therefore not further examined regarding compliance with the DNSH criteria in relation to environmental objectives (2)–(4).

11.3.2. Inland passenger transport

Following the examination of compliance with the technical criteria established under CCM 6.7 regarding “Substantial contribution to climate change mitigation”, **the inland passenger transport activity:**

1. **Does not meet** the conditions established under point 1(a);
2. **Does not meet** the conditions established under point 1(b);

The activity was therefore not further examined regarding compliance with the DNSH criteria in relation to environmental objectives (2)–(5).

³⁶ Regulation (EU) 2016/1628 of the European Parliament and of the Council

11.3.3. Ship repair and maintenance

Following the examination of compliance with the technical criteria established under CCM 6.9 regarding “Substantial contribution to climate change mitigation”, **the ship repair and maintenance activity:**

1. **Does not meet** the conditions established under point 1(b);

The activity was therefore not further examined regarding compliance with the DNSH criteria in relation to environmental objectives (2)–(5).

11.3.4. Cargo transshipment in ports

The cargo transshipment activity in ports meets the technical criteria established under CCM 6.16 regarding “Substantial contribution to climate change mitigation”:

1. **It meets** the conditions established under point 1(d), as both the port infrastructure owned by port administrations and leased long-term by port operators within TTS Group, and **the superstructures and installations used for loading, unloading and transshipment operations are intended for transshipment between different transport modes.**
2. **It meets** the condition under point 2, as the **port infrastructure** owned by port administrations and leased long-term by port operators within TTS Group is **not dedicated to the transport or storage of fossil fuels.**

The activity qualifies as an enabling activity as referred to in Article 10(1)(i) of Regulation (EU) 2020/852, **as it meets the conditions established under point 1(d).**

Following the screening of the technical criteria established under CCM 6.16 regarding the “Do No Significant Harm” (DNSH) principle, no criterion was identified as not being fulfilled; however, a detailed analysis is required to examine the manner in which these criteria are met.

11.3.5. Summary of the analysis regarding compliance with the technical alignment criteria

Eligible activity	Substantial contribution to climate change mitigation	DNSH
Inland freight transport	YES	NO
Inland passenger transport	NO	NO
Ship repair and maintenance	NO	NO
Cargo transshipment in ports	YES	Possible

11.4. DNSH analysis – cargo transshipment in ports

11.4.1. Assessment framework for compliance with DNSH criteria

The assessment of compliance with DNSH requirements provided under CCM 6.16 requires the analysis to be broken down by the geographical locations where the analyzed activity takes place. Consequently, in the case of TTS Group, the following must be analyzed separately:

- Cargo transshipment activity in Port of Constanța
- Cargo transshipment activity in Danube ports

Considering the requirements imposed, which establish specific conditions applicable to projects, as well as the context of TTS Group's port activity, the analysis of cargo transshipment activity in Port of Constanța will consider separately:

- The CANOPUS ³⁷ terminal expansion project in Port of Constanța (hereinafter "CANOPUS Project"),
- The port activity carried out by TTS Group as a whole.

The analysis of the activity will take into account the fact that the infrastructure used by TTS Group for cargo transshipment in Port of Constanța is owned by C.N. Administrația Porturilor Maritime S.A. Constanța and is leased long-term by CANOPUS, DECIROM and TTS OPERATOR.

11.4.2. CANOPUS Project

The CANOPUS Project for the expansion of the existing CANOPUS terminal (with a maximum storage capacity of 110.000 tons, developed in a first stage consisting of two warehouses of 25.000 tons capacity each, followed by a second stage consisting of ten metal cells with a storage capacity of 6.000 tons each) consists of the development, on a plot of land with an area of 8.700 sqm adjacent to the existing terminal, of an integrated superstructure intended for the transshipment of agricultural goods consisting of:

- 11 cells with a maximum storage capacity of 70.120 tons (6 flat-bottom cells with a capacity of 11.000 tons each and 5 conical-bottom cells with a capacity of 824 tons each)
- a cargo flow weighing system
- superstructures and installations necessary for operation (concrete platforms, rainwater collection system, electrical transformer station, elevators, etc.)

³⁷ The project is titled "GRAIN TERMINAL AT THE BERTH ON THE OUTER BREAKWATER – INCREASING STORAGE CAPACITY AND IMPLEMENTING A WEIGHING SYSTEM ON THE VESSEL LOADING FLOW"

The project was subject to Screening Decision no. 194/20.05.2024 issued by the Constanța Environmental Protection Agency and Decision no. 7349/19.04.2024 and Water Management Permit no. 29/29.04.2024, both issued by the Dobrogea Litoral Water Basin Administration, through which the two authorities decided the following:

- the project is not subject to environmental impact assessment;
- the project does not require the preparation of an impact assessment study on water bodies;
- the project does not fall under the provisions of Art. 28 of Government Emergency Ordinance no. 57/2007 regarding the regime of protected natural areas and the conservation of natural habitats, flora and wild fauna;
- the obligations of the CANOPUS project owner during implementation regarding water management and mitigation of impacts, mainly general conditions for project implementation, waste management and pollution reduction measures;
- the obligations of the project owner regarding reporting during the project and authorization/approval upon project completion.

The CANOPUS Project **meets the technical criteria established under CCM 6.16 regarding the “Do No Significant Harm” (DNSH) principle**, as follows:

Criterion	Conditions	Justification
(2) Climate change adaptation	The activity meets the criteria set out in Appendix A to this Annex.	<p>1/ Annex 4: Results of climate hazard screening</p> <p>2/ Annex 5: Results of the materiality analysis of risks and opportunities, sections:</p> <p>“I. Common risks for inland transport activities on the Danube and port operations in Constanța”</p> <p>“III. Risks and opportunities regarding port operations activity in Constanța”</p>
(3) Sustainable use and protection of water and marine resources	<p>The activity complies with the requirements laid down in Article 4 of Directive 2000/60/EC. In accordance with Article 4 of Directive 2000/60/EC, and in particular paragraph (7) thereof, an impact assessment of the project is carried out in order to evaluate all potential effects on the status of water bodies within the same river basin and on protected habitats and species that depend directly on water, taking into account in particular migration corridors, free-flowing rivers or ecosystems whose status is close to undisturbed conditions.</p> <p>The assessment is based on recent, comprehensive and accurate data, including monitoring data regarding biological quality elements that are particularly sensitive to hydromorphological changes, as well as the expected status of the water body as a result of the new activities compared to its current status. It analyses in particular the impact of the new project combined with the impact of other existing or planned infrastructure in the river basin.</p> <p>Based on this impact assessment, it is established that the project is designed, from the design stage and due to its location and mitigation measures, to meet one of the following requirements:</p>	<p>1/ Decision no. 7349/19.04.2024 (ABA-DL): the project does not require preparation of a water bodies impact assessment study</p> <p>2/ Water management permit no. 29/29.04.2024 (ABA-DL): general measures regarding wastewater discharge, accidental pollution and the non-impact on water quality in the port basin and on the stability of existing hydrotechnical constructions.</p>

Criterion	Conditions	Justification
	<p>(a) the project does not involve any deterioration and does not compromise the achievement of good status or good ecological potential of the specific water body concerned;</p> <p>(b) where the project risks deteriorating the good status/good ecological potential of the specific water body concerned or compromising the achievement of good status/good potential, such deterioration is not material and is justified by a detailed cost-benefit analysis demonstrating both of the following:</p> <p style="padding-left: 40px;">(i) overriding reasons of major public interest or the fact that the expected benefits of the planned navigation infrastructure project in terms of climate change mitigation or adaptation outweigh the environmental and social costs caused by the deterioration of water status;</p> <p style="padding-left: 40px;">(ii) the overriding reasons of major public interest or expected benefits cannot be achieved, for reasons of technical feasibility or disproportionate costs, by alternative means that would lead to a better environmental outcome (such as nature-based solutions, a different location, rehabilitation/renovation of existing infrastructure or the use of technologies that do not disrupt river continuity).</p> <p>All technically feasible and ecologically relevant mitigation measures are implemented to reduce adverse impacts on water and on protected habitats and species that depend directly on water.</p> <p>Mitigation measures include, where appropriate and depending on the ecosystems naturally present in the affected water bodies:</p> <p>(a) measures ensuring conditions as close as possible to undisturbed continuity (including measures ensuring longitudinal and lateral continuity, a minimum ecological flow and minimum sediment flow);</p>	

Criterion	Conditions	Justification
	<p>(b) measures to protect or improve morphological conditions and habitats of aquatic species;</p> <p>(c) measures to reduce negative effects of eutrophication.</p> <p>The effectiveness of these measures is monitored in the context of the authorization or permit establishing conditions aimed at achieving good status or good potential of the affected water body.</p> <p>The project does not permanently compromise the achievement of good status/good potential in any water body within the same river basin district.</p> <p>In addition to mitigation measures, where appropriate, compensatory measures are implemented to ensure that the project does not lead to an overall deterioration of the status of water bodies within the same river basin district. This result is achieved by restoring continuity (longitudinal or lateral) within the same river basin district to an extent that compensates for the disruption of continuity that the planned navigation infrastructure project may cause. Compensation begins before the execution of the project.</p>	
(4) Transition to a circular economy	<p>Operators limit waste generation within construction and demolition processes and consider best available techniques. At least 70% (by weight) of non-hazardous construction and demolition waste (excluding natural geological material referred to under category 17 05 04 in the European List of Waste established by Decision 2000/532/EC) generated on the construction site is prepared for reuse, recycling and other material recovery operations, including backfilling operations using waste to substitute other materials, in accordance with the waste hierarchy and the EU Construction and Demolition Waste Management</p>	<p>1/ Screening Decision no. 194/20.05.2024 (APMC): specific obligations regarding waste management during project implementation</p> <p>2/ Annual report on waste records for 2025 for the CANOPUS project registered with APMC under no. 3437/24.02.2026³⁸</p>

³⁸ Works under the project started in January 2025. As a result, CANOPUS did not prepare a report for 2024

Criterion	Conditions	Justification
	<p>Protocol. Operators apply selective demolition to allow safe removal and handling of hazardous substances and to facilitate high-quality reuse and recycling.</p> <p>The activity assesses the availability of techniques supporting the following aspects and adopts such techniques where possible:</p> <p>(a) reuse and use of secondary raw materials and reused components in manufactured products;</p> <p>(b) design ensuring high durability, recyclability, easy disassembly and adaptability of manufactured products;</p> <p>(c) waste management prioritizing recycling over disposal in the manufacturing process;</p> <p>(d) information on substances of concern throughout the life cycle of manufactured products and traceability of those substances.</p>	
(5) Pollution prevention and control	<p>The activity meets the criteria set out in Appendix C to this Annex.</p> <p>Measures are taken to reduce noise, vibrations, dust and pollutant emissions during construction or maintenance works.</p>	<p>1/ The screening stage has been completed</p> <p>2/ The project does not use the substances provided in the criteria set out in Appendix C</p> <p>3/ Screening Decision no. 194/20.05.2024 (APMC): specific obligations regarding noise, dust emissions and pollution during project implementation</p>
(6) Protection and restoration of biodiversity and ecosystems	<p>An environmental impact assessment has been completed or the screening stage has been carried out in accordance with Directive 2011/92/EU. Where an environmental impact assessment has been carried out, the necessary mitigation and compensation measures for environmental protection are implemented.</p> <p>The activity does not have material effects on protected areas (UNESCO World Heritage sites, key biodiversity areas and other protected areas</p>	<p>Screening Decision no. 194/20.05.2024 (APMC): the project does not fall under the provisions of Art. 28 of Government Emergency Ordinance no. 57/2007 regarding the regime of protected natural areas and the conservation of natural habitats, flora and wild fauna</p>

Criterion	Conditions	Justification
	<p>other than Natura 2000 sites) or on protected species, based on an impact assessment taking into account the best available knowledge.</p> <p>In addition, the following must be ensured:</p> <p>(a) in the Union, regarding Natura 2000 sites: the activity does not have material effects on Natura 2000 sites in view of their conservation objectives, based on an appropriate assessment carried out in accordance with Article 6(3) of Directive 92/43/EEC;</p> <p>(b) in the Union, in any area: the activity does not adversely affect the restoration or maintenance of populations of protected species at a favourable conservation status under Directives 92/43/EEC and 2009/147/EC. The activity also does not adversely affect the restoration or maintenance of the relevant habitat types at a favourable conservation status protected under Directive 92/43/EEC;</p> <p>(c) in the Union, the introduction of invasive alien species is prevented or their spread is managed in accordance with Regulation (EU) No. 1143/2014 of the European Parliament and of the Council;</p> <p>(d) outside the Union, activities are carried out in accordance with applicable legislation concerning habitat conservation</p>	

11.4.3. Cargo transshipment in Port of Constanța

The cargo transshipment activity in Port of Constanța carried out by TTS Group through TTS Operator, CANOPUS and DECIROM meets the technical criteria established under CCM 6.16 regarding the "Do No Significant Harm" (DNSH) principle, as follows:

Criterion	Justification
(2) Climate change adaptation	1/ Annex 4: Results of climate hazard screening 2/ Annex 5: Results of the materiality analysis of risks and opportunities, sections: "I. Common risks for inland transport activities on the Danube and port operations in Constanța" "III. Risks and opportunities regarding port operations activity in Constanța"
(3) Sustainable use and protection of water and marine resources	1/ Water management permit no. 66/05.05.2022 issued by ABA-DL for CANOPUS (existing terminal) 2/ The operation of TTS Operator and DECIROM is not conditional upon obtaining a water management permit for the categories of rights established under Art. 4 of the Rules and competences for issuing, modifying, withdrawing and temporarily suspending water management permits approved by Order of the Minister of Waters and Forests no. 891/2019 ³⁹ .
(4) Transition to a circular economy	Annual reports on waste records for 2024 and 2025 issued by TTS Operator, CANOPUS (existing terminal) and DECIROM.
(5) Pollution prevention and control	TTS Operator, CANOPUS (existing terminal) and DECIROM do not use or operate the substances provided in the criteria set out in Appendix C.
(6) Protection and restoration of biodiversity and ecosystems	TTS Operator, CANOPUS (existing terminal) and DECIROM do not fall under the provisions of Government Emergency Ordinance no. 57/2007 regarding the regime of protected natural areas and the conservation of natural habitats, flora and wild fauna.

³⁹ ORDER no. 891 of 23 July 2019 on the approval of the Procedure and competences for the issuance, amendment, withdrawal and temporary suspension of water management permits, as well as of the Norm regarding the content of the technical documentation subject to authorization, issued by the MINISTRY OF WATERS AND FORESTS

11.4.4. Cargo transshipment in Danube ports

In the absence of data with sufficient granularity, compliance with DNSH criterion “(2) Climate change adaptation” cannot be assessed.

Compliance with DNSH criteria (3)–(6) has therefore not been assessed.

11.5. Minimum safeguards analysis – cargo transshipment in Port of Constanța

Considering their size, the complexity of the activities carried out and the context in which they operate, the three companies within TTS Group that provide cargo transshipment services in the Port of Constanța – CANOPUS, DECIROM and TTS Operator – largely meet, **in TTS’s assessment**, the substantive requirements necessary to ensure a sufficient level of adequacy of processes from the perspective of the UN Guiding Principles on Business and Human Rights (“UNGP”) and, probably, fully meet those relating to anti-corruption, tax compliance and ensuring a competitive environment, without however having a sufficiently rigorous level of formalization of processes to allow their traceability.

For this reason, at this moment, **in TTS’s assessment**, the cargo transshipment activity in the Port of Constanța carried out by TTS Group cannot be considered as aligned with the EU taxonomy.

11.6. Key performance indicators for EU Taxonomy

11.6.1. Framework for determining key indicators

The calculation of key performance indicators (KPIs) is based on data extracted from TTS consolidated financial statements for the year 2025, prepared and presented in accordance with International Financial Reporting Standards (IFRS), which implies the elimination of intra-group transactions.

KPI Turnover

Turnover includes revenues recognized in accordance with IFRS 15, at the moment control is transferred to customers, being reconciled with the “Revenue” line in TTS consolidated financial statements. Turnover is net of intra-group transactions, in compliance with consolidated reporting rules.

KPI Turnover was calculated as a fraction as follows:

- at denominator level: consolidated revenues, as specified in TTS Consolidated Financial Statements, respectively RON 651.293.069.
- at numerator level: revenues of companies within the group that generate revenues from sales to third parties related to taxonomy-eligible activities presented in section 11.2.2.
- from eligible revenues, revenues amounting to RON 16.265.689 mil. obtained from coke and coal transport and revenues amounting to RON 1.682.767 mil. obtained from port operations of coke and coal were excluded

The eligibility percentage of KPI Turnover in 2025 is 63%.

The alignment percentage of KPI Turnover in 2025 is 0%.

KPI OpEx

TTS consolidated operating expenses are recorded in accordance with IFRS accounting reporting rules and have been reconciled with the consolidated trial balance, as they are not identifiable in the financial statements.

KPI OpEx was calculated as a fraction as follows:

- at denominator level: TTS consolidated operating expenses covering direct non-capitalized costs related to building renovation measures, maintenance and repairs, as well as any other direct costs related to the ongoing maintenance of tangible fixed assets carried out within the group and by third parties to whom activities are outsourced, necessary to ensure the continuous and effective functioning of these assets.
- at numerator level: consolidated expenses related to taxonomy-eligible activities presented in section 11.2.2
- the eligibility of these expenses was determined based on the activities carried out by the group companies and depending on the nature of the accounting account in which they were recorded.

The eligibility percentage of KPI OpEx in 2025 is 89%.

The alignment percentage of KPI OpEx in 2025 is 0%.

KPI CapEx

TTS consolidated capital expenditures (CapEx) are recorded in accordance with IAS 16 (Property, Plant and Equipment) and are reconciled with the notes related to tangible fixed assets (note 12), according to the financial statements.

KPI CapEx was calculated as a fraction as follows:

- at denominator level: total additions of the financial year reported according to the "Property, Plant and Equipment" Notes in TTS Consolidated Financial Statements, amounting to RON 182.637.412.
- at numerator level: additions to tangible fixed assets in 2025 related to taxonomy-eligible activities presented in section 11.2.2

The eligibility percentage of KPI CapEx in 2025 is 99%.

The alignment percentage of KPI CapEx in 2025 is 0%.

Avoidance of double counting

TTS avoided double counting at numerator level in the context of calculating key performance indicators for turnover, CapEx and OpEx as follows:

- by clearly defining economic activities: TTS segmented economic activities according to the criteria established by the European Taxonomy, ensuring that each economic activity is clearly delineated and that revenues, capital expenditures and operating expenses are exclusively allocated to those activities
- segmentation of activities based on CAEN codes of Group companies facilitated the delineation of activities and their mapping to taxonomy objectives
- in accordance with IFRS consolidated reporting standards, as well as Delegated Regulation requirements, intra-group transactions were eliminated through dedicated accounting adjustments, thus avoiding double counting of activities within the Group
- the figures allocated to the numerator were extracted from details that were reconciled in total with the Consolidated Financial Statements; this reconciliation was carried out to ensure that economic activities considered in the taxonomy calculation are not duplicated; the activities allocated to the numerator were mapped in these details with unique keys, allowing aggregation of activities in such a way as to avoid double counting

11.6.2. KPI Turnover

Economic Activities (1)	Code (2)	Absolute turnover (3)	Proportion of Turnover (4)	Substantial Contribution Criteria						DNSH criteria							Taxonomy aligned proportion of total turnover, Year N (18)** 2024	Category (enabling activity) (20)	Category (transitional activity) (21)	
				Climate Change Mitigation (5)*	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)				%
		Mil. RON	%	%	%	%	%	%	%	%	Da/ Nu	Da/ Nu	Da/ Nu	Da/ Nu	Da/ Nu	Da/ Nu	Da/ Nu	%	F	T
A. TAXONOMY-ELIGIBLE ACTIVITIES			63%																	
A.1. Environmentally sustainable activities (Taxonomy-aligned)																		0%		
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0,00	0%	0%	0%	0%	0%	0%	0%	0%	YES	YES	YES	YES	YES	YES	YES	0%	0%	0%
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Freight transport on inland waterways	CCM 6.8.	236,6	36%	YES	NO	N/A	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	NO		39%		
Infrastructure enabling low-carbon water transport	CCM 6.16.	131,2	20%	YES	NO	N/A	N/A	N/A	N/A	N/A	not assessed		NO		not assessed			20%		
Passenger transport on inland waterways	CCM 6.7.	25,8	4%	NO	NO	N/A	N/A	N/A	N/A	N/A					not assessed			4%		
Modernisation of passenger and freight transport on inland waterways	CCM 6.9.	18,3	3%	NO	NO	N/A	N/A	N/A	N/A	N/A					not assessed			3%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		411,9	63%															65%		
Total (A.1+A.2)		411,9	63%															65%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy-non-eligible activities		239,4	37%																	
Total (A+B)		651,3	100%																	

11.6.3. KPI OpEx

Economic Activities (1)	Code (2)	Absolute turnover (3)	Proportion of Turnover (4)	Substantial Contribution Criteria						DNSH criteria							Taxonomy aligned proportion of total turnover, Year N (18)** 2024	Category (enabling activity) (20)	Category (transitional activity) (21)	
				Climate Change Mitigation (5)*	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)				%
			Mil. RON	%	%	%	%	%	%	%	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	%	F	T
A. TAXONOMY-ELIGIBLE ACTIVITIES			89%																	
A.1. Environmentally sustainable activities (Taxonomy-aligned)				0%	0%	0%	0%	0%	0%	0%								0%		
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)			0,00	0%	0%	0%	0%	0%	0%	0%	YES	YES	YES	YES	YES	YES	YES	0%	0%	0%
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Freight transport on inland waterways (OpEx A/B/C)	CCM 6.8.	7,9	49%	YES	NO	N/A	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	NO	51%			
Infrastructure enabling low-carbon water transport (OpEx A/B/C)	CCM 6.16.	5,1	31%	YES	NO	N/A	N/A	N/A	N/A	N/A	not assessed		NO	not assessed			36%			
Passenger transport on inland waterways (OpEx A/B/C)	CCM 6.7.	0,6	4%	NO	NO	N/A	N/A	N/A	N/A	N/A	not assessed						3%			
Modernisation of passenger and freight transport on inland waterways (OpEx A/B/C)	CCM 6.9.	0,9	6%	NO	NO	N/A	N/A	N/A	N/A	N/A	not assessed						3%			
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)			14,5	89%														93%		
Total (A.1+A.2)			14,5	89%														93%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy-non-eligible activities			1,8	11%																
Total (A+B)			16,3	100%																

11.6.4. ICP CapEx

Economic Activities (1)	Code (2)	Absolute turnover (3)	Proportion of Turnover (4)	Substantial Contribution Criteria						DNSH criteria							Taxonomy aligned proportion of total turnover, Year N (18)** 2024	Category (enabling activity) (20)
				Climate Change Mitigation (5)*	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity and ecosystems (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)		
		Mil. RON	%	%	%	%	%	%	%	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	Da/Nu	%	F
A. TAXONOMY-ELIGIBLE ACTIVITIES			99%															
A.1. Environmentally sustainable activities (Taxonomy-aligned)				0%	0%	0%	0%	0%	0%								0%	
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)			0,00	0%	0%	0%	0%	0%	0%	YES	YES	YES	YES	YES	YES	YES	0%	0%
A.2 Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																		
Freight transport on inland waterways (CapEx A/B/C)	CCM 6.8.	19,7	11%	YES	NO	N/A	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	NO	69%	
Infrastructure enabling low-carbon water transport (CapEx A/B/C)	CCM 6.16.	152,0	83%	YES	NO	N/A	N/A	N/A	N/A	N/A	not assessed	NO	not assessed				21%	
Passenger transport on inland waterways (CapEx A/B/C)	CCM 6.7.	4,4	2%	NO	NO	N/A	N/A	N/A	N/A	N/A	not assessed						1%	
Modernisation of passenger and freight transport on inland waterways (OpEx A/B/C)	CCM 6.9.	5,4	3%	NO	NO	N/A	N/A	N/A	N/A	N/A	not assessed						4%	
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)			181,5	99%													95%	
Total (A.1+A.2)			181,5	99%													95%	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																		
Turnover of Taxonomy-non-eligible activities			1,1	1%														
Total (A+B)			182,6	100%														

11.6.5. Activities related to nuclear energy and fossil gas

Row	Activities related to nuclear energy	
1.	The undertaking carries out, finances or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with a minimum of waste from the fuel cycle.	NO
2.	The undertaking carries out, finances or has exposures to the construction and safe operation of new nuclear facilities for the generation of electricity or process heat, including for district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using the best available technologies.	NO
3.	The undertaking carries out, finances or has exposures to the safe operation of existing nuclear facilities that generate electricity or process heat, including for district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
Activities related to fossil gas		
4.	The undertaking carries out, finances or has exposures to the construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, finances or has exposures to the construction, refurbishment and operation of installations that combine the generation of heat/cooling and electricity using fossil gaseous fuels.	NO
6.	The undertaking carries out, finances or has exposures to the construction, refurbishment and operation of heat generation installations for heating/cooling that use fossil gaseous fuels.	NO

Annex 1: Impact Screening Results

Code	Sustainability Aspect	Effect	Maximum Materiality Value	Aspect Materiality
Theme E1: Climate Change				
E11	Adaptation to climate change	Positive	0,00	Not material
E12	Climate change mitigation	Negative	3,20	Possibly material
E13	Energy	Negative	3,20	Possibly material
Theme E2: Pollution				
E21	Air pollution	Negative	3,20	Possibly material
E22	Water pollution	Negative	1,60	Not material
E23	Soil pollution	Negative	1,60	Not material
E24	Pollution of living organisms and food resources	Negative	1,60	Not material
E25	Substances of concern	Negative	1,60	Not material
E26	Substances of very high concern	Negative	1,60	Not material
E27	Microplastics	Negative	1,60	Not material
Theme E3: Water and Marine Resources				
E311	Water consumption	Negative	2,80	Possibly material
E312	Water withdrawals	Negative	0,00	Not material
E313	Water discharges	Negative	2,80	Possibly material
E321	Water discharges into oceans	Negative	1,40	Not material
E322	Extraction and use of marine resources	Negative	0,00	Not material
Theme E4: Biodiversity and ecosystems				
E411	Climate Change	Negative	1,60	Not material
E412	Land-use change fresh water-use change and sea-use change	Negative	0,00	Not material
E413	Direct exploitation	Negative	0,00	Not material
E414	Invasive alien species	Negative	0,00	Not material
E415	Pollution	Negative	1,60	Not material
E416	Others	Negative	0,00	Not material
E421	Species population size	Negative	0,00	Not material
E422	Species global extinction risk	Negative	0,00	Not material
E431	Land degradation	Negative	0,00	Not material
E432	Desertification	Negative	0,00	Not material
E433	Soil sealing	Negative	0,00	Not material
E441	Impacts and dependencies on ecosystem services	Negative	0,00	Not material
Theme E5: Circular economy				
E51	Resources inflows including resource use	Negative	2,80	Possibly material
E52	Resource outflows related to products and services	Negative	2,80	Possibly material
E53	Waste	Negative	2,80	Possibly material
Theme S1: Own workforce				
S111	Secure employment	Negative	3,80	Possibly material
S112	Working time	Negative	1,80	Not material
S113	Adequate wages	Negative	3,80	Possibly material
S114	Social dialogue	Negative	1,30	Not material
S115	Freedom of association the existence of works councils and the information consultation and participation rights of workers	Negative	1,30	Not material
S116	Collective bargaining including rate of workers covered by collective agreements	Negative	3,80	Possibly material
S117	Work-life balance	Negative	1,90	Not material
S118	Health and safety	Negative	3,80	Possibly material
S121	Gender equality and equal pay for work of equal value	Negative	1,90	Not material
S122	Training and skills development	Negative	1,90	Not material
S123	Employment and inclusion of persons with disabilities	Negative	1,30	Not material
S124	Measures against violence and harassment in the workplace	Negative	3,80	Possibly material
S125	Diversity	Negative	3,00	Possibly material
S131	Child labour	Negative	1,80	Not material
S132	Forced labour	Negative	1,80	Not material
S133	Adequate housing	Negative	1,30	Not material

Code	Sustainability Aspect	Effect	Maximum Materiality Value	Aspect Materiality
S134	Privacy	Negative	1,90	Not material
Tema S2: Workers in the value chain				
S211	Secure employment	Positive	1,50	Not material
S212	Working time	Positive	1,50	Not material
S213	Adequate wages	Positive	1,50	Not material
S214	Social dialogue	Positive	1,50	Not material
S215	Freedom of association including the existence of work councils	Positive	1,50	Not material
S216	Collective bargaining	Positive	1,50	Not material
S217	Work-life balance	Positive	1,50	Not material
S218	Health and safety	Positive	1,50	Not material
S220	Gender equality and equal pay for work of equal value	Positive	1,50	Not material
S221	Training and skills development	Positive	1,50	Not material
S222	The employment and inclusion of persons with disabilities	Positive	1,50	Not material
S223	Measures against violence and harassment in the workplace	Positive	1,50	Not material
S224	Diversity	Positive	1,50	Not material
S231	Child labour	Positive	1,50	Not material
S232	Forced labour	Positive	1,50	Not material
S233	Adequate housing	Positive	1,50	Not material
S234	Water and sanitation	Positive	1,50	Not material
S235	Privacy	Positive	1,50	Not material
Theme S3: Affected communities				
S311	Adequate housing	Negative	1,40	Not material
S312	Adequate food	Negative	1,40	Not material
S313	Water and sanitation	Negative	1,40	Not material
S314	Land-related impacts	Negative	1,40	Not material
S315	Security-related impacts	Negative	1,40	Not material
S321	Freedom of expression	Negative	1,40	Not material
S322	Freedom of assembly	Negative	1,40	Not material
S323	Impacts on human rights defenders	Negative	1,40	Not material
S331	Free prior and informed consent	Negative	1,40	Not material
S332	Self-determination	Negative	1,40	Not material
S333	Cultural rights	Negative	1,40	Not material
Theme S4: Consumers and endusers				
S411	Privacy	Negative	0,00	Not material
S412	Freedom of expression	Negative	0,00	Not material
S413	Access to (quality) information	Negative	0,00	Not material
S421	Health and safety	Negative	2,00	Possibly material
S422	Security of a person	Negative	0,00	Not material
S423	Protection of children	Negative	0,00	Not material
S431	Non-discrimination	Negative	0,00	Not material
S432	Access to products and services	Negative	0,00	Not material
S433	Responsible marketing practices	Negative	0,00	Not material
Theme G1: Business conduct				
G111	Corporate culture	Negative	3,80	Possibly material
G112	Protection of whistleblowers	Negative	3,80	Possibly material
G113	Animal welfare	Negative	0,00	Not material
G114	Political engagement	Negative	1,90	Not material
G115	Management of relationships with suppliers including payment practices	Negative	1,90	Not material
G21	Corruption and bribery	Negative	1,90	Not material

Annex 2: Results of the materiality analysis of impacts

Sustainability aspect	TTS Impact		Scores					Impact Materiality Level
	Description	Effect	Magnitude	Scope	Remediability	Probability	Materiality	
Theme E1: Climate Change								
Climate change mitigation	Contribution to climate change from CO ₂ emissions of the inland waterway transport segment	Negative	1	3	4	1	2,00	Material impact
Energy	The impact on energy efficiency and energy consumption resulting from the increase in volumes dispatched by TTS Group using land transport modes provided by third parties to the detriment of volumes transported on the Danube with its own fleet, due to low water levels of the Danube	Negative	3	3	4	1	3,20	Material impact
Energy	Diesel consumption of the Inland Transport segment leading to CO ₂ emissions	Negative	1	3	4	1	2,00	Material impact
Theme E2: Pollution								
Pollution of air	Environmental impact caused by exhaust gases generated primarily by the inland waterway transport segment	Negative	1	3	3	1	1,80	Non-material impact
Theme E3: Water and Marine Resources								
Water consumption	Environmental impact of the volumes of water consumed for the normal conduct of operations	Negative	1	1	2	1	1,20	Non-material impact
Water discharges	Environmental impact of the volumes of water discharged for the normal conduct of operations	Negative	1	1	2	1	1,20	Non-material impact
Theme E5: Circular economy								
Resources inflows including resource use	Steel consumption generated by the acquisition of new vessels and the steel required for the repair and maintenance of vessels in operation	Negative	2	1	2	1	1,80	Non-material impact
Resource outflows related to products and services	Full recycling of steel resulting from vessel scrapping and steel waste generated from the repair and maintenance of vessels in operation	Positive	2	1	N/A	1	1,75	Non-material impact
Waste	Soil pollution caused by the storage of non-recyclable waste resulting from current operations (mixed municipal waste)	Negative	2	1	2	1	1,80	Non-material impact
	Use of recyclable waste as secondary raw materials	Positive	2	1	N/A	1	1,75	Non-material impact
Theme S1: Own workforce								
Secure employment	Impact on employees' quality of life resulting from permanent employment	Positive	5	2	N/A	1	4,25	Material impact

Sustainability aspect	TTS Impact		Scores					Impact Materiality Level
	Description	Effect	Magnitude	Scope	Remediability	Probability	Materiality	
Adequate wages	Impact on employees' quality of life resulting from the level of remuneration	Positive	5	2	N/A	1	4,25	Material impact
Collective bargaining including rate of workers covered by collective agreements	Impact on employees' bargaining power regarding working conditions and the terms of employment contracts due to the incomplete coverage of the Group's workforce by collectively negotiated employment contracts	Negative	3	2	2	1	2,60	Material impact
Health and safety	Impact on employees' level of exposure to occupational injury risk resulting from the specific conditions in navigation, port operations, and shipyards	Negative	3	2	4	1	3,00	Material impact
Measures against violence and harassment in the workplace	Impact of the incomplete operationalization and integration at Group level of measures to prevent incidents of workplace violence or harassment on the level of employees' exposure to such incidents	Negative	5	2	2	1	3,80	Material impact
Diversity	Impact of the specific working conditions in navigation and port operations on the gender imbalance among employees	Negative	3	2	4	1	3,00	Material impact
Theme S4: Consumers and end users								
Health and safety	The impact of incidents endangering the life or health of passengers or the safety of goods or vehicles crossing the Danube by ferry in Galați and Isaccea	Negative	5	3	3	0,2	0,84	Non-material impact
Theme G1: Business conduct								
Corporate culture	The incomplete operationalization at group level of TTS Group integrated corporate governance system and its impact on the level of protection of the interests of employees, shareholders, investors and business partners..	Negative	5	3	2	1	4,00	Material impact
Protection of whistleblowers	The level of stakeholders' exposure to the effects of ethics incidents caused by the incomplete operationalization at group level of the integrated whistleblowing management system.	Negative	5	3	2	1	4,00	Material impact

Annex 3: Risk and Opportunity Screening Results

Code	Sustainability aspect	Maximum financial impact score	Aspect materiality
Theme E1: Climate Change			
E11	Climate change adaptation	4,00	Possibly material
E12	Climate change mitigation	2,00	Possibly material
E13	Energy	2,00	Possibly material
Theme E2: Pollution			
E21	Air pollution	2,00	Possibly material
E22	Water pollution	2,00	Possibly material
E23	Soil pollution	1,00	Not material
E24	Pollution of living organisms and food resources	1,00	Not material
E25	Substances of concern	0,00	Not material
E26	Substances of very high concern	0,00	Not material
E27	Microplastics	0,00	Not material
Theme E3: Water and Marine Resources			
E311	Water consumption	0,00	Not material
E312	Water abstraction	0,00	Not material
E313	Wastewater discharge	0,00	Not material
E321	Wastewater discharge into oceans	1,00	Not material
E322	Extraction and use of marine resources	0,00	Not material
Theme E4: Biodiversity and Ecosystems			
E411	Climate change	0,00	Not material
E412	Land, freshwater and marine use change	0,00	Not material
E413	Direct exploitation	0,00	Not material
E414	Invasive alien species	0,00	Not material
E415	Pollution	1,00	Not material
E416	Other	0,00	Not material
E421	Species population size	0,00	Not material
E422	Global extinction risk of species	0,00	Not material
E431	Soil degradation	0,00	Not material
E432	Desertification	0,00	Not material
E433	Soil sealing	0,00	Not material
E441	Impacts and dependencies on ecosystem services	0,00	Not material
Theme E5: Circular Economy			
E51	Resource inputs, including resource use	2,00	Possibly material
E52	Resource outputs related to products and services	1,00	Not material
E53	Waste	1,00	Not material
Theme S1: Own Workforce			
S111	Job security	0,00	Not material
S112	Working time	0,00	Not material
S113	Adequate wages	1,00	Not material
S114	Social dialogue	0,00	Not material
S115	Freedom of association, consultation and participation of workers	0,00	Not material
S116	Collective bargaining and collective agreements	1,00	Not material
S117	Work-life balance	1,00	Not material
S118	Health and safety	1,00	Not material
S121	Gender equality and equal pay for work of equal value	0,00	Not material
S122	Training and skills development	0,00	Not material
S123	Employment and inclusion of persons with disabilities	0,00	Not material
S124	Measures against workplace violence and harassment	1,00	Not material

Code	Sustainability aspect	Maximum financial impact score	Aspect materiality
S125	Diversity	0,00	Not material
S131	Child labour	0,00	Not material
S132	Forced labour	0,00	Not material
S133	Adequate housing	0,00	Not material
S134	Privacy	1,00	Not material
Theme S2: Workers in the Value Chain			
S211	Safe jobs	0,00	Not material
S212	Working time	0,00	Not material
S213	Adequate wages	0,00	Not material
S214	Social dialogue	0,00	Not material
S215	Freedom of association, works councils	0,00	Not material
S216	Collective bargaining	0,00	Not material
S217	Work-life balance	0,00	Not material
S218	Health and safety	0,00	Not material
S220	Gender equality and equal pay for work of equal value	0,00	Not material
S221	Training and skills development	0,00	Not material
S222	Employment and inclusion of persons with disabilities	0,00	Not material
S223	Measures against workplace violence and harassment	0,00	Not material
S224	Diversity	0,00	Not material
S231	Child labour	0,00	Not material
S232	Forced labour	0,00	Not material
S233	Adequate housing	0,00	Not material
S234	Water and sanitation	0,00	Not material
S235	Privacy	0,00	Not material
Theme S3: Affected Communities			
S311	Adequate housing	0,00	Not material
S312	Adequate food	0,00	Not material
S313	Water and sanitation	0,00	Not material
S314	Soil-related impacts	0,00	Not material
S315	Security-related impacts	0,00	Not material
S321	Freedom of expression	0,00	Not material
S322	Freedom of assembly	0,00	Not material
S323	Impact on human rights defenders	0,00	Not material
S331	Free, prior and informed consent	0,00	Not material
S332	Self-determination	0,00	Not material
S333	Cultural rights	0,00	Not material
Theme S4: Consumers and End Users			
S411	Privacy	0,00	Not material
S412	Freedom of expression	0,00	Not material
S413	Access to (quality) information	0,00	Not material
S421	Health and safety	1,00	Not material
S422	Personal security	0,00	Not material
S423	Child protection	0,00	Not material
S431	Non-discrimination	0,00	Not material
S432	Access to products and services	0,00	Not material
S433	Responsible marketing practices	0,00	Not material
Theme G1: Business Conduct			
G111	Corporate culture	1,00	Not material
G112	Whistleblower protection	1,00	Not material
G113	Animal welfare	0,00	Not material
G114	Political engagement and lobbying activities	0,00	Not material
G115	Supplier relationship management and payment practices	1,00	Not material
G21	Corruption and bribery	1,00	Not material

Annex 4: Climate hazards screening results

Type	Climate hazard	River transport	Port operations Constanța
Temperature-related hazards			
Chronic	Increase in air temperature River transport and port operations activities are not directly affected by changes in air temperature, but through the indirect effects of the chronicization of droughts in the lower Danube basin on the level of demand for transport and handling services for agricultural products. Although there are no climate scenario-based datasets with the granularity required to assess materiality, the analysis of indirect effects of temperature changes is necessary taking into account other factors.	Potentially material	
	Increase in Danube water temperature 1/ The temperature of Danube waters affects aquatic ecosystems, but does not affect river transport activity. 2/ Not applicable for port operations in Constanța.	No effect	N/A
	Increase in Black Sea temperature 1/ Not applicable for Danube river transport activity. 2/ Sea water temperature affects marine ecosystems, but does not affect port infrastructure and superstructures.	N/A	No effect
	Heat stress A detailed analysis is required taking into account, where available, data provided by climate scenario-based models.	Information unavailable	Potentially material
	Temperature variability River transport and port operations activities are not dependent on the degree of air temperature variability.	No effect	
	Permafrost thawing Permafrost forms only in Arctic/subarctic areas. Romania is located in a temperate-continental climate zone, where conditions for permafrost formation do not exist.	N/A	
	Acute	Heatwave (extreme heat) A detailed analysis is required taking into account, where available, data provided by climate scenario-based models.	Information unavailable
Cold wave/freezing A detailed analysis is required taking into account, where available, data provided by climate scenario-based models.		Information unavailable	Potentially material

Type	Climate hazard	River transport	Port operations Constanța
	Wildfire 1/ Not applicable for Danube river transport activity. 2/ Forest fires affect forested land areas and adjacent zones. Port Constanța is built in an industrial area, without forests in proximity.		N/A
Wind-related hazards			
Chronic	Change in wind patterns River transport and port operations activities are not dependent on changes in wind patterns.		No effect
	Cyclone, hurricane, typhoon 1/ Not applicable for Danube river transport activity. 2/ The Black Sea does not present conditions for such phenomena (water temperature above 26°C and significant Coriolis force, conditions specific to tropical areas).		N/A
Acute	Marine storms 1/ Not applicable for Danube river transport activity. 2/ For port operations in Constanța, a detailed analysis is required based on climate scenario data.	N/A	Potentially material
	Tornado 1/ Not applicable for Danube river transport activity. 2/ Extremely rare phenomena in Romania (1–2 cases/10 years), with short duration and low intensity (F0–F1). No tornado has been recorded in the Constanța area in the last 50 years.		N/A
Water-related hazards			
	Change in precipitation patterns Does not affect river transport and port operations activities.		No effect
	Variability of precipitation or hydrological variability River transport and port operations activities are not dependent on the degree of precipitation variability.		No effect
Chronic	Black Sea acidification 1/ Not applicable for Danube river transport activity. 2/ A biochemical phenomenon affecting marine ecosystems, NOT port infrastructure and superstructures (berths, cranes, buildings).		N/A
	Saline intrusion 1/ Not applicable for Danube river transport activity. 2/ Saline intrusion affects water quality in aquifers when the natural balance between freshwater and seawater is disrupted.		N/A
	Increase in Black Sea level	N/A	Potentially material

Type	Climate hazard	River transport	Port operations Constanța
	1/ Not applicable for Danube river transport activity. 2/ For port operations in Constanța, a detailed analysis is required, where available, based on climate scenario data.		
	Water stress Water stress is a phenomenon affecting freshwater resources caused by their deterioration in quantitative terms (overexploitation of aquifers) and qualitative terms (eutrophication, contamination, saline intrusion).		N/A
Water-related hazards (cont.)			
Acute	Drought 1/ For Danube river transport activity, a detailed analysis is required based on climate scenario data, where available. 2/ Not applicable for port operations in Constanța.	Potentially material	N/A
	Heavy precipitation 1/ Not applicable for Danube river transport activity. 2/ For port operations in Constanța, a detailed analysis is required based on climate scenario data, where available.	N/A	Potentially material
	Coastal flooding (Constanța) 1/ Not applicable for Danube river transport activity. 2/ For port operations in Constanța, a detailed analysis is required based on climate scenario data, where available.	N/A	Potentially material
	River flooding (Danube) 1/ Not applicable for Danube river transport activity. 2/ Not applicable for port operations in Constanța.		N/A
	Pluvial flooding 1/ Not applicable for Danube river transport activity. 2/ For port operations in Constanța, a detailed analysis is required based on climate scenario data, where available.	N/A	Potentially material
	Glacial lake outburst flood A phenomenon specific to areas with glaciers or ice caps. In Romania, located in a temperate-continental climate zone, there are no geographical areas that allow glacier formation.		N/A
	Soil-related hazards		
Chronic	Coastal erosion 1/ Not applicable for Danube river transport activity. 2/ Coastal erosion affects beaches and unprotected coastal areas. It does not affect the Constanța port basin, which is protected by offshore breakwaters built from concrete units.		N/A

Type	Climate hazard	River transport	Port operations Constanța
	<p>Soil degradation</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Soil degradation represents a deterioration of soil quality and its capacity to function as a living ecosystem, with effects on agricultural productivity and ecological balances in the affected area.</p> <p>It does not affect Port Constanța, which is built in an urban/industrial area.</p>		N/A
Soil-related hazards (cont.)			
Chronic	<p>Soil erosion</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Soil erosion represents the gradual destruction up to disappearance of the topsoil layer, which plays an essential role in plant development and maintaining ecological balance.</p> <p>It does not affect Port Constanța, which is built in an urban/industrial area.</p>		N/A
	<p>Solifluction</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Solifluction represents the slow downslope movement of soil due to water saturation of surface deposits.</p> <p>It does not affect Port Constanța, which is built in a flat coastal area, without slopes.</p>		N/A
Acute	<p>Avalanche</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Avalanches occur in mountainous areas with accumulated snow on slopes steeper than 30°.</p> <p>It does not affect the Constanța area, located on the Dobrogea plateau, in a flat coastal area (altitude 0–50 m), without slopes and without mountains nearby.</p>		N/A
	<p>Landslide</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Occur on slopes with inclination greater than 15°, composed of clay soils and under water saturation conditions.</p> <p>It does not affect Port Constanța, built on flat land, on consolidated foundations.</p>		N/A
	<p>Subsidence (collapse)</p> <p>1/ Not applicable for Danube river transport activity.</p> <p>2/ Subsidence is a process of gradual sinking of the Earth's crust, most commonly in sedimentary basins.</p> <p>It does not affect Port Constanța, which is built in an area without natural or anthropogenic processes that could cause subsidence.</p>		N/A

Annex 5: Results of the Materiality Analysis of Risks and Opportunities

I. Risks common to Danube river transport and port operations in Constanța

Aspect	Effect	Analysis
Climate change adaptation	Physical risk	<p>Climate hazard: Change in air temperature [Cod: RE11.1] Risk of reduced demand for Danube river transport and port operations in Constanța for agricultural products in the lower Danube basin (Romania, Bulgaria, Serbia, Hungary) as an effect of chronic droughts</p> <p>Increase in average annual temperature $\approx 3,22$ °C (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Analysis The level of demand for Danube river transport and port operations in Constanța for agricultural products is determined by the volume exported from the lower Danube basin through Port Constanța, which is primarily driven by the balance between supply and demand for agricultural products in international markets, and only subsequently by the level of volumes available for export (as observed in recent years, including under record agricultural harvest levels in 2025).</p> <p>Therefore, although the level of harvests in the region, affected in the long term by the aridification trend of land as a result of the chronicization of droughts (Romania's Climate State 2024), is the determining factor for the level of volumes available for export, the level of exports is primarily determined by price levels in international agricultural commodity markets</p> <p>Consequently, both the estimation of the effects of chronic droughts on the demand for Danube river transport and port operations in Constanța for agricultural products, and the assessment of the magnitude of the associated risk, are extremely difficult to perform.</p> <p>On the other hand, the risk is at least partially mitigated through the geographical diversification strategy (TTS serves markets in Romania, Bulgaria, Serbia, Hungary), which reduces demand variability for services, and through diversification of the cargo portfolio (TTS transports and handles mineral and chemical goods in addition to agricultural products).</p> <p>Conclusion: Under these conditions, in our assessment, the magnitude of the risk cannot exceed RON 397,1 mil. (50% of the average annual revenue 2020–2024)</p>

II. Risks and opportunities related to Danube river transport activity

Aspect	Effect	Description
Climate Change Adaptation (cont.)	Physical risk	<p>Climate hazard: Drought [Code: RE11.2] The recurrent risk of disruption of navigation on the Danube caused by prolonged severe droughts leading to low Danube water levels</p> <p>1/ The financial risk was assessed using three scenarios⁴⁰: Base scenario: Recurrence of severe droughts: once every 20 years Neutral scenario: Recurrence of severe droughts: once every 10 years Pessimistic scenario: Recurrence of severe droughts: once every 5 years</p> <p>2/ The reference year for calculating the recurrence of droughts was 2022</p>

⁴⁰ Emissions-related climate scenarios were not used in the risk assessment, as no climate scenarios with the necessary level of granularity were identified to provide useful information for analyzing the risk of navigation disruption on the Danube

Aspect	Effect	Description	Ma
		<p>3/ For each scenario, the net present value of the effects on TTS revenues due to navigation interruption over a 2-month period, during 2025–2026 (2 full cycles in the base scenario), was calculated</p> <p>4/ The revenue shortfall caused by the navigation interruption was calculated using the most pessimistic variant, namely under the assumption that during the navigation interruption period, all revenues from transport and/or port operations related to cargo flows that cross the Giurgiu area are entirely lost.</p> <p>5/ The estimated value of revenue losses caused by the navigation interruption is based on the estimated effect of navigation interruption during the months of July and August 2024, taking into account a compound annual growth rate of 2%.</p> <p>6/ The rate used in the net present value calculations is 5% per year.</p> <p>7/ The magnitude was estimated as the difference between the net present values of the neutral and pessimistic scenarios and the net present value of the base scenario</p> <p>8/ The manifestation probabilities were 0.8 for the neutral scenario and 0.5 for the pessimistic scenario</p> <p>9/ The maximum materiality value resulted in the neutral scenario</p>	
	Opportunity	<p>[Code: OE11.1] Development of river infrastructure on the Danube, in particular through the construction of multimodal port terminals, increasing transshipment capacity and ensuring good navigability (NAIADES III Action Plan of the European Commission to increase the role of inland waterways in European transport)</p> <p>The implementation of the NAIANES III Plan would have positive effects for TTS on two levels:</p> <ul style="list-style-type: none"> - increase in cargo volumes transported by NAVROM fleet, well positioned for containerized cargo transport - increase in revenues due to the reduction or elimination of periods of interruption of navigation on the Danube as a result of the regulation of navigable channels <p>In TTS assessment, the combined financial effect may exceed RON 397,1 mil. (50% of the average annual revenue 2020–2024)</p>	
	Opportunity	<p>[Code: OE11.2] FAIRway Danube II Project</p> <p>FAIRway Danube II is a transnational project involving Austria, Slovakia, Hungary, Croatia, Bulgaria and Romania, aimed at improving navigation conditions (the navigable fairway) on the Danube and increasing the resilience to climate change, sustainability and attractiveness of Danube inland waterway transport.</p> <p>One of the project components that may have a material impact on TTS Group's activity, and in which NAVROM is directly involved, aims to improve navigation conditions on the Danube in critical areas with insufficient depths (fairway bottlenecks), one located in Romania (Zimnicea) and one in Croatia (in the area where the Drava flows into the Danube).</p> <p>By using special mobile equipment, the project proposes practical solutions for managing the navigable fairway and maintaining it at a level sufficient for navigation during periods of low Danube discharge. This unique approach represents an innovative technical solution for improving navigation conditions during low-flow periods of the Danube, is non-invasive and does not have a permanent impact on habitats and ecosystems.</p> <p>The project addresses one of the major issues faced by Danube navigation and represents an opportunity for NAVROM to leverage its expertise in operating river equipment and to actively contribute to innovative solutions for improving navigation conditions on the Danube, thus bringing material benefits for NAVROM in its position as market leader.</p>	
Climate Change Mitigation	Physical risk	<p>[Cod: RE12.1] Risk of Replacing Diesel Engines with Zero CO₂ Emission Propulsion Systems</p> <p>Zero CO₂ emission propulsion technologies (along with the supporting infrastructure) are insufficiently developed to be applicable to inland waterway transport.</p> <p>As a result, although the investment required to repower the push boat fleet is high, the probability of this risk materializing is low.</p>	
Energy	Risk	<p>[Cod: RE13.1] Risk of diesel price increase</p>	

Aspect	Effect	Description	Ma
		The risk is almost entirely covered through contractual clauses with compensatory effect, with a maximum delay of two weeks between the moment of price changes and the moment of tariff adjustments, which is why the magnitude of the effects is low.	
Air Pollution	Risk	<p>[Code: RE21.1] Risk of mandatory migration to Stage V engine technology through legislative intervention</p> <p>1/ The risk was assessed under the assumption of the re-engining of NAVROM fleet.</p> <p>2/ The magnitude was evaluated based on two scenarios:</p> <p style="padding-left: 20px;">Base scenario: Re-motorization at the end of the normal operating life, as follows: Lot 1 (7 pushers): 2041–2044 Lot 2 (8 pushers): 2059–2064 Lot 3 (4 pushers): 2064–2078</p> <p style="padding-left: 20px;">Accelerated scenario: Re-motorization brought forward by one capital repair cycle, as follows: Lot 1: 2035 - 2038 Lot 2: 2045 - 2049 Lot 3: 2054 - 2063</p> <p>2/ The reference year for calculating the remaining service life of each pusher is 2024</p> <p>3/ The durations of the capital repair cycles are as follows: 24,000 hours for Lot 1 (until re-motorization) 55,000 hours for Lot 2 and 1 pusher from Lot 3 (until re-motorization) 35,000 hours for 3 pushers from Lot 3 (until re-motorization) 55,000 hours for all pushers after re-motorization</p> <p>5/ The average operating regime considered: 4,000 hours/year</p> <p>6/ The financial effects included in the magnitude assessment: Estimated cost of a capital repair: EUR 380k Annual additional operating cost for Stage V engines: EUR 120k per pusher Estimated cost of a re-motorization: EUR 1.5 million</p> <p>7/ For each scenario, the net present value was calculated for the 2025–2078 period, using as discount rate the yield of 30-year U.S. TIPS (Treasury Inflation Protected Securities) as of 31.12.2024: 2.478%</p> <p>8/ The estimated magnitude of the financial risk was calculated as the difference between the net present value of the accelerated scenario and that of the base scenario</p>	
Water Pollution	Risk	<p>[Code: RE22.1] Risk of accidental pollution from cargo spills as a result of navigation accidents</p> <p>The risk is negligible due to the low capacity of transport units (barges: 1.500 – 3.000 tons), the types of cargo transported (ore, metallurgical coal, bauxite, agricultural products, fertilizers) and the low frequency of navigation accidents</p>	
Resource Inputs, Including Resource Use	Risk	<p>[Cod: RE51.1] Risk of steel price increase</p> <p>The risk is negligible due to the low requirement for steel plates for vessel repairs (maximum 1,500 tons/year)</p>	

III. Risks and opportunities related to port operations in Constanța

Aspect	Effect	Analysis	Magnitude Score	Probability Score	Materiality	Degree of materiality
Climate Change Adaptation	Physical risk	<p>Climate hazard: Heat stress [Code: RE11.3] Risk of reduced activity under persistent severe heat stress conditions</p> <p>Methodology: 1/ Heat stress was assessed based on the Temperature–Humidity Index (THI) 2/ Available datasets have monthly resolution. Therefore, the values used to assess heat stress levels are monthly average THI and the number of months/year with THI ≥ 80 (accepted proxy)</p> <p>Results: Estimated average THI (2041–2050): ~15,0 Average number of months/year with THI ≥ 80 (2041–2050): 0</p> <p>Analysis and conclusion: Heat stress does not affect port infrastructure or superstructures, but affects personnel, especially those working at berths. Given that climate projections do not indicate an observable number of months with THI ≥ 80, the probability of occurrence of severe heat stress conditions is negligible</p>	1	0,0	0,00	Negligible
	Physical risk	<p>Climate hazard: Increase in Black Sea level [Code: RE11.4] Risk of reduced activity due to reduced berth elevation levels limiting operational capacity as a result of the increase in Black Sea level.</p> <p>Estimated cumulative increase in Black Sea level: ≈ 18 cm (SSP5–8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Conclusion: The increase in Black Sea level does not generate a material level of risk as the current depth of the berths operated by TTS Group is approximately 2,5 m.</p>	0	1,0	0,00	Negligible

Aspect	Effect	Analysis	Magnitude Score	Probability Score	Materiality	Degree of materiality
Climate Change Adaptation	Physical risk	<p>Climate hazard: Heatwave (extreme heat) [Code: RE11.5] Risk of temporary reduction in operating pace and increase in operating costs</p> <p>Methodology: As no climate projection-based data sources forecasting heatwave evolution were identified, the analysis used as proxy the number of days with maximum temperatures ≥ 35 °C and ≥ 40 °C</p> <p>Results: Number of days/year Tmax ≥ 35 °C: +15,8 (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019) Number of days/year Tmax ≥ 40 °C: 0 (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Analysis and conclusion: 1/ In the absence of heatwave data, the risk assessment was based on the most pessimistic scenario, namely that the projected additional days represent consecutive days 2/ The financial effects of heatwaves are generated by measures taken to improve working conditions for workers at operating berths: <ul style="list-style-type: none"> reduction of operating pace during daytime, due to reduced intensity and pace of physical activities, alternating dynamic with static effort and alternating working periods with rest periods in shaded areas; additional expenses for maintaining workers' health, such as providing 2–4 liters of mineral water/person/shift 3/ The magnitude of the risk is extremely difficult to assess as it directly depends on the evolution of operating technologies, which may reduce the number of workers required to perform a given volume of operations. In TTS assessment, the combined financial effect cannot exceed RON 39,7 mil. (5% of the average annual revenue 2020–2024).</p>	1,00	0,8	0,80	Observable
	Physical risk	<p>Climate hazard: Cold wave/freezing [Code: RE11.6] Risk of temporary interruption of activity</p> <p>Methodology: As no climate projection-based data sources forecasting cold wave/freezing evolution were identified, the analysis used as proxy the number of days with maximum temperatures < 0 °C.</p> <p>Results: Number of days/year Tmax < 0°C: –23,1 (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Conclusion: Given that climate projections indicate a decreasing number of days with maximum temperatures < 0 °C, the probability of risk occurrence is negligible.</p>	1	0	0,00	Negligible

Aspect	Effect	Analysis	Magnitude Score	Probability Score	Materiality	Degree of materiality
Climate Change Adaptation	Physical risk	<p>Climate hazard: Marine storms [Code: RE11.7] Risk of temporary interruption of activity due to persistent wind with intensity > 20 m/s</p> <p>Methodology: As no climate projection-based data sources forecasting high-intensity wind events with daily resolution were identified, the analysis used as proxy percentiles 95 (P95) and 99 (P99), representing the monthly average wind intensity values for which 95%, respectively 99% for P99, of calculated data points do not exceed these values, as well as the number of months in 2041–2050 in which these values are exceeded.</p> <p>Results: 95th percentile of monthly average wind intensity: 6.6 m/s (SSP5-8.5, 2041–2050) Number of months in P95 (2041–2050): 6 99th percentile of monthly average wind intensity: 7,0 m/s (SSP5-8.5, 2041–2050) Number of months in P99 (2041–2050): 2</p> <p>Analysis and conclusion: 1/ The value of 20 m/s wind intensity is the threshold which, when persistently exceeded, leads to interruption of port activity. Consequently, periods of high wind intensity generate financial losses for all port operators. 2/ As climate projections do not indicate increased frequency or persistence suggesting systemic wind intensification, in TTS assessment the magnitude of the risk cannot exceed 5% of the average annual revenue 2020–2024.</p>	1	1,0	1,00	Observable
	Physical risk	<p>Climate hazard: Heavy precipitation [Code: RE11.8] Risk of temporary interruption of activity</p> <p>Methodology: The analysis used as proxy the number of days with precipitation ≥ 20 l/mp.</p> <p>Results: Number of days/year with precipitation ≥ 20 l/mp: +0,9 (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Conclusion: Given that climate projections do not indicate a significant increase in the number of days with precipitation ≥ 20 l/m², the probability of risk occurrence is negligible.</p>	0	0,0	0,00	Negligible

Aspect	Effect	Analysis	Magnitude Score	Probability Score	Materiality	Degree of materiality
	Physical risk	<p>Climate hazard: Pluvial flooding [Code: RE11.9] Risk of temporary interruption of activity</p> <p>Methodology: The analysis used as proxy the number of days with precipitation ≥ 50 l/mp.</p> <p>Results: Number of days/year with precipitation ≥ 50 l/mp: +0,45 (SSP5-8.5, Δ average level 2041–2050 vs 1990–2019)</p> <p>Conclusion: Given that climate projections do not indicate a significant increase in the number of days with precipitation ≥ 50 l/m², the probability of risk occurrence is negligible.</p>	0	0,0	0,00	Negligible

Annex 6: List of datapoints in cross-cutting and topical standards deriving from other EU legislation (ESRS 2 Appendix B)

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
ESRS 2 GOV-1 Gender diversity of the Board of Directors, paragraph 21 (d)	Indicator no. 13 in Table #1 of Annex		Delegated Regulation (EU) 2020/1816 ⁴⁵ , Annex II	Indicator no. 13 in Table #1 of Annex	11.3.1.
ESRS 2 GOV-1 Percentage of independent board members, paragraph 21 (e)			Delegated Regulation (EU) 2020/1816, Annex II		11.3.1.
ESRS 2 GOV-4 Statement on due diligence, paragraph 30	Indicator no. 10 Table #3 in Annex 1				11.6.
ESRS 2 SBM-1 Involvement in activities related to fossil fuels, paragraph 40 (d) (i)	Indicators no. 4 Table #1 in Annex 1	Article 449a of Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453 ⁴⁶ Table 1:	Delegated Regulation (EU) 2020/1816, Annex II		11.8.

⁴¹ Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (Sustainable Finance Disclosure Regulation) (OJ L 317, 9.12.2019, p. 1).

⁴² Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 (Capital Requirements Regulation "CRR") (OJ L 176, 27.6.2013, p. 1).

⁴³ Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No. 596/2014 (OJ L 171, 29.6.2016, p. 1).

⁴⁴ Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No. 401/2009 and (EU) 2018/1999 (European Climate Law) (OJ L 243, 9.7.2021, p. 1).

⁴⁵ Commission Delegated Regulation (EU) 2020/1816 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards the explanation in the benchmark statement of how environmental, social and governance factors are reflected in each benchmark provided and published (OJ L 406, 3.12.2020, p. 1).

⁴⁶ Commission Implementing Regulation (EU) 2022/2453 of 30 November 2022 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/637 as regards the disclosure of environmental, social and governance risks (OJ L 324, 19.12.2022, p. 1).

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
		Qualitative information on environmental risk and Table 2: Qualitative information on social risk			
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40 (d) (ii)	Indicator no. 9 Table #2 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40 (d) (iii)	Indicator no. 14 Table #1 in Annex 1		Delegated Regulation (EU) 2020/1818 ⁴⁷ , Article 12(1); Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco, paragraph 40 (d) (iv)			Delegated Regulation (EU) 2020/1818, Article 12(1); Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS E1-1 Transition plan for climate neutrality by 2050, paragraph 14				Regulation (EU) 2021/1119, Article 2(1)	11.13.1.
ESRS E1-1 Undertakings excluded from Paris-aligned benchmarks, paragraph 16 (g)		Article 449a Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate transition risk: credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 12(1)(d)-(g) and Article 12(2)		Not material
ESRS E1-4 GHG emission reduction targets, paragraph 34	Indicator no. 4 Table #2 in Annex 1	Article 449a Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 6		Not material

⁴⁷ Regulamentul delegat (UE) 2020/1818 al Comisiei din 17 iulie 2020 de completare a Regulamentului (UE) 2016/1011 al Parlamentului European și al Consiliului în ceea ce privește standardele minime pentru indicii de referință UE pentru tranziția climatică și indicii de referință ai UE aliniați la Paris (JO L 406, 3.12.2020, p. 17)

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
ESRS E1-5 Energy consumption from fossil sources by source (high climate impact sectors only), paragraph 38	Indicator no. 5 Table #1 and Indicator no. 5 Table #2 in Annex 1				11.13.5.
ESRS E1-5 Energy consumption and energy mix, paragraph 37	Indicator no. 5 Table #1 in Annex 1				11.13.5.
ESRS E1-5 Energy intensity associated with high climate impact sectors, paragraphs 40–43	Indicator no. 6 Table #1 in Annex 1				11.13.5.
ESRS E1-6 Gross Scope 1, 2, 3 and total GHG emissions, paragraph 44	Indicators no. 1 and 2 Table #1 in Annex 1	Article 449a Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate transition risk	Delegated Regulation (EU) 2020/1818, Article 5(1), Articles 6 and 8(1)		11.13.6.
ESRS E1-6 Gross GHG emission intensity, paragraphs 53–55	Indicator no. 3 Table #1 in Annex 1	Article 449a Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate transition risk	Delegated Regulation (EU) 2020/1818, Article 8(1)		11.13.6.
ESRS E1-7 GHG removals and carbon credits, paragraph 56				Regulation (EU) 2021/1119, Article 2(1)	Not material
ESRS E1-9 Exposure of reference portfolio to physical risks, paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II; Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS E1-9 Breakdown of monetary amounts by acute and chronic physical risk, paragraph 66 (a) ESRS E1-9 Location of material assets exposed to material physical risk, paragraph 66 (c)		Article 449a of Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453, points 46 and 47; Template 5: Banking book – Climate change physical risk: exposures subject to physical risk			Not material
ESRS E1-9 Breakdown of the carrying		Article 449a of Regulation (EU) No. 575/2013; Commission			Not material

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
amount of real estate assets by energy efficiency classes, paragraph 67 (c)		Implementing Regulation (EU) 2022/2453, point 34; Template 2: Banking book – Climate transition risk: loans secured by immovable property – energy efficiency of collateral			
ESRS E1-9 Degree of exposure of the portfolio to climate-related options, paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II		Not material
ESRS E2-4 Quantity of each pollutant listed in Annex II to the E-PRTR Regulation emitted to air, water and soil, paragraph 28	Indicator no. 8 Table #1; Indicators no. 1, 2, 3 Table #2 in Annex 1				Not material
ESRS E3-1 Water and marine resources, paragraph 9	Indicator no. 7 Table #2 in Annex 1				Not material
ESRS E3-4 Total water recycled and reused, paragraph 28 (c)	Indicator no. 6.2 Table #2 in Annex 1				Not material
ESRS E3-1 Sustainable oceans and seas, paragraph 14	Indicator no. 12 Table #2 in Annex 1				Not material
ESRS E3-4 Total water recycled and reused, paragraph 28 (c)	Indicator no. 6.2 Table #2 in Annex 1				Not material
ESRS E3-4 Total water consumption in m ³ per net revenue from own operations, paragraph 29	Indicator no. 6.1 Table #2 in Annex 1				Not material
►C1 ESRS 2 - SBM 3 - E4 paragraph 16 (a) (i) i ◀	Indicator no. 7 Table #1 in Annex 1				Not material
►C1 ESRS 2 - SBM 3 - E4 paragraph 16 (b) ◀	Indicator no. 10 Table #2 in Annex 1				Not material
►C1 ESRS 2 - SBM 3 - E4 paragraph 16 (c) ◀	Indicator no. 14 Table #2 in Annex 1				Not material
ESRS E4-2 Sustainable land/agriculture	Indicator no. 11 Table #2 in Annex 1				Not material

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
practices or policies, paragraph 24 (b)					
ESRS E4-2 Sustainable ocean/sea practices or policies, paragraph 24 (c)	Indicatorul numărul 12 Tabelul #2 din anexa 1				Not material
ESRS E4-2 Deforestation prevention policies, paragraph 24 (d)	Indicator no. 15 Table #2 in Annex 1				Not material
ESRS E5-5 Non-recycled waste, paragraph 37 (d)	Indicator no. 13 Table #2 in Annex 1				Not material
ESRS E5-5 Hazardous and radioactive waste, paragraph 39	Indicator no. 9 Table #1 in Annex 1				Not material
ESRS 2 - SBM3 - S1 Risk of incidents of forced labour, paragraph 14 (f)	Indicator no. 13 Table #3 in Annex I				Not material
ESRS 2 - SBM3 - S1 Risk of incidents of child labour, paragraph 14 (g)	Indicator no. 12 Table #3 in Annex I				Not material
ESRS S1-1 Human rights policy commitments, paragraph 20	Indicator no. 9 Table #3 and Indicator no. 11 Table #1 in Annex 1				11.14.1.
ESRS S1-1 Due diligence policies regarding the matters covered by the fundamental conventions of the International Labour Organization 1–8, paragraph 21			Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS S1-1 Processes and measures for the prevention of human trafficking, paragraph 22	Indicator no. 11 Table #3 in Annex I				Not material
ESRS S1-1 Policy or management system for the prevention of	Indicator no. 1 Table #3 in Annex I				11.14.1.

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
occupational accidents, paragraph 23					
ESRS S1-3 Grievance mechanisms, paragraph 32 (c)	Indicator no. 5 Table #3 in Annex 1				11.14.3.
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88 (b) and (c)	Indicator no. 2 Table #3 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		11.14.10.
ESRS S1-14 Number of days lost due to injuries, accidents, fatalities or illness, paragraph 88 (e)	Indicator no. 3 Table #3 in Annex I				Not material
ESRS S1-16 Unadjusted gender pay gap, paragraph 97 (a)	Indicator no. 12 Table #1 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		11.14.11.
ESRS S1-16 CEO pay ratio, paragraph 97 (b)	Indicator no. 8 Table #3 in Annex 1				11.14.11.
ESRS S1-17 Incidents of discrimination, paragraph 103 (a)	Indicator no. 7 Table #3 in Annex 1				11.14.12.
►C1 ESRS S1-17 Non-compliance with the UN Guiding Principles on Business and Human Rights and OECD Guidelines, paragraph 104 (a) ◀	Indicator no. 10 Table #1 and Indicator no. 14 Table #3 in Annex I		Delegated Regulation (EU) 2020/1816, Annex II; Delegated Regulation (EU) 2020/1818, Article 12(1)		11.14.12.
ESRS 2 - SBM3 – S2 Material risk of child labour or forced labour in the value chain, paragraph 11 (b)	Indicators no. 12 and no. 13 Table #3 in Annex I				Not material
ESRS S2-1 Human rights policy commitments, paragraph 17	Indicator no. 9 Table #3 and Indicator no. 11 Table #1 in Annex 1				Not material
ESRS S2-1 Policies related to workers in the value chain, paragraph 18	Indicator no. 11 and no. 4 Table #3 in Annex 1				Not material
ESRS S2-1 Non-compliance with the UN Guiding Principles on Business and Human Rights	Indicator no. 10 Table #1 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II; Delegated		Not material

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
and OECD Guidelines, paragraph 19			Regulation (EU) 2020/1818, Article 12(1)		
ESRS S2-1 Due diligence policies regarding the matters covered by the fundamental conventions of the International Labour Organization 1–8, paragraph 19			Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS S2-4 Issues and incidents related to human rights in its upstream and downstream value chain, paragraph 36	Indicator no. 14 Table #3 in Annex 1				Not material
ESRS S3-1 Human rights policy commitments, paragraph 16	Indicator no. 9 Table #3 in Annex 1 and Indicator no. 11 Table #1 in Annex 1				Not material
►C1 ESRS S3-1 Non-compliance with the UN Guiding Principles on Business and Human Rights, ILO principles or OECD Guidelines, paragraph 17 ◀	Indicator no. 10 Table #1 Annex 1		Delegated Regulation (EU) 2020/1816, Annex II; Delegated Regulation (EU) 2020/1818, Article 12(1)		Not material
ESRS S3-4 Issues and incidents related to human rights, paragraph 36	Indicator no. 14 Table #3 in Annex 1				Not material
ESRS S4-1 Policies regarding consumers and end-users, paragraph 16	Indicator no. 9 Table #3 and Indicator no. 11 Table #1 in Annex 1				Not material
ESRS S4-1 Non-compliance with the UN Guiding Principles on Business and Human Rights and OECD Guidelines, paragraph 17	Indicator no. 10 Table #1 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II; Delegated Regulation (EU) 2020/1818, Article 12(1)		Not material
ESRS S4-4 Issues and incidents related to human rights, paragraph 35	Indicator no. 14 Table #3 in Annex 1				Not material

Disclosure requirement and related datapoints	SFDR reference ⁴¹	Pillar 3 ⁴² reference	Benchmark Regulation reference ⁴³	EU Climate Law ⁴⁴ reference	Section / Not material
ESRS G1-1 United Nations Convention against Corruption, paragraph 10 (b)	Indicator no. 15 Table #3 in Annex 1				11.15.1.
ESRS G1-1 Protection of whistleblowers, paragraph 10 (d)	Indicator no. 6 Table #3 in Annex 1				11.15.1.
ESRS G1-4 Fines for breaches of anti-corruption and anti-bribery laws, paragraph 24 (a)	Indicator no. 17 Table #3 in Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		Not material
ESRS G1-4 Anti-corruption and anti-bribery standards, paragraph 24 (b)	Indicator no. 16 Table #3 in Annex 1				Not material

* * *

The Board of Directors of TTS (Transport Trade Services) S.A. considers that the consolidated financial statements together with the explanatory notes are correctly and legally drawn up, and propose to the General Meeting of Shareholders

- approval of the consolidated financial statements (statement of financial position, statement of comprehensive income, statement of change in equity, statement of cash flows, explanatory notes) as of December 31, 2025,

- approval of the distribution of profit and the discharge of administrators for the financial year of 2025.

Chairman of the Board of Directors
Ana-Barbara BOBIRCĂ





**Shape the future
with confidence**

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TTS (Transport Trade Services) S.A.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of TTS (Transport Trade Services) S.A. (the Company) and its subsidiaries (together referred to as "the Group") with official head office in 27 Vaselor Street, 2nd district, Bucharest, Romania, identified by sole fiscal registration number RO9089452, which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the Order of the Minister of Public Finance no. 2844/2016, approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 ("Regulation (EU) No. 537/2014") and Law 162/2017 („Law 162/2017”). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants (IESBA Code), as applicable to audit of financial statements of public interest entities, together with the ethical requirements that are relevant to the audit of the financial statements of public interest entities in Romania, including Regulation (EU) No. 537/2014 and Law 162/2017 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of consolidated the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the “Auditor’s responsibilities for the audit of the consolidated financial statements” section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	Audit approach on the key audit matter
<i>Revenue from transportation services</i>	
<p>As disclosed in note 4 and note 11, the Group has multiple sources of revenue, such as: revenue from transportation of goods on interior riverways, revenue from handling of goods (loading and unloading, storage) and revenue from sales of merchandise. Revenue is recognized when services have been delivered and control over goods have been passed to the customer.</p> <p>The revenues from contracts with customers recorded by the Group during 2025 amounted to 655.135.419 RON of which 580,572,821 RON recognized over time and 74,562,598 RON recognized at a point in time.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none">• We obtained an understanding of the revenue processes, related information flows, and related controls that we considered relevant and significant for our audit.• We obtained the necessary evidence related to the operating effectiveness of the internal relevant controls implemented by the Group for revenue recorded for transportation services to evaluate the occurrence and measurement of the transactions recorded.• We obtained and reconciled the operational revenues database with the trial balance for the year ended December 31, 2025.• We performed analytical procedures regarding the recorded revenues, analysed monthly fluctuations and changes in key drivers of revenue, and compared financial and non-financial data.



The Group recognizes revenue from transportation and logistics services over time, based on the measurement of progress toward satisfaction of performance obligation, which the management determines using the output method. The output method involves management's application of significant professional judgments to determine the progress toward satisfaction of a performance obligation.

In particular, to properly recognize the value of the ongoing transportation services at year end, the Group performs a cut off adjustment based on the position of the ships as indicated by the specific instruments onboard.

Taking into account the fact that revenues from contracts with customers recognized over time represent a significant amount of the whole activity of the Group and the fact that revenue recognition of such services and allocation between periods is based on estimates and data related to the position of the ships at year end, we have considered revenue from contracts with customers recognized over time as a key audit matter.

- We analysed revenue recognition accounting policies selected and applied by the Group considering the requirements of IFRS 15.
- We sent and obtained confirmations for transactions recorded during the year and closing balances as at year end for a sample of clients and reconciled the amounts confirmed by customers with the revenue amounts recorded by the Group.
- We analysed the correlation between revenues, accounts receivable and cash transactions using data analytics procedures, and performed test of cash collections by vouching with supporting bank statements for a sample of transactions.
- We tested the accuracy, completeness and occurrence of the year-end adjustment related to the split of revenues from transportation services between accounting periods.
- We performed tests of details by inspecting relevant supporting evidence on a sample basis for the revenues recorded during the year; we also performed detailed testing for a selection of sales transactions recorded close to year end and after the end of the financial year, by checking the invoices and related transportation documents to ensure that the revenues were recognized in the correct accounting period. We also corroborated the results of these procedures with the testing of the year end adjustment described above.
- We assessed the adequacy of the Group's disclosures on revenue recognition and presentations required by IFRS 15.



Key audit matter	Audit approach on the key audit matter
<i>Impairment test of property, plant and equipment owned by the River Transportation Cash Generating Unit</i>	
<p>The River Transport segment of the Group incurred losses in the last two years which may be an indication of impairment losses for the assets held according to IAS 36. Therefore the Group performed an impairment analysis for the River Transport cash generating unit to establish if an impairment loss needs to be recorded as at December 31, 2025 in line with IAS requirements.</p> <p>As at December 31, 2025, the River Transport segment owned Property, plant and equipment with a net book value of 583,035,320 lei of which the net book value of ships is 521.974.814 RON. The ships are used for the transportation activity on the Danube generating the revenues from river transport. The ships represent over 50% of the value of the Property, plant and equipment of the Group.</p> <p>The impairment test exercise is complex, requires significant management judgements and is based on unobservable market data and assumptions that are affected by expected future market conditions.</p> <p>The impairment test for the River Transport Cash generating unit (CGU) indicated that the recoverable amount was higher than the carrying value, and therefore no impairment adjustment was required.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none">• We evaluated the independence, objectivity and competence of the management's external expert who prepared the impairment test.• We assessed, with involvement of our internal valuation specialists, the impairment model developed at the level of the River Transport cash generating unit ("CGU") and assessed the reasonability of the assumptions used, namely the evolution of turnover for next 5 years, EBITDA margin evolution, WACC and terminal growth rate, working capital needs, capital expenditure estimates by analysing their consistency with the general and industry-specific economic environment, relevant available market information and the business plans of the Group• In this context, we evaluated whether or not certain assumptions on which the impairment exercise was based, individually and taken as a whole, considered: i) the economic environment of the industry, and the Group's economic circumstances; ii) existing market information; iii) the business plans of the Group including management's expectations; iv) the risks associated with the cash flows, including the potential variability in the amount and timing of cash flows and the related effect on the discount rate; v) specific requirements of IFRS; vi) benchmarking against general performance of peer companies.

Considering the judgements and estimates used by management in the determination of future cash flow projections used in the impairment testing as well as uncertainties regarding current and future economic environment, the impairment test for the property, plant and equipment held by the respective CGU is considered a key audit matter.

- We tested the mathematical accuracy of the discounted cash flow computation for determining the value in use of the assets and its conformity with the requirements of the International Financial Reporting Standards.
- We performed sensitivity analysis in the available headroom for the River Transport Cash Generating Unit.
- We assessed the adequacy of the disclosures in the consolidated financials of the Group related to property, plant and equipment held by the River Transportation Cash Generating Unit impairment testing in accordance with IAS 36.

Other information

The other information comprises the Consolidated Report of the Board of Directors, as well as Remuneration Report, but does not include the consolidated financial statements and our auditors' report thereon. Management is responsible for the other information.

Our audit opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.



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In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of audit work for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

Report on Other Legal and Regulatory Requirements

Reporting on Information Other than the Consolidated Financial Statements and Our Auditors' Report Thereon

In addition to our reporting responsibilities according to ISAs described in section "Other information", with respect to the Consolidated Report of the Board of Directors and Remuneration Report, we have read these reports and report that:

- a) in the Consolidated Report of the Board of Directors we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying consolidated financial statements as at December 31, 2025;
- b) the Consolidated Report of the Board of Directors, except for sections 10 and 11 which include the sustainability statement which is subject to a separate assurance reporting, includes, in all material respects, the required information according to the provisions of the Ministry of Public Finance Order no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments, Annex 1 articles 15 - 19 and 26-27;

- c) based on our knowledge and understanding concerning the Group and its environment gained during our audit of the financial statements as at December 31, 2025, we have not identified information included in the Consolidated Report of the Board of Directors, except for sections 10 and 11 which include the sustainability statement which is subject to a separate assurance reporting, that contains a material misstatement of fact.
- d) the Remuneration Report identified above includes, in all material respects, the required information according to the provisions of article 107 (1) and (2) from Law 24/2017 on issuers of financial instruments and market operations.

Other requirements on content of auditor's report in compliance with Regulation (EU) No. 537/2014 of the European Parliament and of the Council

Appointment and Approval of Auditor

We were appointed as auditors of the Group by the General Meeting of Shareholders on April 30, 2024 to audit the consolidated financial statements for the financial year end December 31, 2025. Total uninterrupted engagement period, including previous renewals (extension of the period for which we were originally appointed) and reappointments for the statutory auditor, has lasted for 3 years, covering the financial periods end December 31, 2023 till December 31, 2025.

Consistency with Additional Report to the Audit Committee

Our audit opinion on the consolidated financial statements expressed herein is consistent with the additional report to the Audit Committee of the Company, which we issued on the same date as the issue date of this report.

Provision of Non-audit Services

No prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council were provided by us to the Group and we remain independent from the Group in conducting the audit.

In addition to statutory audit services and services disclosed in the annual report and in the financial statements, no other services which were provided by us to the Company, and its controlled undertakings.



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Report on the compliance of the electronic format of the consolidated financial statements, included in the annual consolidated report with the requirements of the ESEF Regulation

We have performed a reasonable assurance engagement on the compliance of the electronic format of the consolidated financial statements of TTS (Transport Trade Services) S.A. (the Company) and its subsidiaries (together referred to as "the Group") for the year ended 31 December 2025, included in the attached electronic file 5493008M458S2MG7GP03-2025-12-31-1-en.zip (identified with the key 5e3f570c4029b3f57ca3630b719a2f6be343eadfe1c152158b876182a05d22d8) with the requirements of the Commission Delegated Regulation (EU) 2019 /815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation"). Our opinion is expressed only in relation to the electronic format of the consolidated financial statements and does not extend to the other information included in the annual consolidated report.

Description of the subject matter and the applicable criteria

The Management has prepared electronic format of consolidated financial statements of the Group for the year ended 31 December 2025 in accordance and to comply with ESEF Regulation requirements. The requirements for the preparation of the consolidated financial statements in ESEF format are specified in the ESEF Regulation and represent, in our opinion, applicable criteria for us to express an opinion providing reasonable assurance.

Responsibilities of the Management and Those Charged with Governance

The Management of the Group is responsible for the compliance with the requirements of the ESEF Regulation in the preparation of the electronic format of the consolidated financial statements in XHTML format. Such responsibility includes the selection and application of appropriate iXBRL tags using the taxonomy specified in the ESEF Regulation, ensuring consistency between the human-readable layer of electronic format of the consolidated financial statements and the audited consolidated financial statements. The responsibility of Group's Management also includes the design, implementation and maintenance of such internal control as determined is necessary to enable the preparation of the consolidated financial statements in ESEF format that are free from any material non-compliance with the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process for the preparation of consolidated financial statements of the Group, including the application of the ESEF Regulation.

Auditor's Responsibility

Our responsibility is to express an opinion providing reasonable assurance on the compliance of the electronic format of the consolidated financial statements with the requirements of the ESEF Regulation.

We have performed a reasonable assurance engagement in accordance with ISAE 3000 (revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000 (revised)). This standard requires that we comply with ethical requirements, plan and perform our engagement to obtain reasonable assurance about whether the electronic format of the consolidated financial statements of the Group is prepared, in all material respects, in accordance with the applicable criteria, specified above. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material non-compliance with the requirements of the ESEF Regulation, whether due to fraud or error.

Reasonable assurance is a high level of assurance, but it is not guaranteed that the assurance engagement conducted in accordance with ISAE 3000 (revised) will always detect material non-compliance with the requirements when it exists.

Our Independence and Quality Management

We apply International Standard on Quality Management 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, which requires that we design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have maintained our independence and confirm that we have met the ethical and independence requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code).

Summary of procedures performed

The objective of the procedures that we have planned and performed was to obtain reasonable assurance that the electronic format of the consolidated financial statements is prepared, in all material respects, in accordance with the requirements of ESEF Regulation. When conducting our assessment of the compliance with the requirements of the ESEF Regulation of the electronic (XHTML) reporting format of the consolidated financial statements of the Group, we have maintained professional skepticism and applied professional judgement. We have also:

- obtained an understanding of the internal control and the processes related to the application of the ESEF Regulation in respect of the consolidated financial statements of the Group, including the preparation of the consolidated financial statements of the Group in XHTML format and its tagging in machine readable language (iXBR);
- tested the validity of the applied XHTML format;
- checked whether the human-readable layer of electronic format of the consolidated financial statements (XHTML) corresponds to the audited consolidated financial statements;
- assessed the completeness of the tagging of information in the consolidated financial statements while using the machine-readable language (iXBRL) under the requirements of the ESEF Regulation;

- assessed the appropriateness of the applied iXBRL tags selected from the core taxonomy and the creation of extensions to the elements in the extended taxonomy specified in the ESEF Regulation when there were no suitable elements in the core taxonomy;
- evaluated the anchoring of the taxonomy extensions to the elements in the extended taxonomy specified by the ESEF Regulation.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion on the compliance of the electronic format of the consolidated financial statements with the requirements of the ESEF Regulation

Based on the procedures performed, in our opinion, the electronic format of the consolidated financial statements of the Group for the year ended 31 December 2025 is prepared, in all material respects, in accordance with the requirements of ESEF Regulation.

On behalf of,

Ernst & Young Assurance Services SRL
15-17, Ion Mihalache Blvd., floor 21, Bucharest, Romania

Registered in the electronic Public Register under No. FA77



Name of the Auditor/ Partner: Negoescu Ioana Monica
Registered in the electronic Public Register under No. AF3614



Bucharest, Romania
31 March 2026



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INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE CONSOLIDATED REPORTING RELATED TO SUSTAINABILITY FOR THE FINANCIAL YEAR 2025

To the Shareholders of TTS (TRANSPORT TRADE SERVICES) S.A.

Limited assurance conclusion

We have conducted a limited assurance engagement on the Consolidated Reporting related to Sustainability consisting of chapter 10. Sustainability statement regarding TTS Group activity in 2025 and of chapter 11. Degree of alignment with EU Taxonomy which are part of the Report of the Board of Directors on the consolidated financial statements of TTS (TRANSPORT TRADE SERVICES) S.A. for 2025 (together hereinafter referred to as the "Consolidated Reporting related to Sustainability"), of TTS (TRANSPORT TRADE SERVICES) S.A. and its subsidiaries (together referred to as "the Group" or "TTS Group") related to the year 2025 as at 31st December 2025 and for the period from 1st January 2025 to 31st December 2025, with social premises registered in Romania, 27 Vaselor Street, District 2, Bucharest, Fiscal Identification Number 9089452, Trade Register number J40/296/1997.

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Consolidated Reporting related to Sustainability of TTS Group related to year 2025 as at 31st December 2025 and for the period from 1st January 2025 to 31st December 2025 is not prepared, in all material respects, in accordance with the applicable statutory sustainability reporting framework foreseen in MF Order 2844/2016, Chapter 7¹, sections 7¹.3, including:

- compliance with the European Sustainability Reporting Standards (ESRS), including that the process carried out by the Group to identify the information reported in Chapter 10. Sustainability statement regarding TTS Group activity in 2025 (the "Process"), part of the Consolidated Reporting related to Sustainability is in accordance with the description set out in subchapter 10.11. Process for identifying and assessing significant I/RO [ESRS 2 IRO-1]; and
- compliance of the taxonomy disclosures detailed in Chapter 11. Degree of alignment with EU Taxonomy part of the Consolidated Reporting related to Sustainability with the applicable reporting requirements of Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulations").



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Basis for conclusion

We conducted our limited assurance engagement in accordance with ISAE 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information".

The procedures in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under this standard are further described in the Practitioner's Responsibilities section of our report.

We are independent of the Group in accordance with International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), together with the ethical requirements that are relevant to our assurance engagement of the Consolidated Reporting related to Sustainability in Romania, including Law 162/2017 with subsequent amendments, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our firm also applies International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Responsibilities for the Consolidated Reporting related to Sustainability

Management of the Group is responsible for designing, implementing and maintaining a process to identify the information reported in the Consolidated Reporting related to Sustainability in accordance with the ESRS and for disclosing this process in subchapter 10.11. Process for identifying and assessing significant I/RO [ESRS 2 IRO-1] of the Consolidated Reporting related to Sustainability.

This responsibility include:

- understanding the context in which the Group's activities and business relationships take place and developing an understanding of its affected stakeholders;
- the identification of the actual and potential impacts (both negative and positive) related to sustainability matters, as well as risks and opportunities that affect, or could reasonably be expected to affect, the Group's financial position, financial performance, cash flows, access to finance or cost of capital over the short-, medium-, or long-term;

- the assessment of the materiality of the identified impacts, risks and opportunities related to sustainability matters by selecting and applying appropriate thresholds; and
- developing methodologies and making assumptions that are reasonable in the circumstances.

Management of the Group is further responsible for the preparation of the Consolidated Reporting related to Sustainability, in accordance with the applicable statutory sustainability reporting framework foreseen in MF Order 2844/2016, Chapter 7¹, sections 7¹.3, including:

- compliance with the European Standards for Reporting on Sustainability;
- preparing the taxonomy disclosures of the Consolidated Reporting related to Sustainability, in Chapter 11. Degree of alignment with EU Taxonomy part of the Consolidated Reporting related to Sustainability, in compliance with Article 8 of EU Regulation 2020/852 (the "Taxonomy Regulation"); and
- designing, implementing and maintaining such internal controls that are necessary to enable the preparation of the Consolidated Reporting related to Sustainability that is free from material misstatement, whether due to fraud or error; and
- the selection and application of appropriate sustainability reporting methods and making assumptions and estimates about individual sustainability disclosures that are reasonable in the circumstances.

Those charged with governance are responsible for overseeing the Group's sustainability reporting process.

Inherent limitations in preparing the Consolidated Reporting related to Sustainability

In reporting a forward-looking information in accordance with European Standards for Reporting on Sustainability, the management of the Group is required to prepare the forward-looking information on the basis of disclosed assumptions about events that may occur in the future and possible future actions by the Group. The actual outcome is likely to be different since anticipated events frequently do not occur as expected.

In determining the disclosures in the Consolidated Reporting related to Sustainability, the management of the Group interprets undefined legal and other terms. Undefined legal and other terms may be interpreted differently, including the legal conformity of their interpretation and, accordingly, are subject to uncertainties.

Auditor's Responsibilities for the limited assurance engagement

Our objectives are to plan and perform the assurance engagement to obtain limited assurance about whether the Consolidated Reporting related to Sustainability is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of users taken on the basis of the Consolidated Reporting related to Sustainability as a whole.



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As part of a limited assurance engagement in accordance with ISAE 3000 (Revised) we exercise professional judgement and maintain professional skepticism throughout the engagement.

Our responsibilities in respect of the Consolidated Reporting related to Sustainability, in relation to the Process, include:

- Obtaining an understanding of the Process but not for the purpose of providing a conclusion on the effectiveness of the Process, including the outcome of the Process;
- Designing and performing procedures to evaluate whether the Process is consistent with the Group's description of its Process, as disclosed in subchapter 10.11. Process for identifying and assessing significant I/RO [ESRS 2 IRO-1] of the Consolidated Reporting related to Sustainability.

Our other responsibilities in respect of the Consolidated Reporting related to Sustainability include:

- Obtaining an understanding of the Group's control environment, processes, and information systems relevant to the preparation of the Consolidated Reporting related to Sustainability but not evaluating the design of particular control activities, obtaining evidence about their implementation or testing their operating effectiveness;
- Identifying disclosures where material misstatements are likely to arise, whether due to fraud or error.

Designing and performing procedures responsive to disclosures in the Consolidated Reporting related to Sustainability where material misstatements are likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Summary of the work performed

A limited assurance engagement involves performing procedures to obtain evidence about the Consolidated Reporting related to Sustainability.

The nature, timing and extent of procedures selected depend on professional judgement, including the identification of disclosures where material misstatements are likely to arise, whether due to fraud or error, in the Consolidated Reporting related to Sustainability.

In conducting our limited assurance engagement, with respect to the Process, we:

- Obtained an understanding of the Process by:
 - performing inquiries to understand the sources of the information used by management (e.g., stakeholder engagement, business plans and strategy documents); and
 - Inspecting/Examining the Group's internal documentation of its Process; and

- Evaluated whether the evidence obtained from our procedures about the Process of the Group was consistent with the description of the Process set out in subchapter 10.11. Process for identifying and assessing significant I/RO [ESRS 2 IRO-1] of the Consolidated Reporting related to Sustainability.

In conducting our limited assurance engagement, with respect to the Consolidated Reporting related to Sustainability, we have:

- Obtained an understanding of the Group's reporting processes relevant to the preparation of its Consolidated Reporting related to Sustainability;
- Evaluated whether material information identified by the Process to identify the information reported in the Consolidated Reporting related to Sustainability is included in the Consolidated Reporting related to Sustainability;
- Evaluated whether the structure and the presentation of the Consolidated Reporting related to Sustainability is in accordance with the European Standards for Reporting on Sustainability;
- Performed inquires of relevant personnel and analytical procedures on selected disclosures in the Consolidated Reporting related to Sustainability;
- Performed substantive assurance procedures based on a sample basis on selected disclosures in the Consolidated Reporting related to Sustainability;
- Obtained evidence on the methods for developing material estimates and forward-looking information and on how these methods were applied;
- Obtained an understanding of the process to identify taxonomy-eligible and taxonomy-aligned economic activities and evaluated the regulatory compliance with Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulations") of the information provided in Chapter 11. Degree of alignment with EU Taxonomy part of the Consolidated Reporting related to Sustainability.

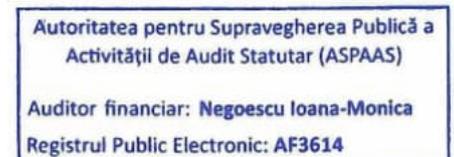
On behalf of,

Ernst & Young Assurance Services SRL
15-17, Ion Mihalache Blvd., floor 21, Bucharest, Romania

Registered in the electronic Public Register under No. FA77



Name of the Auditor/ Partner: Negoescu Ioana Monica
Registered in the electronic Public Register under No. AF3614



Bucharest, Romania
31 March 2026

TTS (Transport Trade Services) SA

**SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025**

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TTS (Transport Trade Services) SA
SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>Year ended, December 31, 2025</u>	<u>Year ended, December 31, 2024</u>
Revenue	4	410,748,967	484,250,159
Other operating income	4	1,581,314	6,449,393
Raw materials and consumables		(176,370)	(239,063)
Subcontractor's expenses		(348,734,748)	(397,749,390)
Payroll expenses	6	(13,193,792)	(13,428,759)
Other expenses	5	(5,411,730)	(6,156,378)
Depreciation and amortization		(7,765,081)	(7,426,717)
Other gains	7	1,357,973	3,353,138
Other losses	7	(4,271,517)	(6,675,234)
Operating profit		34,135,016	62,377,149
Dividends income	8	306,894	9,757,543
Impairment of investments in subsidiaries and other expenses	8	-	(2,182,196)
Finance income	9	1,464,002	2,865,395
Finance expense	9	(2,859,150)	(2,534,042)
Profit before tax		33,046,762	70,283,849
Income tax expense	10	(4,191,600)	(8,302,452)
Profit for the year attributable		28,855,162	61,981,397
Total comprehensive income for the year		28,855,162	61,981,397
No of shares		180,000,000	180,000,000
Average number of shares during the year		179,938,241	101,600,025
Earnings per share basic and diluted	18	0.1604	0.6101

These separate financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU,
CFO

This is a free translation from the original Romanian version.
Notes attached are an integrant part of the separate financial statements.

TTS (Transport Trade Services) SA
SEPARATE STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
ASSETS			
Non-current assets			
Property, plant, and equipment	11	96,910,032	105,140,944
Intangible assets		95,434	21,368
Rights of use assets	11	5,571,066	608,206
Investments in subsidiaries and associates	12	258,309,643	258,288,169
Deferred tax assets	10	179,483	71,260
Other long-term assets	13	501,948	170,106
Total non-current assets		<u>361,567,606</u>	<u>364,300,053</u>
Current assets			
Inventories	14	1,473,120	1,110,960
Trade and other receivables	15	47,171,236	32,907,898
Contract assets		700,872	3,187,250
Loans granted to affiliates	15	-	1,385,178
Profit tax to be recovered	10	10,749,424	11,637,991
Other current assets	16	15,795,464	4,561,400
Cash and cash equivalents	25	29,561,479	51,494,759
Total current assets		<u>105,451,595</u>	<u>106,285,436</u>
Total assets		<u>467,019,201</u>	<u>470,585,489</u>
EQUITY AND LIABILITIES			
Equity and reserves			
Share capital	17	181,739,602	181,739,602
Reserves	18	60,048,481	60,981,865
Treasury shares	17	-	(2,965,789)
Retained earnings		118,948,712	120,025,956
Total Equity		<u>360,736,795</u>	<u>359,781,633</u>
Non-current liabilities			
Interest-bearing loans and borrowings	20	29,316,375	36,772,810
Government Grants	23	12,224,101	12,773,836
Long term lease liabilities	20	5,289,640	454,890
Other long-term liabilities		85,845	83,854
Total non-current liabilities		<u>46,915,961</u>	<u>50,085,390</u>

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Notes attached are an integrant part of the separate financial statements.

TTS (Transport Trade Services) SA
SEPARATE STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Note</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Current liabilities			
Trade and other payables	21	38,584,036	46,086,646
Contract liabilities	21	4,040,663	3,797,590
Government grants	23	555,132	553,079
Lease liabilities	20	434,513	187,524
Interest bearing loans and borrowings	20	8,376,107	8,171,736
Provisions for risks and charges	22	865,634	912,324
Other current liabilities	23	6,510,360	1,009,567
Total current liabilities		<u>59,366,445</u>	<u>60,718,466</u>
Total liabilities		<u>106,282,406</u>	<u>110,803,856</u>
Total equity and liabilities		<u>467,019,201</u>	<u>470,585,489</u>

These separate financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU,
CFO

TTS (Transport Trade Services) S.A.
SEPARATE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

Note	Share capital	Own shares	Share based payments reserve	Share premium	Legal reserves	Other reserves	Revaluation on reserves	Retained earnings	Total
Balance as of January 1, 2025	181,739,602	(2,965,789)	2,972,450	-	15,516,851	42,492,564	-	120,025,956	359,781,634
Profit for the year	-	-	-	-	-	-	-	28,855,162	28,855,162
<i>Total comprehensive income</i>	-	-	-	-	-	-	-	28,855,162	28,855,162
Set-up of legal reserve	-	-	-	-	1,657,749	-	-	(1,657,749)	-
Set-up of fiscal reserves	-	-	-	-	-	381,317	-	(381,317)	-
Dividends distributed	-	-	-	-	-	-	-	(27,900,000)	(27,900,000)
Treasury shares – granted under SOP Stage 1	-	2,965,789	(2,972,450)	-	-	-	-	6,661	-
Balance as of December 31, 2025	181,739,602	-	-	-	17,174,600	42,873,881	-	118,948,713	360,736,796

As of December 31, 2025, the share capital was RON 180,000,000 divided into 180,000,000 shares with a nominal value of RON 1. All issued shares are paid in full.

According to Decision from December 21, 2023, the Board of Directors established the first parameters of the SOP Program first stage comprising purchase of 331.500 free title shares of the Company ("Options"). The options share capital was granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The company completed the buyback of its own shares for the first stage, the number of own shares held as of December 31, 2025, being 331,500 shares.

During April 2025, dividends were distributed in the amount of RON 27,900,000 lei, respectively RON 0.155 per share on the distribution date. The dividend was paid on June 16, 2025.

The inflated amount of share capital under IAS 29, resulting from the restatement of the financial statements in accordance with OMFP 2844/2016, is 181,739,602 lei.

These separate financial statements were approved by the Board of Directors and authorized for issuance on March 31, 2026, by:

STANCIU ION
CEO



NICOLETA FLORESCU,

CFO



This is a free translation from the original Romanian version.
Notes attached are an integral part of the separate financial statements.

TTS (Transport Trade Services) S.A.
SEPARATE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

Note	Share capital	Own shares	Share based payments reserve	Share premium	Legal reserves	Other reserves	Revaluation reserves	Retained earnings	Total
Balance as of January 1, 2024	61,739,602	-	2,972,450	-	12,000,000	20,818,721	-	271,547,029	369,077,801
Profit for the year	-	-	-	-	-	-	-	61,981,397	61,981,397
<i>Total comprehensive income</i>	-	-	-	-	-	-	-	61,981,397	61,981,397
Set-up of legal reserve	-	-	-	-	3,516,851	-	-	(3,516,851)	-
Set-up of fiscal reserves	-	-	-	-	-	855,122	-	(855,122)	-
Set-up of other reserves	-	-	-	-	-	20,818,721	-	(20,818,721)	-
Dividends distributed	-	-	-	-	-	-	-	(68,311,774)	(68,311,774)
Share capital issued	17	120,000,000	-	-	-	-	-	(120,000,000)	-
Treasury shares	17	-	-	-	-	-	-	-	(2,965,789)
Balance as of December 31, 2024	181,739,602	(2,965,789)	2,972,450	-	15,516,851	42,492,564	-	120,025,956	359,781,634

On July 8, 2024, the operation to increase the Company's share capital by the amount of 120,000,000 lei without subscription and without contribution was completed, by incorporating the amount of RON 120,000,000 from the net profit obtained in previous years, recorded as retained earnings on December 31, 2023 and the counterpart issue of 120,000,000 shares with a nominal value of RON 1 each and the free distribution of 2 newly issued shares for each share held by the shareholders registered in the Shareholders' Register on the Registration Date, respectively August 27, 2024.

As of December 30, 2024, the share capital was RON 180,000,000 divided into 180,000,000 shares with a nominal value of RON 1. All issued shares are paid in full.

According to Decision from December 21, 2023, the Board of Directors established the first parameters of the SOP Program first stage comprising purchase of 331.500 free title shares of the Company ("Options"). The options share capital was granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The company completed the buyback of its own shares for the first stage, the number of own shares held as of December 31, 2024, being 331,500 shares.

During April 2024, dividends were distributed in the amount of RON 68,400,000 lei (68,311,775 lei actual distribution net of dividend attributable to treasury shares), respectively RON 1.14 per share on the distribution date. The dividend was paid on June 17, 2024.

These separate financial statements were approved by the Board of Directors and authorized for issuance on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU,
CFO

This is a free translation from the original Romanian version.

Notes attached are an integral part of the separate financial statements.

TTS (Transport Trade Services) S.A.
SEPARATE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Notes</u>	<u>Year ended, December 31, 2025</u>	<u>Year ended, December 31, 2024</u>
Cash flows			
Profit before taxation		33,046,762	70,283,849
Adjustments for non-cash items:			
Amortization of intangible assets		27,538	39,819
Depreciation of property, plant, and equipment	11	7,737,543	7,386,898
Impairment of investments in subsidiaries	8	-	2,182,196
Reverse of expected credit losses for trade/ sundry receivables	7	(231,150)	(358,954)
(Income) related to provisions for risks and charges	7	(46,690)	(177,792)
Net gain on disposal of property, plant, and equipment	7	(235,682)	(35,711)
Income from government grants		(547,682)	(523,238)
Net loss/(income) from foreign exchange differences		3,519,270	(2,184,332)
Dividend income	8	(258,894)	(9,757,543)
Interest expenses	9	1,698,126	2,422,950
Interest income	9	(1,464,002)	(2,865,396)
Operating profit before working capital changes		43,245,139	66,412,744
Changes in operating assets and liabilities:			
Decrease in receivables		(18,317,861)	14,262,186
Decrease in prepaid expenses		(1,442,511)	539,326
(Increase) in inventories		(362,161)	(572,764)
(Decrease)/ Increase in liabilities		(6,218,550)	(59,082,184)
(Decrease)/ Increase in contract liabilities		243,073	(3,158,385)
Cash generated from operations		17,147,129	18,400,923
Interests paid		(1,698,126)	(2,422,950)
Interest received		1,464,002	2,865,395
Income tax paid	10	-	(7,129,997)
Net cash flow generated from operations		16,913,005	11,713,371
Investing activities:			
Purchases of property, plant, and equipment		(1,033,005)	(6,926,484)
Purchases of intangible assets		(101,604)	(21,434)
Sale/ (Acquisition) of subsidiary	12	(21,474)	265,354
Government grants cashed in	16	-	3,278,076
Proceeds from sale of property, plant, and equipment		360,506	35,712
Dividends received	8	258,894	9,757,543
Withdrawal/ (Placement) of short-term deposits	25	-	23,436,600
Cash flow generated/ (used in) investing activities		(536,684)	29,825,367

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TTS (Transport Trade Services) S.A.
SEPARATE STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

	<u>Notes</u>	<u>Year ended, December 31, 2025</u>	<u>Year ended, December 31, 2024</u>
Financing activities:			
Repayment of borrowings	20	(8,308,707)	(8,177,075)
Lease payments	20	(279,570)	(179,228)
Dividends paid		(27,872,875)	(68,311,775)
Purchase of treasury shares	17	-	(2,965,789)
Cash flow (used in)/ generated by financing activities		<u>(36,461,154)</u>	<u>(79,633,867)</u>
Net (decrease)/ increase in cash and cash equivalents		<u>(20,084,833)</u>	<u>(38,095,129)</u>
Cash and cash equivalents at the beginning of the year		<u>51,494,759</u>	<u>88,021,479</u>
Exchange differences on cash and cash equivalents		<u>(1,848,447)</u>	<u>1,568,409</u>
Cash and cash equivalents at the end of the year		<u>29,561,479</u>	<u>51,494,759</u>

These separate financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:

STANCIU ION
CEO

NICOLETA FLORESCU,
CFO

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

1. GENERAL INFORMATION

TTS (Transport Trade Services) S.A. (hereinafter referred to as 'the Company'), is a company incorporated in Romania, in 1997 having its registered office at no. 27, Vaselor Street, Bucharest.

The core business of the Company is represented by activities related to transports. TTS (Transport Trade Services) S.A. operates as sender of goods in domestic and international transport, mainly inland waterway transport. The company offers integrated services, from taking the goods from river or seaport to the point of destination.

The Company is active on the international freight business and transports/ operates three main types of merchandise:

1. Minerals - which provide logistics operations for raw materials and finished goods of the metallurgical and equipment industries.
2. Agri - which deals exclusively with the logistics of agricultural goods (cereals, seeds, vegetable oils);
3. Chemicals - which deals with the logistics of fertilizers and raw materials for fertilizer production.

2. APPLICATION OF THE NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

A. Changes in accounting policy and disclosures

The standards/amendments that are effective and have been endorsed by the European Union

The accounting policies adopted are consistent with those of the previous financial year, except for the following IFRS Accounting Standard which has been adopted by the Group/Company as of 1 January 2025:

- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (Amendments).** The amendments are effective for annual reporting periods beginning on or after January 1, 2025. The newly adopted IFRS Accounting Standard did not have a material impact on the Company's accounting policies.

B. Standards issued but not yet effective and not early adopted

B.1. The standards/amendments that are not yet effective, but have been endorsed by the European Union

- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Classification and Measurement of Financial Instruments (Amendments).** In May 2024, the IASB issued amendments to the Classification and Measurement of Financial Instruments which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity (Amendments).** In December 2024, the IASB issued targeted amendments for a better reflection of Contracts Referencing Nature-dependent Electricity, which amended IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures and they become effective for annual reporting periods beginning on or after January 1, 2026, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **Annual Improvements to IFRS Accounting Standards – Volume 11.** In July 2024, the IASB issued Annual Improvements to IFRS Accounting Standards – Volume 11. An entity shall apply those amendments for annual reporting periods beginning on or after January 1, 2026. Earlier application is permitted. Management has assessed that these amendments will not have a material impact.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

2. APPLICATION OF THE NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

B. Standards issued but not yet effective and not early adopted (continued)

B.1. The standards/amendments that are not yet effective, but have been endorsed by the European Union (continued)

- **IFRS 18 Presentation and Disclosure in Financial Statements.** In April 2024, the IASB issued the IFRS 18 - Presentation and Disclosure in Financial Statements which replaces IAS 1 - Presentation of Financial Statements and it becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Company is currently assessing the impact that the amendments will have on its primary financial statements. Based on the analysis performed to date, the Company expects the impact to relate to the following: (a) the introduction of a new disclosure note regarding management performance measures; (b) the classification of interest paid within financing activities in the statement of cash flows; (c) the reclassification of income/expense from investments in associates to the investing category in the statement of profit or loss; and (d) the presentation of the separate statement of profit or loss across three categories: operating, investing and financing.
- IFRS 18 introduces new requirements on presentation within the statement of profit or loss. It requires an entity to classify all income and expenses within its statement of profit or loss into one of the five categories: operating; investing; financing; income taxes; and discontinued operations. These categories are complemented by the requirements to present subtotals and totals for 'operating profit or loss', 'profit or loss before financing and income taxes' and 'profit or loss'. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, there are consequential amendments to other accounting standards. IFRS 18 is effective for reporting periods beginning on or after January 1, 2027, with earlier application permitted. Retrospective application is required in both annual and interim financial statements.

B.2. The standards/amendments that are not yet effective and have not yet been endorsed by the European Union

- **IFRS 19 Subsidiaries without Public Accountability: Disclosures (including amendments).** In May 2024, the IASB issued the IFRS 19 - Subsidiaries without Public Accountability: Disclosures, and in August 2025 the IASB issued amendments to IFRS 19. IFRS 19 (including the amendments) becomes effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management has assessed that these amendments will not have a material impact.
- **IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (Amendments).** In November 2025, the IASB issued amendments to Translation to a Hyperinflationary Presentation Currency which amend IAS 21 The Effects of Changes in Foreign Exchange Rates, and they become effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. Management has assessed that these amendments will not have a material.
- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.** In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES

3.1 Statement of compliance

The separate financial statements have been prepared in accordance with the Order of the Minister of Public Finance 2844/2016 for the approval of the accounting regulations in line with International Financial Reporting Standards as adopted by EU.

Order of the Minister of Public Finance No. 2844/2016, as subsequently amended, is aligned with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), except for the provisions of IAS 21 The Effects of Changes in Foreign Exchange Rates regarding the functional currency, IAS 20 Government Grants regarding the recognition of income from green certificates, IFRS 15 Revenue from Contracts with Customers regarding the accounting treatment of connection fees to the distribution network, and the treatment of the minimum turnover tax.

3.2 Basis of preparation

The separate financial statements of the Company have been prepared in accordance with Ministry Order of Public Finance no 2844 from 2016 approving the accounting regulations compliant with the International Financial Reporting Standards as adopted by the EU.

These separate financial statements were issued in addition to the consolidated financial statements of the Company. The separate financial statements were authorized for issue by the Board of Directors on March 31, 2025, and are publicly available.

The preparation of separate financial statements in conformity with IFRS accounting requires the use of certain critical accounting estimates. The preparation of financial statements also requires management to exercise its judgements in applying the accounting policies. The areas involving a higher degree of judgment or complexity as well as area where assumptions and estimates are significant to the separate financial statements are discussed in Note 3.18.

These separate financial statements were issued in addition to the consolidated financial statements of the Company. The consolidated financial statements were authorized for issue by the Board of Directors on March 31, 2026 and are publicly available.

The separate financial statements have been prepared on a historical cost basis, except for certain items of property, plant and equipment which are measured at fair value, as explained in the accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. These financial statements have been prepared on the basis of the statutory accounting records maintained in accordance with Romanian accounting principles, as adjusted to comply with IFRS Accounting Standards as adopted by the European Union.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.2 Basis of preparation (continued)

The main accounting policies are presented below.

Going concern

The going concern principle. The Company operates according to the going concern principle. Management has, at the time the financial statements are approved, a reasonable expectation that the Society has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Presentation currency

These financial statements are presented in Romanian lei (RON), which is the Company's presentation currency, as well as the functional currency. The financial statements are presented in RON, rounded, without decimals. The transactions realized in a foreign currency other than the functional currency are translated into the functional currency, are stated in RON (lei) by applying the exchange rate at the transaction date. The monetary assets and debts stated in a foreign currency, at the year-end, are stated in RON (lei) using the exchange rate at the respective date. Gains and losses from the exchange rate differences, realized, or not realized, are stated in the profit and loss account for the respective year.

The exchange rates as of December 31, 2025, and as of December 31, 2024, are:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
EUR	5.0985	4.9741
USD	4.3417	4.7768
CHF	5.4743	5.2806
GBP	5.8335	5.9951

Non-monetary assets and liabilities measured in terms of fair value in a foreign currency are translated in functional currency at closing rate of the date when the fair value has been determined.

Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction.

Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.2 Basis of preparation (continued)

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, if market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: market prices in active markets for identical assets or liabilities
- Level 2: inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are engaged for the valuation of significant assets, where applicable. The involvement of external valuers is decided annually by management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's policies by verifying the major inputs applied in the latest valuation and assessing the changes from the previous valuation.

For fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

3. MATERIAL ACCOUNTING POLICIES (continued)

3.3 Revenue from contracts with customers

Revenue for all businesses is recognized when the performance obligation has been satisfied, which happens upon transfer of control to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for the goods and services.

Company implemented the following 5 (five) steps of analysis in revenue recognition:

- 1) Identify contract with a customer.
- 2) Identify the performance obligations in the contract. Performance obligations are promises in a contract to deliver goods or services that are distinct to customers.
- 3) Determine the transaction price, net of discounts, returns, sales incentives and value added tax, which an entity is entitled to obtain as compensation for the delivery of goods or services promised in the contract
- 4) Allocate the transaction price to each performance obligation based on the relative stand-alone selling prices of each distinct goods or services promised in the contract. When this cannot be observed directly, the relative stand-alone selling price is estimated based on expected cost-plus margin.
- 5) Recognize revenue when performance obligation has been fulfilled by delivering the promised goods or services to the customer (when the customer has control over the goods or services).

The Company recognises revenue primarily from logistics services.

Revenues from logistics services are recognized over time as the customer benefits from the entity's performance as the services are rendered.

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control of a product or service to a customer.

The revenue is measured according to the contractual considerations. Revenue from sales is reduced for returns, commercial rebates, and other similar reductions. The basic rule is that prices/tariffs are calculated based on costs + profit, under market conditions. Port prices are more stable, contracted mostly on a yearly basis but usually same over a longer period. Tariffs for transport are more stable for minerals and part of chemicals, i.e. contracts valid one year (or more), spot contracts are calculated according to the basic rule. Tariffs for grains are agreed for main volumes, basis on one-year long contract, level of tariffs being higher during season (July – December) and lower for off-season (January-June); spot contracts follow the basic rule. Contract considerations for transport performance obligations are adjusted with BAF (bunker adjustment fee) and LWS (low water surcharge).

Revenue from logistic services

Revenue from logistic services (transport, expedition, port operations) are recognised over time according to the contractual conditions:

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.3 Revenue from contracts with customers (continued)

Revenue from logistic services is recognized as the transport is confirmed by the beneficiary based on the following:

- freight documents (bill of lading, other related transport documents).
- Documents attesting to the unloading operation from transport vehicles like barges, maritime ships or loading operation of loading the commodities (tally upon unloading / Out Turn Report – OTR / draft unloading survey)
- For the transportation services in progress at year end- the revenue is recognized as it is executed depending on percentage of execution of the service applying the output method based on:
 - the ships' location at the end of each month in the electronic ship monitoring system in Narom's Dispatch Office.
 - the virtual route of the convoy (quantity x virtual distance) corroborated with the virtual trade of the order.

The Company has generally concluded that it is the principal in its revenue arrangements because it typically assumes responsibility for the services to the final customer, negotiates price and assumes risk of non-payment.

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods/services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The rights of penalties give rise to variable consideration.

Some customer contracts for transportation services include penalties clauses to be invoiced to client for costs incurred when client does not bring the goods at the established place for transportation timely and there are costs incurred by TTS Company for waiting. These revenues are recognized when such delays occur, and the penalties are invoiced to the client.

Contract assets

A contract asset is initially recognized for revenue earned from rendered services because the receipt of consideration is conditional on successful completion of the service. Upon completion of the service and acceptance by the customer, the amount recognized as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.3 Revenue from contracts with customers (continued)

Contract liabilities

A contract liability is recognized if a payment is received, or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., executes the transportation service for the customer).

3.4 Retirement benefit costs

In the normal course of business, the Company makes payments to the Romanian State on behalf of its employees, for work insurance expenses. The cost of these payments is charged to the income statement in the same period as the related salary cost.

All employees of the Company are members of the Romanian State pension plan.

The Company does not operate any other pension scheme or postretirement benefit plan and, consequently, has no obligation in respect of pensions. In addition, the Company is not obliged to provide further benefits to its employees.

Share-based payments

Employees (senior executives and key personnel) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized in payroll expenses, together with a corresponding increase in other reserves in equity, over the period in which the service conditions and, where applicable, the performance conditions are fulfilled (the vesting period).

If the equity instruments granted vest immediately, the counterparty is not required to complete a specified period of service before becoming unconditionally entitled to those equity instruments. In the absence of evidence to the contrary, the entity shall presume that services rendered by the counterparty as consideration for the equity instruments have been received. In this case, on grant date, the entity shall recognize the services received in full, with a corresponding increase in equity.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in payroll. For transactions measured by reference to the fair value of the equity instruments granted, the Company measures the fair value of equity instruments granted at the measurement date, based on market prices if available, considering the terms and conditions upon which those equity instruments were granted.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.5 Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded.

The Company's policy is to establish tax provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective counties in which it operates. The amount of such tax provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective Company's domicile. As the Company assesses the probability for litigation and subsequent cash outflow with respect to taxes as remote, no contingent liability has been identified.

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Current and deferred tax are recognized in profit and loss, except when they relate to items that are recognized in other comprehensive income, or directly in equity in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Companies with a turnover exceeding EUR 50 million are required to pay a minimum turnover tax (IMCA) of 1%, which is due when the quarterly/annual corporate income tax calculated falls below the minimum threshold or when the quarterly/annual taxable result (before the recovery of losses from prior years) is a loss. The minimum turnover tax is treated as a current income tax expense in accordance with OMFP 2844/2026, as subsequently amended. Under the updated legislation, the rate has been reduced to 0.5% in 2026 and will be eliminated as of 1 January 2027. The Company did not record IMCA in 2025 or 2024, as the corporate income tax exceeded the minimum threshold.

A. Current tax

The tax currently payable is based on the taxable profit of the year. Taxable profit differs from the 'profit before tax' as reported in the separate statement of profit and loss, as it excludes the elements of income and expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current income tax liability is calculated using tax rates that have enacted or substantively enacted by the end of the reporting period.

B. Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.5 Taxation (continued)

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the Romanian laws that have been enacted or substantively enacted by the reporting date (2025 and 2024: 16%).

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. A significant level of management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits, as well as future tax planning strategies. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.6 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

3.7 Government Grants

Receivables are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct, or otherwise acquire non-current assets (including property, plant, and equipment) are recognized as deferred income in the separate statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

3.8 Property, plant, and equipment

Property, plant, and equipment held to be used in the production or supply of goods or services or for administrative purposes are stated in the separate statement of financial statements at their cost less accumulated depreciation and accumulated impairment losses.

Tangible assets in progress that will be used in production or in administration are stated at cost less any impairment. Costs include professional fees and, in case of qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such assets are classified under such categories of tangible assets when completed or ready for use for the purpose they were intended. The depreciation of such assets, on the same basis as other owned assets, commences when the assets are ready for use as intended by the management.

Land is not depreciated.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.8 Property, plant, and equipment (continued)

The depreciation of the property plant and equipment items is recorded in the statement of comprehensive income through the profit and loss of the year.

The depreciation commences when the assets are ready for their intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognized so as to write off the cost or valuation of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is no longer recognized further to its assignment or when no future economic benefits are expected from the continued use of the asset. Any gain or loss resulting from the assignment or disposal of an item of property, plant and equipment is determined as the difference between proceeds from sales and the carrying value of the asset and is recognized in the Company's profit or loss.

The average useful life of each category of property, plant and equipment is presented as follows:

	<u>Years</u>
Buildings	20 – 60
Plant and equipment	8 – 16
Fixtures and furniture	2 – 8
Right-of-use assets	10 - 30

Intangible assets purchased separately.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated depreciation amortization and accumulated impairment losses. Amortization is calculated on a straight-line basis throughout the useful life. The estimated useful life and the amortization method are revised at the end of each reporting period, effecting changes in the future accounting estimates.

The following useful lives are used in the calculation of amortization:

	<u>Years</u>
Software	1 – 5

3.9 Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

Where the asset does not generate cash, inflows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.9 Impairment of tangible and intangible assets (continued)

Where there can be identified a consistent allocation basis, the Company's corporate assets are also allocated to individual cash generating units or to the smallest Company of cash generating units for which a consistent allocation basis can be identified.

The recoverable value means the highest of fair value minus sale costs and its value in use. When measuring the value in use, estimated future cash flows are discounted at their current value by using a discount rate determined prior to taxation, which reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimates related to future cash flows have not been adjusted.

If the recoverable value of an asset (or cash-generating unit) is estimated to be lower than its carrying value, then the carrying value of the asset (or the cash-generating unit) is reduced to the level of the recoverable value. Impairment is recognized immediately in profit or loss, if the relevant asset is not registered at a re-measured value, in which case the impairment is treated as reduction of re-measurement.

When an impairment loss is subsequently reversed, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable value, but so that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the respective asset (cash generating unit) in the prior years. A reversal of the impairment loss is immediately recognized in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.10 Investments in subsidiaries and associates

The Company's investments in its subsidiaries, associates are carried at cost less impairment.

Subsidiaries are the entities controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee.
- The ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but which does not comprise control or joint control over those policies.

The Company accounts for investments in associates at historical cost..

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.10 Investments in subsidiaries and associates (continued)

Impairment of investments in subsidiaries and joint ventures

For the purposes of subsequent measurement, the Company measures investments in subsidiaries and associates at cost less impairment. At each reporting date the Company assesses whether there are any indications of impairment of the carrying amount of investments in subsidiaries and associates exist. If any such indication exists, the Company estimates the recoverable amount of the investment in subsidiaries and associates based on the fair value of each subsidiary/associate, using external valuation reports. For subsidiaries and associates for which no external valuation report is available, the Company uses the most reliable indicator of fair values, such as its share of the IFRS net assets. An impairment loss is recognised in profit or loss and corresponds to the amount by which the carrying amount exceeds its recoverable amount.

Upon loss of significant influence, the Company measures and recognises any retained investment at its fair value through profit or loss.

Dividends from subsidiaries and associates

Dividends from subsidiaries and associated entities, in accordance with IAS 27, are recognized in an entity's separate financial statements when the entity's right to receive the dividend is established. The dividend is recognized in the profit or loss account.

3.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Costs, including a part corresponding to the fixed and variable expenses are allocated to the inventories held through the method that is most adequate to the respective class of inventories, the weighted average basis. Net realizable value represents the sale price estimated for inventories less all the costs estimated for completion and the costs pertaining to the sale.

3.12 Provisions

It is the Company's policy to establish provisions, based on reasonable estimates, for the possible consequences of audits carried out by the tax authorities in the jurisdictions in which it operates. The amount of such provisions depends on various factors, such as the experience of previous tax audits and the differing interpretations of tax regulations by the taxable entity and the competent tax authority.

Such differences in interpretation may arise across a wide variety of matters, depending on the conditions prevailing in the jurisdictions in which the Company operates. As the Company assesses that the probability of disputes arising and of subsequent cash outflows for the payment of taxes is unlikely, no contingent liability has been recognised.

Provisions are recognized when the Company has a present obligation (legal or implicit) as a result of a past event, and it is probable that an outflow of resources incorporating economic benefits will be required to settle that obligation and a reliable estimate of the value of the obligation may be made.

The value recognized as provision is the best estimate of the counter value required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties related to the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, the carrying value thereof is the present value of such cash flows (if the effect of the time value of money is material).

When expected that some of or all the economic benefits required to settle a provision be recovered from third parties, then the receivable is recognized as asset if it is almost certain that the repayment will be collected, and the value of the receivable can be reliably assessed.

3. MATERIAL ACCOUNTING POLICIES (continued)

3.12 Provisions (continued)

The Company records current tax provision relating to management's assessment of the amount of tax payable on open tax positions where the liabilities remain to be agreed with the Romanian Tax Authorities. Uncertain tax items for which a provision is made, relate principally to the interpretation of tax legislation regarding arrangements entered by the Company. Due to the uncertainty associated with such tax items, there is a possibility that, on conclusion of open tax matters at a future date, the outcome may differ significantly. There is no such open issue with the tax authorities for the Company as of December 31, 2024, for which a provision would be needed.

Onerous contracts

Present obligations generated under onerous contracts are recognized and measured as provisions. A contract is onerous when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

3.13 Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Critical accounting judgements

The following are the critical judgements that the management has used in applying the Company's accounting policies and which have a significant impact on the carrying values recognized in the financial statements.

i) *Recognition of revenue from logistics services*

At the end of each reporting period, the Company reviews the status of services in progress and recognises revenue from contracts with customers, together with the related contract assets and contract liabilities, based on the percentage of completion of each service (notes 3.3, 4, 15 and 21). As a result of these estimates, contract assets of RON 700,872 (2025) and RON 3,187,250 (2024) have been recognised. Contract liabilities of RON 4,040,663 (31 Dec 2024: RON 3,797,590) have also been recognised.

ii) *Useful life of tangible and intangible assets*

The Company revises the estimated useful life of tangible and intangible assets at the end of each annual reporting period. The useful lives are presented in Note 3.8 tangible and intangible accounting policies.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.14 Application of IFRS 9 Financial Instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis.

All financial assets other than investments in subsidiaries or associates are measured at amortised cost.. Financial assets resulting from the main operations of the company are presented as Trade receivables while receivables from secondary operations like sale of ships (PPE) are presented as sundry debtors.

(i) Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

3. MATERIAL ACCOUNTING POLICIES (continued)

3.14 Application of IFRS 9 Financial Instruments (continued)

(i) Amortized cost and effective interest method (continued)

Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognizes interest income by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognized in profit or loss and is included in the Finance income line item.

ii) Impairment of financial assets

The Company recognises lifetime expected credit losses (ECL) for trade receivables and contract assets. Expected credit losses are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money where appropriate.

iii) Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

The repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue, or cancellation of the Company's own equity instruments.

3. MATERIAL ACCOUNTING POLICIES (continued)

3.14 Application of IFRS 9 Financial Instruments (continued)

(iii) Financial liabilities and equity (continued)

When the Company exchanges with the existing lender one debt instrument for another with substantially different terms, this exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Company accounts for a substantial modification of the terms of an existing liability or part thereof as an extinguishment of the original financial liability and the recognition of a new liability. The terms are considered to be substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, differs by at least 10% from the present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after the modification is recognised in profit or loss as a modification gain or loss within the line item Other gains and losses.

3.15 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

Group as a lessee

i) Right-of-use assets

The *Company* recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 3 Impairment of non-financial assets.

ii) Lease liabilities

At the commencement date of the lease, the *Company* recognises lease liabilities measured at the present value of lease payments to be made over the lease term. Lease payments include fixed payments less any lease incentives receivable.

In calculating the present value of lease payments, the *Company* uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The *Company* applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

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3. MATERIAL ACCOUNTING POLICIES (continued)

3.16 Contingent assets and liabilities

A contingent liability is:

- a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- a present obligation that arises from past events that is not recognized because:
 - a. it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - b. the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the Company's financial statements but disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

A contingent asset is not recognized in the Company's financial statements but disclosed when an inflow of economic benefits is probable.

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4. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following is an analysis of the Company's revenue for the year:

	Year ended December 31, 2025	Year ended December 31, 2024
Revenue from rendering of services	407,510,963	479,927,008
Revenue from other activities	3,238,004	4,323,151
Other operating revenues	1,581,314	6,449,393
Total	412,330,281	490,699,552

Revenue from services rendered relates primarily to inland waterway transport services provided to third-party customers together with CNFR Navrom SA, as well as port operations and cargo storage activities. The Company forms part of the Forwarding segment within the TTS Group and also carries out activities in the Port Operations segment through the river ports of Oltenița, Bechet and Giurgiu.

This is the Company's core business and represents approximately 99% of total revenue for the years ended December 31, 2025, and December 31, 2024.

	Year ended December 31, 2025	Year ended December 31, 2024
Sales to the domestic market (Romania)	101,294,888	104,161,030
Sales to foreign markets*	309,454,080	380,089,129
Total	410,748,967	484,250,159

* Based on the country in which the customers are established

The following table classifies the proceeds from the sale of services in 2025 according to the timing of revenue recognition:

	Year ended December 31, 2025	Year ended December 31, 2024
Revenue recognized over time	412,330,281	490,699,552
Revenue recognized at a point in time	-	-
Total	412,330,281	490,699,552

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Segment reporting	Total		Forwarding		Port operations		Total		Forwarding		Port operations	
	2025	2025	2025	2025	2025	2025	2024	2024	2024	2024	2024	2024
Revenue	410,748,967		407,538,741		3,210,226		484,250,159		482,423,809		1,826,350	
Other operating revenue	1,581,314		1,581,314		-		6,449,393		6,449,393		-	
Raw materials and consumables	(176,370)		(166,033)		(10,338)		(239,063)		(238,837)		(226)	
Depreciation and amortization	(7,765,081)		(5,214,428)		(2,550,653)		(7,426,717)		(4,273,284)		(3,153,433)	
Subcontractor expenses	(348,734,748)		(345,313,093)		(3,421,655)		(397,749,390)		(394,919,855)		(2,829,535)	
Payroll expenses	(13,193,792)		(13,193,792)		-		(13,428,759)		(13,428,759)		-	
Electricity, heating and water	(409,112)		(230,095)		(179,017)		(363,593)		(143,251)		(220,342)	
Maintenance and repair expenses	(1,912,668)		(1,825,247)		(87,421)		(2,170,513)		(2,123,182)		(47,331)	
Other expenses	(3,089,950)		(2,856,219)		(233,731)		(3,622,272)		(3,198,423)		(423,849)	
Other gains	1,475,468		11,219,961		597,200		3,353,138		2,806,570		546,568	
Other losses	(4,389,012)		(15,669,887)		(143,911)		(6,675,234)		(6,675,179)		(55)	
Operational result	34,135,016		35,871,222		(2,819,300)		62,377,149		66,679,002		(4,301,853)	
Dividend income and impairment of investment	306,894						7,575,347					
Finance income	1,464,002						2,865,395					
Finance cost	(2,859,150)						(2,534,042)					
Profit before tax	33,046,762						70,283,849					
Income tax expenses	(4,191,600)						(8,302,452)					
Net profit	28,855,162						61,981,397					

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5. OTHER EXPENSES

	Year ended December 31, 2025	Year ended December 31, 2024
Electricity expenses	409,113	363,596
Repairs	1,912,667	2,170,514
Rent expenses	60,542	335,171
Insurance expenses	1,199,473	1,165,254
Training	50,708	62,220
Consulting expenses	14,000	34,499
Legal Expenses	307,078	305,563
Advertising and marketing expenses	898,624	1,247,929
Transportation services	22,332	21,865
Travel expense	191,842	208,639
Communication expenses	88,225	99,791
Other taxes, charges, and similar expenses	257,126	141,337
Total	5,411,730	6,156,378

6. PAYROLL EXPENSES

	Year ended December 31, 2025	Year ended December 31, 2024
Salaries and allowances expenses	8,052,504	8,445,105
Insurance contribution for work	276,835	281,696
Other expenses regarding insurance and social protection	261,942	259,547
Meal tickets	352,405	367,680
Stock option plan benefits	-	-
	8,943,686	9,354,028
Board Members executive and non-executive	4,250,106	4,074,731
Total	13,193,792	13,428,759

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7. OTHER GAINS AND LOSSES

	Year ended December 31, 2025	Year ended December 31, 2024
Other gains	844,450	596,369
Net gain or loss on disposal of tangible fixed assets	253,682	35,712
Net income from exchange rate differences	-	2,184,332
Reversal of loss allowance for expected credit loss on current assets	231,150	358,934
Net income from provisions	46,690	177,792
Total other gains	1,357,973	3,353,138

	Year ended December 31, 2025	Year ended December 31, 2024
Net foreign exchange loss	(2,462,626)	-
Other administrative expenses	(1,808,891)	(6,675,234)
Total other losses	(4,271,517)	(6,675,234)

The item Other administrative expenses include economic penalties from suppliers (2025: RON 1,110,029; 2024: RON 5,734,355) sponsorship expenses, donations granted and service re-invoicing.

8. INVESTMENT INCOME

	Year ended December 31, 2025	Year ended December 31, 2024
Dividends received from subsidiaries	-	9,312,483
Dividends received from associates	258,894	445,060
Income from financial investments sold	48,000	-
Dividends income	306,894	9,757,543
Other expense	-	(18,000)
Impairment of investments in subsidiaries	-	(2,164,196)
Income from financial investments	306,894	7,575,347

For information on the Impairment of investments in subsidiaries, see also note 12.

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9. FINANCE INCOME

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Interest income	1,464,002	2,865,395
Total	<u>1,464,002</u>	<u>2,865,395</u>

FINANCE COSTS

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Bank fees and commissions	(77,932)	(109,420)
Interests on borrowings	(1,408,171)	(2,387,356)
Interest on lease liabilities related to rights to use assets	(289,955)	(35,594)
Foreign exchange differences from financing activities	(1,083,092)	(1,672)
Total	<u>(2,859,150)</u>	<u>(2,534,042)</u>

10. INCOME TAX

The tax rate applied for the reconciliation above for the years 2025 and 2024 is 16% in Romania.

	<u>Temporary differences 2025</u>	<u>Deferred tax amount 2025</u>	<u>Temporary differences 2024</u>	<u>Deferred tax amount 2024</u>
Property plant and equipment	(444,362)	(71,098)	(620,017)	(99,203)
Trade receivables	1,566,127	250,581	1,065,389	170,463
Deferred Tax asset	<u>-</u>	<u>179,483</u>	<u>-</u>	<u>71,260</u>

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Current tax expense (note 10.2)	<u>4.299.823</u>	<u>8,355,632</u>
(Expenses) / Income with deferred tax recognized in the current year (note 10.1)	(108.223)	(53,180)
Total	<u>4.191.600</u>	<u>8,302,452</u>

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10. INCOME TAX (continued)

10.1. Details regarding deferred tax

	Year ended December 31, 2025	Year ended December 31, 2024
Balance as of January 1 deferred tax (assets)/ liabilities	(71,260)	(18,080)
<i>Expense / (Revenue) in the period:</i>		
- generated by the property, plant, and equipment	(28,105)	(83,570)
- others	(80,118)	30,390
Total impact – Profit and Loss account	(108,223)	(53,179)
Total impact through comprehensive income	-	-
Balance as at December, 31 deferred tax assets	(179,483)	(71,260)

10.2. Details regarding income tax

	Year ended December 31, 2025	Year ended December 31, 2024
Profit before tax	33,046,762	70,283,849
Income tax calculated at 16%	5,287,482	11,245,416
Tax effects of non- deductible expenses	382,583	185,637
Tax Effects of income that are exempt from taxation	(243,903)	(1,654,077)
Tax credit	(1,234,561)	(1,474,523)
Income tax in respect of the current year	4,191,600	8,302,452

A tax credit represents a bonification received from the state in accordance with Romanian law OUG 33/2020 and 153/2020 relating to reinvested profit, sponsorships and bonuses based on the evolution of equity.

During the year 2025 the Company compensated amount from current income tax with RON 3.179.937 (2024: RON 24,561,037) amount from VAT liability following compensations decisions issued by State Authorities.

As of December 31, 2025, the Company has a receivable representing recoverable profit tax, in the amount of 10.749.424 lei resulting from the application of the advance payment system for corporate tax, and as of December 31, 2024, a payable in amount of RON 11.637.991.

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11. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Plant and equipment	Fixtures and furniture	Tangible assets in progress and advances for fixed assets	Right of use assets	Total
COST							
Balance as at January 1, 2025	6,129,797	42,710,637	134,826,009	1,243,528	1,458,575	904,584	187,273,130
Increases	-	-	67,138	121,047	844,820	5,361,310	6,394,315
Transfer from PP&E in progress	-	369,513	369,132	-	(738,645)	-	-
Disposals	-	-	(2,436,228)	(18,903)	(353,177)	-	(2,808,308)
Balance as at December 31, 2025	6,129,797	43,080,150	132,826,051	1,345,672	1,211,573	6,265,894	190,859,137
ACCUMULATED DEPRECIATIONS							
Balance as at January 1, 2025	-	9,643,147	69,471,839	1,158,736	953,880	296,379	81,523,980
Depreciation and amortization	-	1,823,388	5,480,169	35,537	-	398,449	7,737,543
Disposals	-	-	(511,405)	(18,903)	(353,177)	-	(883,485)
Balance as at December 31, 2025	-	11,466,535	74,440,603	1,175,370	600,703	694,828	88,378,039
NET BOOK VALUE							
As of December 31, 2024	6,129,797	33,067,490	65,354,170	84,792	504,695	608,206	105,749,150
As of December 31, 2025	6,129,797	31,613,615	58,385,448	170,302	610,870	5,571,066	102,481,098

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11. PROPERTY, PLANT AND EQUIPMENT (continued)

	Land	Buildings	Plant and equipment	Fixtures and furniture	Tangible assets in progress and advances for fixed assets	Right of use assets	Total
COST							
Balance as at January 1, 2024	6,129,797	42,483,777	128,040,755	1,220,913	1,764,015	904,584	180,543,841
Increases	-	226,860	4,427,204	22,616	2,249,804	-	6,926,484
Transfer from PP&E in progress	-	-	2,555,245	-	(2,555,245)	-	-
Disposals	-	-	(197,195)	-	-	-	(197,195)
Balance as at December 31, 2024	6,129,797	42,710,637	134,826,009	1,243,528	1,458,575	904,584	187,273,130
ACCUMULATED DEPRECIATIONS							
Balance as at January 1, 2024	-	7,831,954	64,309,594	1,132,910	953,880	105,940	74,334,277
Depreciation and amortization	-	1,811,193	5,359,440	25,826	-	190,439	7,386,898
Disposals	-	-	(197,195)	-	-	-	(197,195)
Balance as at December 31, 2024	-	9,643,147	69,471,839	1,158,736	953,880	296,379	81,523,980
NET BOOK VALUE							
As of December 31, 2023	6,129,797	34,651,823	63,731,161	88,002	810,135	798,645	106,209,564
As of December 31, 2024	6,129,797	33,067,490	65,354,170	84,792	504,695	608,206	105,749,150

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11. PROPERTY, PLANT AND EQUIPMENT (continued)

Reconciliation of the information in Note 12 with the separate statement of financial position

Separate Statement of Financial Position	<u>2025</u>	<u>2024</u>
Property, Plant, and Equipment	96,910,032	105,140,944
Right-of-use assets	5,571,066	608,206
Total	102,481,098	105,749,150

In 2025, the movements in right-of-use assets are detailed as follows:

Right-of-use assets	Vehicles	Land	Total
Opening balance (cost)	904,584	-	904,584
Increases	452	5,360,858	5,361,310
Decreases	-	-	-
Closing balance (cost)	905,036	5,360,858	6,265,894
Opening balance (depreciation)	296,379	-	296,379
Increases	190,513	207,936	398,449
Decreases	-	-	-
Closing balance (depreciation)	486,892	207,936	694,828
Net value	418,144	5,152,922	5,571,066

Details of lease agreements and the related lease liabilities are presented in Note 20.

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12. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

For individual financial statements the Company considers that the cost method would be relevant for the user of its separate financial statements, as presented in the table below:

Name of investment	Type	Set-up year	Core business	Place of operations	Ownership / voting rights percentage 31.12.2025	Ownership/ Voting rights percentage 31.12.2024	Carrying amount of the investment 31.12.2025	Carrying amount of the investment 31.12.2024
CNFR Navrom SA	subsidiary	1991	Freight transport by inland waterways	Galati, Romania	92.2019%	92.1946%	41,303,985	41,282,511
Canopus Star SRL	subsidiary	2001	Loading and unloading of merchandise, storage, and port operation	Constanta, Romania	51.00%	51.00%	45,822,648	45,822,648
DECIROM SA	subsidiary	1991	Loading and unloading of merchandise, storage, and port operation	Constanta, Romania	99.93%	99.93%	132,815,362	132,815,362
TTS Porturi Fluviale SRL	subsidiary	1996	Loading and unloading of merchandise, and port operation	Galati, Romania	100.00%	100.00%	25,616,494	25,616,494
TTS Operator SRL	subsidiary	1994	Loading and unloading of merchandise, and port operation	Constanta, Romania	90.00%	90.00%	2,089,532	2,089,532
Port of Fajsz KFT	subsidiary	2004	Water transportation related activities	Fajsz, Hungary	100.00%	100.00%	1,125,390	1,125,390
Agrimol Trade SA	subsidiary	2010	Wood wholesale transport	Bucharest, Romania	94.98%	94.98%	3,026,465	3,026,465
Plimsoll ZRT	subsidiary	2016	Freight transport by railway and river	Budapest, Hungary	51.00%	51.00%	6,245,952	6,245,952
TTS (Transport Trade Services) Gmbh	subsidiary	2014	complementary activities related to river transport	Viena, Austria	75.00%	75.00%	116,477	116,477
Transterminal-SRL	associate	2006	Freight transport by railway	Chisinau, Republic of Moldova	20.00%	20.00%	147,339	147,339
Management NFR SA	Investment	2003	Consulting for business	Bucharest, Romania	-	20.00%	-	-
GIF Leasing IFN	investment	2004	Financial leases	Bucharest, Romania	7.70%	7.70%	-	-
							258,309,643	258,288,169

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12. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES (continued)

The percentage of ownership presented in the table above for each subsidiary represent also the voting rights held by TTS SA in each company.

In 2025, the Company continued acquiring shares in CNFR Navrom S.A., amounting to RON 21,474. During 2025, it also received a dividend of RON 258,894 from Transterminal-S.

In 2024, the Company continued acquiring shares in CNFR Navrom S.A., amounting to RON 34,416, and disposed of shares in Agrimol Trade S.A., amounting to RON 265,354. The shares in Agrimol Trade S.A. were sold at nominal value. The liquidation procedure of Management NFR S.A. was completed.

On December 31, 2024, the Company evaluated investments in subsidiaries and associated entities at cost and recorded an impairment loss in the amount of RON 2,182,196, which was recorded in the profit and loss account and corresponds to the amount by which the accounting value exceeds the recoverable amount.

The roll forward of the carrying amounts of the investment in subsidiaries and associates is presented below:

Carrying amounts Dec 31, 2024	258,288,169		
Acquisition of additional stake in CNFR Navrom	21,474		
Carrying amounts Dec 31 ,2025	258,309,643		

	Increase		Decrease	
	31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24
Increases in subsidiaries				
CNFR Navrom SA	21,474	34,416	-	-
Agrimol Trade SA	-	-	-	2,279,405
Total	21,474	34,416	-	2,279,405

In 2024, the decrease in Agrimol Trade SA includes the sale of shares in amount of RON 265,354 and an impairment in amount of RON 2,014,051. The impairment was booked based on an impairment analysis performed by the Company considering the expected budgets for next years which were built considering the historical results of the Company.

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13. OTHER LONG-TERM ASSETS

	Year ended December 31, 2025	Year ended December 31, 2024
Commercial guarantees	501,948	170,106
Total	501,948	170,106

Included in the line of other long-term assets are mainly guarantees to harbour authorities. These are registered at historical cost.

14. INVENTORIES

	Year ended December 31, 2025	Year ended December 31, 2024
Consumables, at lower of cost and net realizable value	1,116,420	1,101,085
Small inventory, at lower of cost and net realizable value	7,148	9,875
Advance paid	349,552	-
Total	1,473,120	1,110,960

15. TRADE AND OTHER RECEIVABLES

	Year ended December 31, 2025	Year ended December 31, 2024
Trade receivables	48,732,262	33.750.512
Advances paid to suppliers of services	21,107	21.866
Allowance for expected credit losses	(1,582,133)	(864.480)
Total	47,171,236	32,907,898
Contract assets	700,872	3,187,250

Contract assets (receivables from contracts with customers) relate to revenue earned from services in progress. As such, the balances of this account fluctuate and depend on the value of services in progress at the year end.

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15. TRADE AND OTHER RECEIVABLES (continued)

Allowance for **expected credit losses:**

	Year ended December 31, 2025	Year ended December 31, 2024
Balance at the beginning of the year	864,480	1,223,434
Write off bad debts	-	-
Constituted / (Recovered)	717,653	(358,954)
Balance at the end of the year	1,582,133	864,480

In determining the recoverability of a trade receivable, the Company considers any change in the crediting quality of the loan up to the reporting date. The concentration of the recoverability risk of the receivable is limited due to the existence of a big number of non-affiliated clients. Thus, the management considers that no supplementary expected credit losses are necessary for trade receivables to the ones already recognized in the current financial statements.

Loans granted to subsidiaries amounting to RON 1,385,178 outstanding as of 31 December 2024 were granted to the subsidiary Port of Fajsz, renewable annually at an interest rate similar to the bank overdraft rate of the Company. All loans granted to subsidiaries were repaid in full by 31 December 2025.

Details of expected credit losses for trade receivables, contract assets and other current assets are presented below:

Total Dec, 2025	Not due	0-30 days	30-90 days	91-180 days	181-365 days	over 365 days
49,454,241	32,381,199	9,734,891	3,130,757	2,705,849	33,151	1,817,950
(1,582,133)	-	-	-	-		(1,582,133)
Total Dec, 2024	Not due	0-30 days	30-90 days	91-180 days	181-365 days	over 365 days
33,772,378	21,081,994	7,614,548	2,147,433	1,615,397	448,527	864,480
(864,480)	-	-	-	-		(864,480)

The average credit period on sales invoices is 30-45 days. No interest is charged on outstanding trade receivables.

The Company always measures the expected credit losses for trade receivables at amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The credit risk of the clients is monitored according to the Company's policy. The Company's clients are multinational companies in the agricultural and steel sectors with a minimal degree of risk related to collection, which has been proven in the history of TTS transactions with them. To measure the expected credit losses, trade receivables have been grouped based on shared credit risks characteristics and the days past due. In accordance with IFRS 9, non-due trade receivables have also been considered for impairment. Management considers that the provision for bad debts related to trade receivables overdue by more than one year is sufficient.

The Company has recognized a loss allowance of 87% for all receivables past 365 days past due because historical experience has indicated these receivables are generally not recoverable.

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15. TRADE AND OTHER RECEIVABLES (continued)

The Company management has analysed historical recoverability of trade receivables and contract assets and considers that it is not necessary to book any extra estimated credit losses.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery e.g., when the debtor has been placed under liquidation.

16. OTHER CURRENT ASSETS

	Year ended December 31, 2025	Year ended December 31, 2024
Taxes receivable from state budget (mainly VAT)	12,057,514	4,019,508
Prepayments	1,960,253	517,742
Sundry debtors	6,370,751	5,528,905
Expected credit losses for sundry debtors	<u>(4,593,054)</u>	<u>(5,504,755)</u>
Total	<u>15,795,464</u>	<u>4,561,400</u>

Government grants

	Year ended December 31, 2025	Year ended December 31, 2024
Balance at the beginning of the year	-	<u>3.814.190</u>
Derecognized, economics project chapters	-	(536.114)
Cashed in during the year	<u>-</u>	<u>(3.278.076)</u>
Balance at the end of the year	<u>-</u>	<u>-</u>

Sundry debtors represent amounts paid for goods and services based on commercial contracts but not honoured at the terms provided in the contract. For the above bad debt amount, the Company makes every effort to recover these amounts.

Government grants refer to non-refundable funds related to investments made mainly by TTS (Transport Trade Services) S.A. for modernization of the Port Giurgiu infrastructure. There are no unfulfilled conditions or other contingencies attached to these grants, other than the fact that the Company must not relocate the activity outside the European Union, within 10 years from the moment of receiving the final payment.

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17. SHARE CAPITAL

	<u>Number of shares</u>	<u>Share capital</u>
Balance on 31 December, 2023	60,000,000	61,739,602
Issue of shares	120,000,000	120,000,000
Balance on 31 December, 2024	180,000,000	181,739,602
Issue of shares	-	-
Balance on 31 December, 2025	180,000,000	181,739,602

On July 8, 2024, the operation to increase the Company's share capital by the amount of RON 120,000,000 without subscription and without contribution was completed, by incorporating the amount of RON 120,000,000 from the net profit obtained in previous years, recorded as retained earnings on December 31, 2023 and the counterpart issue of 120,000,000 shares with a nominal value of RON 1 each and the free distribution of 2 newly issued shares for each share held by the shareholders registered in the Shareholders' Register on the Registration Date, respectively August 27, 2024.

As of 2025, December 31 the Company's shareholding structure is as follows:

Shareholding structure	<u>No. of shares</u>	<u>Share</u>
Mihailescu Alexandru Mircea	45,552,999	25.3072%
Other shareholders – legal persons	86,680,865	48.1560%
Other shareholders – individuals' persons	47,766,136	26.5367%
Total	180,000,000	100 %

As of 2024, December 31 the Company's shareholding structure is as follows:

Shareholding structure	<u>No. of shares</u>	<u>Share</u>
Mihailescu Alexandru Mircea	45,552,999	25.3072%
Other shareholders –legal persons	82,418,118	45.7878%
Other shareholders – individuals' persons	52,028,883	28.9049%
Total	180,000,000	100%

The inflated value of the share capital (resulting from hyperinflation in the past) on 2025, December 31 is RON 181,739,602 (2024: RON 181,739,602).

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18. RESERVES

	Year ended December 31, 2025	Year ended December 31, 2024
Share based payments reserves	-	2,972,450
Legal reserves	17,174,600	15,516,851
Other reserves	42,873,881	42,492,564
Revaluation reserve	-	-
Total	60,048,481	60,981,865

The main lines from reserves are related to the profits generated by the Company and from redemption of own shares that were transferred to reserves and can be used according to fiscal regulations (other reserves are available to distribution to shareholders, legal reserves are available only to cover retained losses).

Legal reserves in amount of RON 17,174,600 (December 31, 2024: 15,516,851) are constituted in accordance with Law 31/1990 with subsequent modification, at the rate of 5%, until the total reserve reaches 20% of the historical paid-in share capital, according to the statutory regulations. The legal reserves are non-distributable but can be used to cover losses.

Share based payments reserves

The share-based payments reserve was used to recognise the value of equity-settled share-based payments provided to senior employees and executives, as part of their remuneration. A share-based payment plan was set up during Q4 2023 by which several share options of TTS Transport Services were granted to some employees of the Group. The stock options vested immediately, based on 2023 results, payable within 12 months. The Company has recorded the reserve based on the value of the shares at the balance sheet date considering this to be close to the fair value of the option. The Company recorded the reserve based on the value of the shares at the balance sheet date, considering that this is close to the fair value of the option. The Company suspended the granting of new share-based benefits temporarily, with stages 2 and 3 being postponed for a period to be determined in the near future.

According to Decision from December 21, 2023, the Board of Directors established the first parameters of the SOP Program first stage comprising purchase of 331.500 free shares of the Company ("Options"). The benefits in share capital were granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS Group.

The share-based payments reserve was used to recognise the value of equity-settled share-based payments provided to senior employees and executives, as part of their remuneration. A share-based payment plan was set up during Q4 2023 by which several share options of TTS Transport Services were granted to some employees of the Group. The stock options vested immediately, based on 2023 results, payable within 12 months. The stock option plan was granted to workers, management personnel, and subsidiaries who significantly aided in the growth of the TTS group. The total number of shares to be awarded in the first stage of the plan was 110,500 shares for employees of TTS and its subsidiaries (supported by TTS). The Company has recorded the reserve based on the value of the shares at the balance sheet data (December 31, 2023) considering this to be close to the fair value of the option. The Company suspended the granting of new share-based benefits temporarily, with stages 2 and 3 being postponed for a period to be determined in the near future. The first stage of the stock option plan shares namely the 331,500 shares (considering the increase in number of share during 2024) were actually awarded to the employees in March 2025 after the finalization of the documentation/ legal formalities. Upon the allocation of shares, the share-based payment reserve was closed against the carrying amount of treasury shares, resulting in a gain of RON 6,661 recognised in equity.

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18. RESERVES (continued)

EARNINGS PER SHARE

Basic Earnings per share and Diluted earnings per share are equal as there are no dilution elements to be considered for both years in line with IAS 33 requirements.

	Year ended December 31, 2025	Year ended December 31, 2024
<i>Profit for the year attributable to:</i>		
Owners of the Company	28,855,162	61,981,397
No of shares at the end of the year	180,000,000	180,000,000
No of shares average- during of the year	179,938,241	101,600,025
Earnings per share, net		
Basic, profit for the year attributable to ordinary equity holders of the parent	0,1604	0.6101
Diluted, profit for the year attributable to ordinary equity holders of the parent	0,1604	0.6101

Basic and diluted net earnings per share attributable to the shareholders of the parent company take into account the weighted average number of shares during the year, considering the effect of changes in the number of treasury shares repurchased during the year as well as the number of newly issued shares during the year.

During 2025, the Company distributed dividends of RON 27,900,000, representing RON 0.155 per share at the distribution date. The dividends were paid on June 16, 2025.

During April 2024, dividends of RON 68,400,000 (RON 68,311,775 net of treasury shares) were distributed, representing RON 1.14 per share at the distribution date. The dividend was paid on June 17, 2024.

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19. RELATED PARTY TRANSACTIONS

Balances and transactions with related parties are presented below:

	Amounts receivable from related parties		Amounts payable to related parties	
	31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24
CNFR Navrom SA	1,680,090	362,223	28,093,161	26,109,592
TTS Operator SRL	2,156,550	856,800	2,846,143	3,267,482
Canopus Star SRL	-	-	2,046,039	10,430,825
Decirom SA	2,141,700	-	260,126	705,028
TTS Porturi Fluviale SRL	-	30,411	454,056	293,679
Plimsoll ZRT	1,149,091	142,555	-	-
TTS (Transport Trade Services) gmbh	1,125,231	1,017,347	61,182	59,689
Port of Fajsz kft	941,455	918,761	-	-
Navrom Shipyard SRL	-	-	52,726	-
Total	9,194,117	3,328,096	33,813,433	40,866,295

Loans granted

Port of Fajsz	-	1,385,178
Total	-	1,385,178

	Sales of goods, services and PPE		Acquisitions of goods and services	
	31-Dec-25	31-Dec-24	31-Dec-25	31-Dec-24
CNFR Navrom SA	468,887	204,135	223,821,871	276,015,298
TTS Operator SRL	3,235,000	4,320,000	21,758,945	44,730,797
Canopus Star SRL	-	-	18,206,337	19,220,655
Decirom SA	1,800,000*	15,468	5,553,344	5,704,734
TTS Porturi Fluviale SRL	49,639	30,411	3,494,803	3,020,218
Plimsoll ZRT	4,828,942	1,944,903	-	-
TTS (Transport Trade Services) gmbh	5,313,280	3,739,367	242,759	298,450
Port of Fajsz kft	219,762	-	-	-
Navrom Shipyard SRL	-	-	62,500	-
Total	15,915,510	10,254,286	273,140,559	348,990,151

***Sale of PPE**

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19. RELATED PARTY TRANSACTIONS (continued)

Compensation of key management personnel

The remuneration of directors and other members of key management during 2025 and 2024 was as follows:

	December 31, 2025	December 31, 2024
Management and Board of directors' benefits	4,250,106	4,074,731
SOP benefits	-	-
Total	4,250,106	4,074,731

The above amounts relate to short-term employees' benefits. The Company does not grant post-employment benefits, other long-term benefits, or termination benefits in the current year.

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20. INTEREST-BEARING LOANS AND BORROWINGS

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
<i>Short-term borrowings</i>		
Current portion of long-term borrowings	8,376,107	8,171,736
<i>Long-term borrowings</i>		
Long-term borrowings	<u>29,316,375</u>	<u>36,772,811</u>
Total short- and long-term borrowings	<u>37,692,482</u>	<u>44,944,546</u>

On 7 July 2023, the Company entered into a loan agreement with Citibank in the amount of EUR 11.5 million to finance the acquisition of 99.9% of the share capital of Decirrom S.A. The outstanding balance of the loan as of 31 December 2025 was EUR 7,392,857.10 (equivalent to RON 37,692,482).

Reconciliation of debt movements with cash flows arising from financing activities:

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2025</u>
	<u>Borrowings</u>	<u>Borrowings</u>
Balance as of 1 January	<u>44,944,546</u>	<u>53,121,621</u>
Loan payment	(8,308,709)	(8,177,075)
Interest expense	1,408,171	2,422,950
Interest paid	<u>(1,408,171)</u>	<u>(2,422,950)</u>
Total changes from financing cash flows	<u>(8,308,709)</u>	<u>(8,177,075)</u>
<i>Other movements related to borrowings</i>		
Exchange rate differences related to financing	<u>1,056,645</u>	<u>-</u>
Balance as of 31 December	<u>37,692,482</u>	<u>44,944,546</u>

Total net book value of the assets pledged amount **RON 2,175,911 (2024: RON 2,973,295)**.

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20. INTEREST BEARING LOANS AND BORROWINGS (continued)

Amounts due to credit institutions (continued)

Bank name	Loan type	Grant date	Due date	Balance as of		Short term December 31, 2025	Long term December 31, 2025	Period	Secured
				December 31, 2024	December 31, 2025				
Citibank Europe plc	Investment	07/07/2023	06/28/2030	44,944,546	37,692,482	8,376,107	29,316,375	84 MONTHS	yes
TOTAL				44,944,546	37,692,482	8,376,107	29,316,375		

The loan disclosed above is based on variable interest rates.

Compliance with covenants

The above-mentioned loan is subject to compliance with certain financial covenants at consolidated level. These covenants include a Financial Debt Ratio of less than or equal to 3, calculated on the basis of interest-bearing financial debt and EBITDA. The second covenant relates to a Debt Service Coverage Ratio of greater than or equal to 2 (EBITDA / interest expense plus the current portion of medium- and long-term financial liabilities). These covenants must be met on a quarterly basis, in accordance with the applicable loan agreement. The Company was in compliance with the above-mentioned covenants at consolidated level as of 31 December 2025 and 31 December 2024.

There are no indications that these covenants will not be met in the coming period.

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20. INTEREST-BEARING LOANS AND BORROWINGS (continued)

Lease obligations

The Company has lease contracts for land with terms ranging from 10 to 30 years, and for vehicles with terms ranging from 3 to 5 years. The Company is restricted from subleasing the assets, and certain contracts include investment obligations, which were fulfilled in 2025. The carrying amounts of the liabilities and the movements during the year are presented below.

	Year ended December 31, 2025	Year ended December 31, 2024
Balance as of 1 January	642,414	821,642
Additions	5,361,310	-
Interest expense	289,955	35,594
Payments	(569,525)	(214,822)
Balance as of 31 December	5,724,154	642,414
Lease long-term	5,289,641	454,890
Lease short-term	434,513	187,524

21. TRADE AND OTHER PAYABLES

	Year ended December 31, 2025	Year ended December 31, 2024
Trade payables	34,990,543	44,558,402
Accrued expenses	3,593,494	1,528,243
Total	38,584,037	46,086,645
Contract liabilities	4,040,663	3,797,590

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. Contract liabilities are recognized as revenue when the Company performs under the contract, as the service is rendered to customers.

The total amount of contract liabilities presented in the statement of financial position under the line item 'Liabilities under contracts with customers' amounted to RON 3,593,494 (31 December 2024: RON 1,528,243). These amounts correspond to sums invoiced to customers for transport services in progress at year-end or for which the full amount had been invoiced as of 31 December 2025 and 2024, but the transport had not yet been completed. The amount is determined based on the vessel's position at year-end. Any movement in the balance of contract liabilities is attributable to the level of business activity at year-end. In both 2025 and 2024, the closing balance from the previous year was recognized as revenue during the current year, as the transport service was completed at the beginning of January.

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22. PROVISIONS

	Year ended December 31, 2025	Year ended December 31, 2024
Provisions for risks and charges	865,634	912,324
Total	865,634	912,324

As of December 31, 2025, the amount of RON 865,634 (2024: RON 912,324) represents mainly a provision for unpaid holidays.

23. OTHER CURRENT LIABILITIES AND NON-CURRENT LIABILITIES

	Year ended December 31, 2025	Year ended December 31, 2024
	RON	RON
Non - financial		
Social security payable	2,652,109	430,394
Tax on salaries payable	440,324	42,941
Other non-commercial liabilities	2.649.377	3.050
VAT liabilities	218.665	-
Other current non-financial liabilities – TOTAL	5.960.475	476.385
Financial		
Employees related payables	523,874	508,887
Sundry creditors	26,011	24,295
Other current financial liabilities – TOTAL	549.885	533.182
Total other current liabilities	6,510,360	1,009,567

Employee-related liabilities are financial liabilities, whereas social security liabilities and payroll tax liabilities are non-financial liabilities. Other non-trade liabilities include withholding tax on dividends for which the offsetting document had not been received by 31 December 2025.

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23. OTHER CURRENT LIABILITIES AND NON-CURRENT LIABILITIES (continued)

Government Grants

Grants received by the Company relate to property, plant and equipment, the most significant being the grant for the Port of Giurgiu investment. The grant was recognised upon fulfilment of the investment financing criteria and as a result of amounts received from the state. Liabilities relating to grants for property, plant and equipment are released to income (presented as "Other income" within the line-item Other Gains and Losses in profit or loss) over the useful life of the acquired assets as depreciation expense are recorded.

	Year ended December 31, 2025	Year ended December 31, 2024
As of 1 January,	13,326,915	14,386,267
Recognized in year	6,159	25,500
De-recognized, economics project chapters	-	(536,114)
Released to the profit or loss account	553,841	(548,738)
As of 31 December,	<u>12,779,233</u>	<u>13,326,915</u>
Total	<u>12,779,233</u>	<u>13,326,915</u>
Current portion	555,132	553,079
Non-current portion	12,224,101	12,773,836

24. FINANCIAL INSTRUMENTS

a) Capital management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising returns to shareholders through the optimisation of the debt and equity balance. The Company's management also ensures that the financial covenants under the loan agreements, which define certain requirements regarding capital structure, are met — refer to Note 20.

The Company complies with the requirements that equity must be equal to at least half of the share capital in accordance with Law no. 31/1990, as subsequently amended.

The Company monitors its equity on the basis of the gearing ratio in accordance with its financing requirements, as part of its established strategy, with the aim of maintaining it at an appropriate level. The gearing ratio is calculated as the ratio of net debt to total capital. Net debt is calculated as total borrowings (including both short-term and long-term borrowings) less cash and cash equivalents.

Gearing as of December 31, 2024, was the following:

	Year ended December 31, 2025	Year ended December 31, 2024
Long term borrowings	37,692,482	44,944,546
Less cash and cash equivalents	29,561,479	51,494,759
Net debt	8,131,0003	(6,550,213)
Total equity and reserves	<u>360,736,795</u>	<u>359,781,633</u>
Gearing	<u>2.25%</u>	<u>-1.82%</u>

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24. FINANCIAL INSTRUMENTS (continued)

b) Foreign currency risk

The Company is exposed to fluctuations in the foreign exchange rates in the commercial and financing transactions. Foreign currency risk results from the recognized assets and liabilities, including borrowings, expressed in foreign currencies. Due to the high costs associated, the Company's policy is not to use derivatives to hedge this risk.

c) Interest rate risk management

The interest rate risk at fair value is the risk that the value of a financial instrument should fluctuate due to the variations in the market interest rates. Financial instruments are interest bearing at market rates and, as a result, it is considered that their fair values do not differ significantly from their book values.

d) Credit risk management

The Company is exposed to credit risk arising from trade and other receivables. The Company has implemented policies to ensure that sales are made to customers with an appropriate payment history. Debt maturities are monitored carefully, and overdue amounts are followed up closely. Trade receivables (customers) are presented net of loss allowances for doubtful debtors. The Company implements policies that limit the amount of credit exposure to any individual financial institution. The carrying amounts represent the Company's maximum exposure to credit risk in respect of existing receivables.

e) Liquidity risk management

A prudent liquidity risk management involves maintaining sufficient cash and credit lines available, a continuous monitoring of the estimated and actual cash flow and correlation of the due dates of the financial assets and liabilities. Due to the nature of its business, the Company intends to be flexible in respect of the financing options with the support of the majority shareholder.

f) Fair value of the financial instruments

The fair values of the financial assets and liabilities is determined in accordance with the generally accepted price models, based on the analysis of the discounted cash flows, using prices from observable current market transactions.

The financial instruments in the balance sheet include trade receivables and other receivables, cash and cash equivalents, short and long-term borrowings and other liabilities. The estimated fair values of these instruments approximate their book values. The book values represent the maximum exposure of the Company to the credit risk related to the existent receivables.

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24. FINANCIAL INSTRUMENTS (continued)

The carrying amounts of the Company's currencies expressed in monetary assets and liabilities as at the reporting date are the following:

2025	EUR		USD		CHF		GBP		RON		31-Dec-25 Total RON
	1 EUR	=5.0985RON	1 USD	=4.3417RON	1 CHF	=5.4743RON	1 GBP	=5.8335RON	1 RON	RON	
ASSETS											
Cash and cash equivalents	9,424,612		16,768,934		112		126		3,367,695		29,561,479
Trade receivables and sundry debtors	19,787,048		16,316,129		-		-		12,845,756		48,948,933
Contract assets	439,053		-		-		-		261,819		700,872
Other long-term receivables	-		-		-		-		501,948		501,948
LIABILITIES											
Trade payables	(18,453,586)		(8,051,028)		-		-		(12,079,422)		(38,584,036)
Short- and long-term borrowings	(37,692,482)		-		-		-		-		(37,692,482)
Lease liabilities	(5,101,976)		(622,178)		-		-		-		(5,724,154)
Net balance sheet exposure	(31,597,331)		24,411,857		112		126		4,897,796		(2,287,440)

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24. FINANCIAL INSTRUMENTS (continued)

2024	EUR =4.9741	USD	CHF	GBP	RON	31-Dec-24
	1 EUR =4.9741 RON	1 USD =4.7768 RON	1 CHF =5.2806 RON	1 GBP =5.9951 RON	1 RON	Total RON
	RON	RON	RON	RON	RON	RON
ASSETS						
Cash and cash equivalents	11,833,766	35,038,445	1,970	129	4,620,450	51,494,759
Trade receivables	16,892,898	10,446,341	-	-	5,568,660	32,907,898
Contract assets	2,293,467	-	-	-	893,783	3,187,250
Other long-term receivables	-	-	-	-	170,106	170,106
LIABILITIES						
Trade payables	(18,941,110)	(3,431,416)	-	-	(23,714,119)	(46,086,646)
Short- and long-term borrowings	(44,944,546)	-	-	-	-	(44,944,546)
Lease liabilities	(642,414)	-	-	-	-	(642,414)
Net balance sheet exposure	(33,507,939)	42,053,369	1,970	129	(12,461,120)	(3,913,592)

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24. FINANCIAL INSTRUMENTS (continued)

Sensitivity analysis

The Company is mainly exposed to the variations in the foreign exchange rates of EUR and USD against RON. The table below details the Company's sensitivity to a 10% increase or decrease of EUR / USD against RON. 10% is the sensitivity rate used when the internal reporting of the FX risk is made to the top management and represents the management's estimate regarding the reasonably possible changes in the FX rates. Sensitivity analysis includes only the remaining currency expressed in the monetary elements and adjust the translation at the end of the period for a 10% change in the FX rates. In the following table, a positive value indicates an increase in profit when RON is impaired by 10% as against EUR / USD. A 10% increase of RON against EUR / USD would have an equal and contrary impact on profit and other equity and the balances below would be positive. The changes will be attributable to the exposures pertaining to the borrowings in EUR and USD at year-end.

	Year ended December 31, 2025	Year ended December 31, 2024
Profit or loss	(718,523)	854,754

The impact on the result according to each currency is the following:

Currency	Year ended December 31, 2025	Year ended December 31, 2024
EUR	(3,159,733)	(3,350,792)
USD	2,441,186	4,205,337
CHF	11	197
GBP	13	12
Total	(718,523)	854,754

Tables regarding the liquidity risk and interest rate risk

The following tables detail the maturity dates of the Company's financial liabilities.

The tables have been prepared based on the undiscounted cash flows of the financial liabilities at the earliest date on which the Company may be required to pay.

The tables include capital cash flows, except for lease liabilities, for which future interest is also included.

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24. FINANCIAL INSTRUMENTS (continued)

2025	Less than 1 year	1 – 2 years	2 - 5 years	Over 5 years	Total	Book value
<i>Not bearing interest instruments</i>						
Trade payables	38,584,036	-	-	-	38,584,036	38,584,036
<i>Interest bearing instruments</i>						
Long- and short-term loans and borrowings	8,376,107	16,752,214	12,564,161	-	37,692,482	37,692,482
Long-term and short-term leases	596,087	596,087	1,788,260	6,635,066	5,289,640	5,724,153
2024			2 - 5 years		Total	Book value
<i>Not bearing interest instruments</i>						
Trade payables	46,086,646	-	-	-	46,086,646	46,086,646
<i>Interest bearing instruments</i>						
Long- and short-term loans and borrowings	8,171,736	16,343,472	20,429,338	-	44,944,546	44,944,546
Long-term and short-term leases	187,524	187,524	267,366	-	642,414	642,414

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

24. FINANCIAL INSTRUMENTS (continued)

Sensitivity analysis for variable rate instruments

A change of 1% in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

December 31, 2025	<u>1% increase</u>	<u>1% decrease</u>
Long- and short-term loans and borrowings	(376,925)	376,925
Short-term and long-term leases	<u>(52,896)</u>	<u>(52,896)</u>
Financial liabilities interest sensitivity	<u>(429,821)</u>	<u>429,821</u>
December 31, 2024	<u>1% increase</u>	<u>1% decrease</u>
Long- and short-term loans and borrowings	(449,445)	449,445
Short-term and long-term leases	(6,421)	6,421
Short-term deposits	<u>-</u>	<u>-</u>
Financial liabilities interest sensitivity	<u>(455,866)</u>	<u>455,866</u>

25. CASH AND BANK ACCOUNTS

For the purposes of the cash flow statement, cash and cash equivalents include petty cash and bank accounts, Cash, and cash equivalents at the end of the financial year, as presented in the cash flow statement can be reconciled with balance sheet elements as follows:

	<u>Year ended December 31, 2025</u>	<u>Year ended December 31, 2024</u>
Cash in banks	29,561,224	51,010,760
Petty cash	255	3,999
Cash equivalents	<u>-</u>	<u>480,000</u>
Total	29,591,479	51,494,759

The company has no short-term bank deposits with maturity of more than 3 months as of December 31, 2025.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
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(all amounts are expressed in "RON", unless specified otherwise)

26. COMMITMENTS AND CONTINGENCIES

Contingent liabilities

The Company is a guarantor in the credit contracts concluded by its subsidiaries with UniCredit Bank S.A. and Citibank, respectively for the companies CNFR Navrom S.A., Canopus Star SRL, TTS Porturi Fluviale S.R.L., Agrimol Trade SA, Navrom Shipyard S.R.L. and Plimsoll Zrt.

As of 2025, December 31 the outstanding amounts from the credit contracts are as follows:

Subsidiary	Bank name	Debt
Canopus Star SRL*	CitiBank	54,146,070
CNFR Navrom SA	CitiBank	14,740,943
CNFR Navrom SA	UniCredit Bank SA	19,336,844
TTS Porturi Fluviale SRL	CitiBank	747,524
Plimsoll Zrt	CitiBank	5,697,483
Navrom Shipyard SRL	UniCredit Bank SA	8,952,562
Agrimol Trade SA	CitiBank	9,865,468
TOTAL		RON 113,486,894

The loan contracted by Canopus Star S.R.L. is guaranteed by the Company through a corporate guarantee proportional to its ownership interest in the share capital, namely 51%.

As of 2024, December 31 the outstanding amounts from the credit contracts are as follows:

Subsidiary	Bank name	Debt
CNFR Navrom SA	CitiBank	26,129,518
CNFR Navrom SA	UniCredit Bank SA	15,606,720
TTS Porturi Fluviale SRL	CitiBank	2,187,855
Plimsoll Zrt	CitiBank	6,501,703
Navrom Shipyard SRL	UniCredit Bank SA	6,211,663
Agrimol Trade SA	CitiBank	8,511,225
TOTAL		RON 65,148,684

Taxation

Taxation system in Romania is still developing trying to consolidate and harmonize with the European legislation. In this respect, there still are various interpretations of the tax laws. In certain cases, tax authorities may treat certain aspects differently and calculate supplementary taxes and levies and related interests and penalties.

In 2025, the interest value is 0.02% for each day of delay; the delay penalties are 0.01% for each day of delay.

In Romania, the fiscal year stays open for verifications for 5 years. The management estimates that the tax liabilities included in these financial statements are adequate.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
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26. COMMITMENTS AND CONTINGENCIES (continued)

Contingent liabilities (continued)

Taxation (continued)

In accordance with the provisions issued by the Minister of Public Finance, which govern the tax treatment of equity elements that were not subject to corporate income tax calculation at the date of their recognition in the accounts, due to their nature, should the Company change in the future the destination of the revaluation reserves (by offsetting losses or distributing to shareholders), this will give rise to additional corporate income tax liabilities.

In December 2025, the Romanian tax authorities (ANAF) initiated a comprehensive tax audit at the level of the Parent Company, covering the period 1 January 2019 – 31 December 2024. As at the date of approval of these financial statements, the tax audit is ongoing, and its outcome cannot be estimated with reasonable certainty. The Company's management is unable to reasonably estimate the potential financial impact of the audit at this date.

Environmental matters

Environmental regulations are developing in Romania, and the Company has made its assessment of the current obligations resulting from past activity and considers all liabilities related to environmental matters are recorded as of December 31, 2025, or December 31, 2024, for any estimated costs, including legal and consulting fees, site surveys, the design and implementation of recovery plans as regards the environment.

As at reporting date there are no unfulfilled environmental obligations.

The Company considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of impacts on the group due to both physical and transition risks. Even though the Company believes its business model and services will still be viable after the transition to a low-carbon economy, climate-related matters increase the uncertainty in estimates and assumptions underpinning several items in the financial statements.

Even though climate-related risks might not currently have a significant impact on measurement, the Company is closely monitoring relevant changes and developments, such as new climate-related legislation. The items and considerations that are most directly impacted by climate-related matters are:

- Useful life of property, plant, and equipment. When reviewing the residual values and expected useful lives of assets, the Company considers climate-related matters, such as climate-related legislation and regulations that may restrict the use of assets or require significant capital expenditures.
- Impairment of property plant and equipment and goodwill. The value-in-use may be impacted in several diverse ways by transition risk, such as climate-related legislation.

The Company managed to become, and intend to remain, one of the lowest CO2 polluters among the participants in the transport on the Danube by continuously investing in the modernization and maintenance of the NAVROM fleet. Currently there is no immediate impact on the useful lives of property, plant and equipment or on the impairment of PPE. The management keeps track of changing requirements and updates the analysis accordingly.

TTS Group's environmental policy is built on 3 pillars:

- Monitoring energy consumption, CO2 emissions and volumes of generated and recycled waste.
- ISO 14001 external certification of environmental management systems (EMS).
- Investments in high-performance equipment in terms of environmental footprint.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in “RON”, unless specified otherwise)

27. COMMITMENTS AND CONTINGENCIES (continued)

Environmental matters (continued)

The fleet pushers are equipped with state-of-the-art engines, a fact that is reflected in the very competitive levels, both in terms of the volume of CO₂ emissions – decreasing by 26.2% in the period 2012-2022, and in terms of the intensity of CO₂ emissions – down by 5.5% in the same period, and the energy consumption of the fleet – down by 28.7%. Since 2012, The Company has been carefully monitoring both the indicators that constitute the environmental footprint of TTS - based on the energy consumption of each business unit, as well as waste management.

ISO 14001 certified EMS systems implemented cover the activity carried out in all locations with significant impact.

Transfer prices

The tax regulations in Romania regarding transfer pricing have been established in Romania starting with the year 2000. The current legal frame defines the concept of „market price” for transactions between related parties as well as the methods to establish transfer prices. As a result, it is possible that the fiscal authorities start detailed verifications of the transfer prices, to ensure that the fiscal result and/or the customs value of the imported goods are not affected by the prices used in transactions with related parties. The Company cannot assess the result of this verification, but the management considers that the Company does not have a significant exposure from this point of view, as there are documentations for the price transfers for the previous period, that will be further updated.

26. AUDIT FEES

The auditor of the Company is Ernst & Young Assurance Services SRL.

The fee for the audit of the Company's separate financial statements as of 31 December 2025 prepared in accordance with Order of the Minister of Public Finance 2844/2016 for the approval of accounting regulations in accordance with International Financial Reporting Standards as adopted by the EU and the audit of the consolidated financial statements as of 31 December 2025 prepared in accordance with Order of the Minister of Public Finance 2844/2016 for the approval of accounting regulations in accordance with the International Financial Reporting Standards adopted by the European Union Transport Trade Services) SA amounted to EUR 115,000, excluding VAT and other expenses.

The auditor of the Company also provided limited assurance services related to the Consolidated Sustainability Reporting of the Group for the year ended December 31, 2024. The fee for such services amounted to EUR 35,000.

The fee for other assurance services performed in 2024 was in the amount of EUR 9,450, excluding VAT.

TTS (Transport Trade Services) S.A.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2025
(all amounts are expressed in "RON", unless specified otherwise)

27. SUBSEQUENT EVENTS

The Board of Directors has proposed for approval at the next shareholders' meeting dividends of RON 13,500,000, representing RON 0.075 per share.

Subsequent to the reporting date, in 2026, the Company entered into a new land concession agreement for a period of 10 years, in respect of which a right-of-use asset of RON 3.6 million is to be recognised.

In February 2026, geopolitical developments in the Middle East generated regional tensions and uncertainty in global energy markets. The Group has limited exposure to customers in the affected region, with no exposure to suppliers or financial institutions in the affected region, and the potential impact of rising fuel prices is mitigated through the BAF clauses included in its commercial contracts. These developments may nevertheless influence macroeconomic conditions at both European and domestic level, with possible effects on cash flows and profitability.

Management considers these subsequent events to be non-adjusting, as their quantitative effects cannot be estimated with sufficient accuracy at the date of approval of the financial statements. The analysis of the potential implications for the Group's financial position and performance is ongoing.

These separate financial statements have been approved by the Board of Directors, and authorized to be issued on March 31, 2026, by:



STANCIU ION
CEO



NICOLETA FLORESCU,
CFO

TTS 2025 (i)

The report of the Board of Directors on the individual financial statements of TTS (TRANSPORT TRADE SERVICES) S.A. related to the year 2025

The annual report according to Annex 15, ASF Regulation no. 5/2018

based on the individual financial statements prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards

For the financial year
2025

Report date
31.03.2026

Name of the company:
TTS (Transport Trade Services) S.A.

Registered office:
Str. Vaselor, Nr. 27, Sector 2, București, România

Unique registration code
RO9089452

Registration number in the Trade Register
J19970000296401

The regulated market on which the issued securities are traded:

Bucharest Stock Exchange – Main Market, Premium category

SYMBOL	TTS
ISIN:	ROYCRRK66RD8
LEI code	5493008M458S2MG7GP03

Subscribed and paid-up share capital
RON 180.000.000

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1. Presentation of TTS (Transport Trade Services) S.A. company

1.1. Organizational form

TTS (TRANSPORT TRADE SERVICES) S.A. ("The Company" or "TTS") was established in January 1997 and is organized according to Law no. 31/1990 as a joint-stock company with full private capital.

The company was admitted to trading on the regulated market administered by the Bucharest Stock Exchange in June 2021 (the first day of trading was June 14, 2021).

On 31.12.2025, the subscribed and paid-up capital was RON 180,000,000, divided into 180,000,000 registered, ordinary, indivisible, freely transferable shares, issued in dematerialized form and recorded in the account with a nominal value of RON 1. The shares are of equal value and give owners equal rights under the law.

1.2. The main object of activity

NACE code 5226 – Other activities related to transport

1.3. The organization and activity of the Company

TTS is the parent company of a group of 14 companies ("TTS Group"), holding direct or indirect control over 13 subsidiaries.

The core activity of the Company is the shipping of dry bulk goods on the Danube, namely agricultural products, mineral raw materials, and chemical raw materials and products.

TTS provides integrated logistics services consisting of river transport services, port operation services, and other services specific to logistics chain management.

Transport and port operation services are subcontracted by TTS to its subsidiaries or to third parties.

Given the specific nature of the three types of goods handled, the Company is operationally organized into three departments:

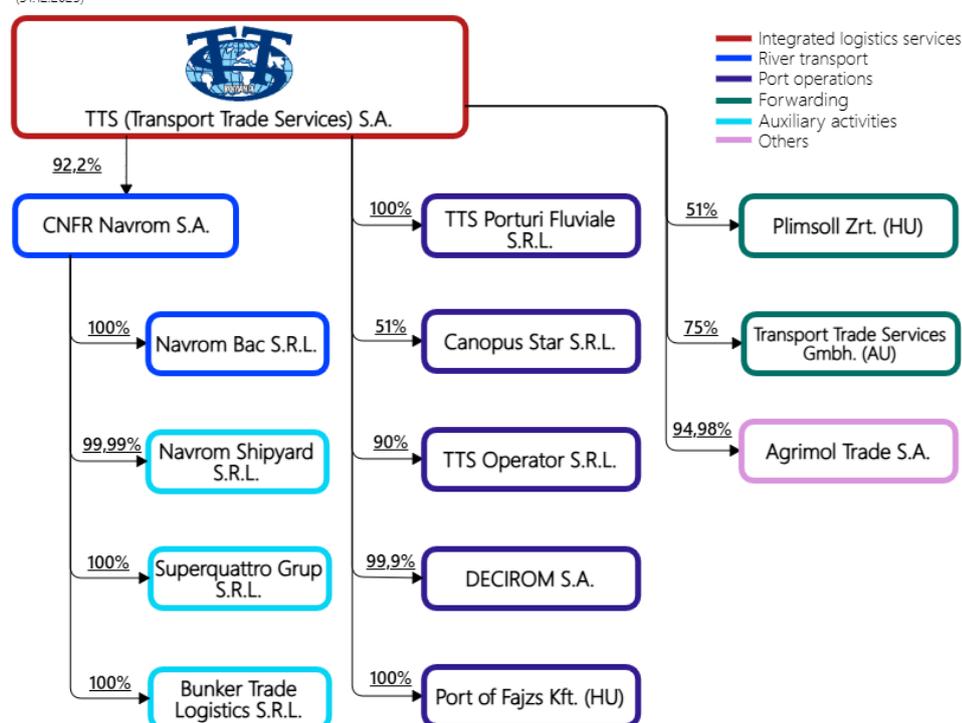
1. Minerals – logistics operations for raw materials and finished products of the metallurgical industries, as well as for equipment.
2. Agri – logistics operations for agricultural goods, mainly grains and oilseeds.
3. Chemicals – logistics operations for fertilizers and raw materials for fertilizer production.

1.4. TTS subsidiaries and holdings in other companies

The company holds majority stakes in a number of 9 companies:

Name	Main activity	Headquarters	31.12.2025	01.01.2025
CNFR Navrom S.A.	Freight transport on inland waterways	Galati	92,202%	92,195%
Canopus Star S.R.L.	Goods handling	Constanta	51,00%	51,00%
DECIROM S.A.	Goods handling	Constanta	99,93%	99,93%
TTS Porturi Fluviale S.R.L.	Goods handling	Galati	100%	100%
TTS Operator S.R.L.	Goods handling	Constanta	90,00%	90,00%
Port of Fajsz Kft.	Services auxiliary to water transport	Fajsz (Hungary)	100%	100%
Agrimol Trade SRL	Wholesale of wood material	Bucharest	94,98%	94,98%
Plimsoll Zrt.	Other transport-related support activities	Budapest	51,00%	51,00%
TTS (Transport Trade Services) Gmbh	Other transport-related support activities	Vienna	75,00%	75,00%

TTS GROUP STRUCTURE (31.12.2025)



The companies in which TTS indirectly holds a majority interest are as follows:

Name	Main activity	Headquarters	31.12.2024	01.01.2024
<u>Companies owned by CNFR Navrom S.A</u>				
Navrom Bac S.R.L.	River transport of persons	Galați	100%	100%
Navrom Shipyard S.R.L.	Repair and maintenance of ships and boats	Galați	99,99%	99,99%
Superquattro Group S.R.L.	Hydrotechnical works	Galați	100%	100%
Bunker Trade Logistics S.R.L.	Complementary transport services	Constanța	100%	100%
<u>Company owned by Plimsoll zrt</u>				
Fluvius Kft ¹	Freight transport on inland waterways	Budapest	N/A	100%

¹ Fluvius Kft. ceased to exist in September 2025 when it was absorbed through a merger by Plimsoll Zrt.

Other investments held by TTS:

Associates in which TTS does not exercise control

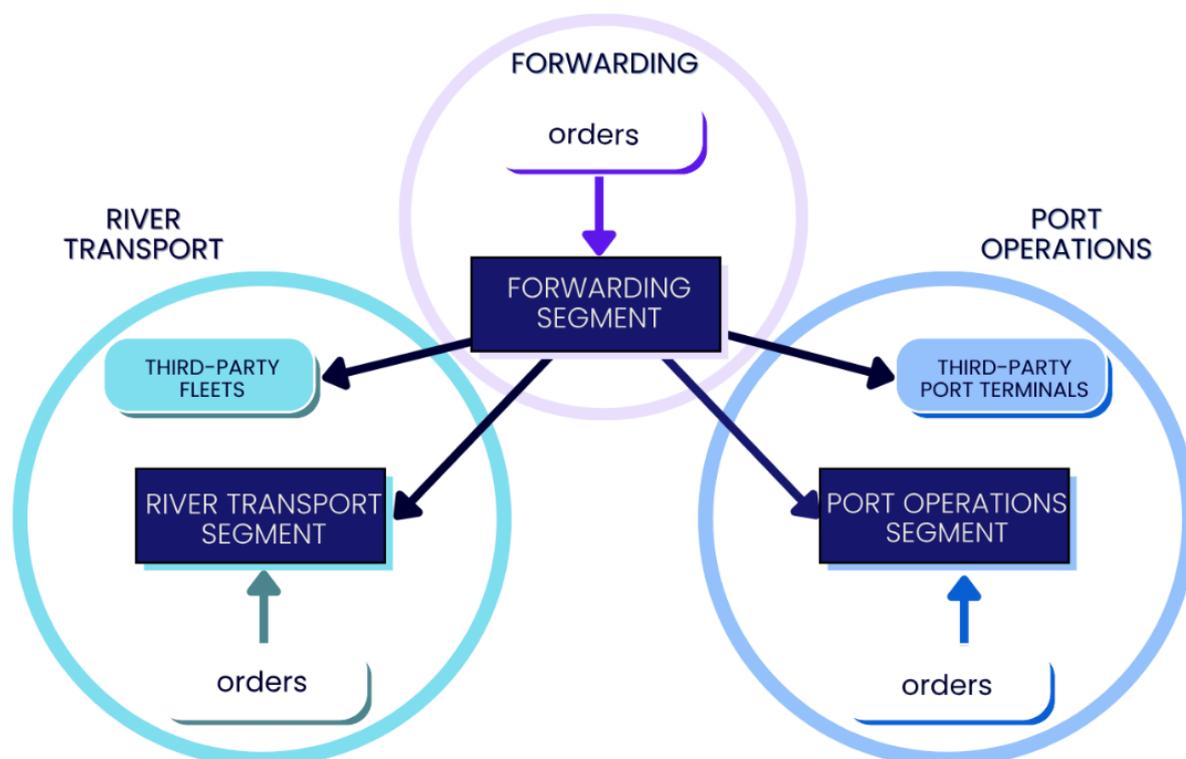
Name	Main activity	Headquarters	Ownership percentage	
			31.12.2025	01.01.2025
Navrom Port Service S.R.L. (indirectly through CNFR NAVROM S.A.)	Inland waterway freight transport	Galați	49,98%	49,98%
Transterminal-S.R.L.	Rail freight forwarding	Chișinău	20,00%	20,00%

Companies under liquidation

Name	Main activity	Headquarters	Ownership percentage	
			31.12.2025	01.01.2025
GIF Leasing IFN	Financial leasing activity	București	7,70%	7,70%

1.5. TTS Business Model

The business model of TTS Group is a “business-to-business” (“B2B”), capital-intensive model, based on the integration of three main business lines. These are organized into commercially autonomous segments, whose activities are operationally coordinated at group level by TTS. Together, they are integrated into a flexible operational platform, capable of responding rapidly to market changes and optimizing the use of resources across the entire logistics chain.



- **Integrated logistics platform**

The unified operation of the Group's asset base through integration into a modular architecture platform ensures the technical, operational, and financial capacity to provide integrated logistics services (freight forwarding, transportation, and port operations) between any two Danube ports and the Port of Constanța, for large volumes of dry bulk goods, primarily using internal resources grouped into three operational segments: Freight Forwarding, River Transport, and Port Operations.

- **Commercial Autonomy**

TTS subsidiaries have their own client base. As a result, the companies within the transport and port operations segments receive and execute orders placed both by TTS and by third parties, with the goal of maximizing capacity utilization under high-efficiency conditions. Conversely, TTS places orders primarily with its subsidiaries, but also with third parties, aiming to capture the largest possible share of the market demand for services.

- **Operational Coordination**

TTS coordinates the activity of group companies at the operational level to ensure maximum loading for companies in the transport and port operations segments and to optimize overall group activity. Coordination is carried out on an ongoing basis, and in cases where group companies lack the operational capacity to fulfill intra-group orders, TTS contracts transport and port operation services from third-party providers.

The competitive advantage of TTS derives from its ability to combine transport infrastructure with port and logistics assets in a way that enables commercial flexibility, more efficient asset utilization, and a superior capacity to adapt to changes in the structure of cargo flows.

This operational integration is particularly relevant in volatile market contexts, where economic value is no longer determined solely by the volume transported, but also by the quality of flows, the stability of commercial relationships, storage capacity, and the speed at which assets can be reconfigured between different types of cargo and logistics relationships. In this respect, TTS positions itself as a provider of integrated logistics solutions for regional flows of agricultural products, mineral raw materials, and chemical products.

2. 2025 in short

Results

- **Financial results in 2025 decreased compared to those recorded in 2024**, against a backdrop of unfavorable market conditions characterized by a very low level of tariffs and demand, materialized through the significant decline in revenues from the forwarding of agricultural products, which could not be offset by the substantial increase in revenues from the forwarding of mineral products and chemical products.

- The year-on-year rate of decline of profitability indicators slowed in 2025, indicating a **stabilization of market conditions and a normalization of the market at lower levels**, following the post-Ukrainian supercycle compression.
- TTS recorded in 2025 revenues of **RON 410,7 million** (-15,2% Δ 2025/2024), a net profit of **RON 28,9 million** (-53,4% Δ 2025/2024) and an EBITDA of **RON 41,9 million** (-40,0% Δ 2025/2024).

TTS – Profit and Loss –2025

(mil. RON)	2025	2024	Δ 2025 / 2024	2023
Revenues	410,7	484,3	▼ -15,2%	904,5
EBITDA	41,9	69,8	▼ -40,0%	161,8
Operating result	34,1	62,4	▼ -45,3%	157,6
Net profit	28,9	62,0	▼ -53,4%	151,4

- Under these conditions, **TTS net assets as at 31.12.2025** amounted to **RON 360,7 million** (+0,3% Δ 2025/2024), against a backdrop of an almost equal reduction in assets (RON -3,6 million, respectively -14,5% Δ 2024/2023) and liabilities to **RON 110,8 million** (RON -4,5 million, respectively -4,1% Δ 2025/2024).

TTS – Balance sheet – 2025

(mil. RON)	2025	2024	Δ 2025 /2024
Total assets	467,0	470,6	▼ -0,8%
Total debt, out of which	106,3	110,8	▼ -4,1%
Loans	43,4	45,6	▼ -4,8%
Net assets	360,7	359,8	▲+0,3%

Operations

- From an operational perspective, the structure of services provided by TTS remained unchanged in 2025, with the volume of cargo handled in ports exceeding the volume of cargo transported by river.
- The aggregate volume of goods forwarded by TTS decreased by 1,18 million tons compared to 2024, reaching **7,64 million tons** at year-end (-13,4% Δ 2025/2024), with the decline in the volume of goods forwarded and operated in ports (-18,9% Δ 2025/2024) being more pronounced than the decline in the volume of goods forwarded and transported on inland waterways (-6,7% Δ 2025/2024), volume decreases were recorded almost exclusively in the agricultural products segment.

Operations – 12 months 2025

(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	3,71	3,98	▼ -6,7%
Port operations	3,93	4,85	▼ -18,9%
Total	7,64	8,83	▼ -13,4%

Shipped volumes

- The strongest performance was recorded in mineral products shipments, which registered exceptional growth in 2025 (+34,6% Δ 2025/2024), with total cargo volume reaching 3,62 mil. tons.
- Growth on the port operations component reached a record value of +70,3% (1,99 million tons in 2025 compared to 1,17 million tons in 2024), while growth on the inland waterway transport component was +7,1% (1,63 million tons in 2025 compared to 1,52 million tons in 2024).

Minerals shipped – 12 months_2025

(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	1,63	1,52	▲ +7,1%
Port operations	1,99	1,17	▲ +70,3%
Total	3,62	2,69	▲ +34,6%

- Chemical products shipments recorded moderate growth (+7,7% compared to 2024), reaching a total volume of 1,50 mil. tons, driven by a 22,3% increase in the river transport segment. The volume in the port operations segment recorded a slight decline of -1,1%.

Chemical products shipped – 12 months_2025

(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	0,69	0,57	▲ +22,3%
Port operations	0,92	0,93	▼ -1,1%
Total	1,62	1,50	▲ +7,7%

- The forwarding of agricultural products recorded the weakest performance in 2025, declining to almost half compared to 2024. Cargo volume amounted to 2,41 million tons (-48,0% Δ 2025/2024), with the decline in the port operations component being significantly more pronounced, -62,8% Δ 2025/2024, against a backdrop of very low activity levels in Danube ports.

Agricultural products shipped – 12 months_2025

(million tons)	12 months_2025	12 months_2024	Δ 2025/2024
River transport	1,39	1,89	▼ -26,5%
Port operations	1,02	2,75	▼ -62,8%
Total	2,41	4,64	▼ -48,0%

3. Financials

3.1. Income Statement

TTS recorded in 2025 revenues of RON 410,7 million, down by 15,7% compared to 2024, and an EBITDA of RON 41,9 million, down by 40,0% compared to 2024, under conditions of a 10,7% reduction in operating expenses (RON -45,3 million Δ 2025/2024).

With the exception of depreciation and amortization expenses, which increased by 4,6%, **all other operating expense categories declined**. Thus, raw materials and consumables expenses decreased by 26,1%, subcontractor expenses were reduced by 12,3%, salary expenses were 1,7% lower, and other expenses decreased by 12,1%

Under these conditions, TTS recorded in 2025 a net profit of RON 28,9 million, 53,4% lower than the net profit recorded in 2024.

Profit or Loss Account	12M_2025	12M_2024
Revenue	410.748.967	484.250.159
Other operating income	1.581.314	6.449.393
Raw materials and consumables	(176.370)	(239.063)
Cost of goods sold	-	-
Subcontractor expenses	(348.734.748)	(397.749.390)
Salary expenses	(13.193.792)	(13.428.759)
Other expenses	(5.411.730)	(6.156.378)
Depreciation and amortization	(7.765.081)	(7.426.717)
Other gains	1.357.973	3.353.138
Other losses	(4.271.517)	(6.675.234)
Operating result	34.135.016	62.377.149
Dividend income	306.894	9.757.543
Impairment of investments in subsidiaries and other expenses	-	(2.182.196)
Financial income	1.464.002	2.865.395
Financial expense	(2.859.150)	(2.534.042)
Gross profit	33.046.762	70.283.849
Income tax expense	(4.191.600)	(8.302.452)
Net profit²	28.855.162	61.981.397

² Corresponding line in the Financial Statements: "Profit for the year attributable to"

3.2. Statement of financial position

Statement of financial position	31.12.2025	31.12.2024
ASSETS		
Non-current assets		
Property, plant, and equipment	96.910.032	105.140.944
Intangible assets	95.434	21.368
Rights of use assets	5.571.066	608.206
Investments in subsidiaries and associates	258.309.643	258.288.169
Deferred tax assets	179.483	71.260
Other long-term assets	501.948	170.106
Total non-current assets	361.567.606	364.300.053
Current assets		
Inventories	1.473.120	1.110.960
Trade and other receivables	47.171.236	32.907.898
Contract assets related to customers	700.872	3.187.250
Contract assets	-	1.385.178
Loans granted to affiliates	10.749.424	11.637.991
Profit tax to be recovered	-	-
Other current assets	15.795.464	4.561.400
Short term deposits	-	-
Cash and cash equivalents	29.561.479	51.494.759
Total current assets	105.451.595	106.285.436
Total assets	467.019.201	470.585.489
EQUITY AND LIABILITIES		
Equity and reserves		
Share capital	181.739.602	181.739.602
Reserves	60.048.481	60.981.865
Own actions	-	(2.965.789)
Retained earnings	118.948.712	120.025.956
Total Equity	360.736.795	359.781.633
Non-current liabilities		
Interest-bearing loans and borrowings	29.316.375	36.772.810
Government Grants	12.224.101	12.773.836
Long term lease liabilities	5.289.640	454.890
Other long-term liabilities	85.845	83.854
Total non-current liabilities	46.915.961	50.085.390
Current liabilities		
Trade and other payables	38.584.036	46.086.646
Contract liabilities	4.040.663	3.797.590
Government grants	555.132	553.079
Lease liabilities	434.513	187.524
Interest bearing loans and borrowings	8.376.107	8.171.736
Provisions for risks and charges	865.634	912.324
Income tax liability	-	-
Other current liabilities	6.510.360	1.009.567
Total current liabilities	59.366.445	60.718.466
Total liabilities	106.282.406	110.803.856
Total equity and liabilities	467.019.201	470.585.489

Fixed assets

The value of non-current assets as at 31.12.2025 was RON 361,6 million, compared to RON 364,3 million in 2024 (-0,7% Δ 2025/2024). The value of tangible fixed assets was RON 96,9 million (-7,8% Δ 2025/2024), while financial assets remained practically constant at a level of RON 258,3 million.

Current assets

The value of current assets as at 31.12.2025 was RON 105,5 million (-0,8% Δ 2025/2024), with the most significant changes recorded in trade receivables, up by RON 14,3 million (+43,3% Δ 2025/2024), contract assets decreasing by RON 2,5 million (-78,0% Δ 2025/2024), cash and cash equivalents decreasing by RON 21,9 million (-42,6% Δ 2025/2024), and other current assets increasing by RON 11,2 million (+246,3% Δ 2025/2024).

The value of recoverable corporate income tax was RON 10,7 million.

Long-term debt

The value of long-term liabilities as at 31.12.2025 was RON 46,9 million, down by RON 3,2 million compared to the level recorded at 31.12.2024 (-6,3% Δ 2025/2024), mainly as a result of loan repayments amounting to RON 7,5 million.

Current liabilities

Current liabilities also decreased by RON 1,4 million in 2025 (-2,2% Δ 2025/2024), reaching RON 59,4 million, mainly as a result of the reduction in trade payables by RON 7,5 million (-16,3% Δ 2025/2024), in line with adjustments in the operational chain.

3.3. Statement of cash flows

Cash flows	31.12.2025	31.12.2024
<i>Cash flows from operating activities:</i>		
Profit before taxation	<u>33.046.762</u>	<u>70.283.849</u>
Adjustments for non-cash items:		
Amortization of intangible assets	27.538	39.819
Depreciation of property, plant, and equipment	7.737.543	7.386.898
Impairment of investments in subsidiaries	-	2.182.196
Reversal of adjustments for expected credit losses for customers and similar accounts	(231.150)	(358.954)
(Expenses) related to provisions for risks and charges	(46.690)	(177.792)
(Gain)/Net loss on the disposal of property, plant, and equipment	(235.682)	(35.711)
Income from government grants	(547.682)	(523.238)
Net (loss)/ income from foreign exchange differences	3.519.271	(2.184.332)
Dividend income	(258.894)	(9.757.543)
Interest expenses	1.698.126	2.422.950
interest income	(1.464.002)	(2.865.396)
Operating profit before working capital changes	<u>43.245.139</u>	<u>66.412.744</u>
Changes in operating assets and liabilities:		
Decrease in receivables	(18.317.861)	(14.262.186)
Decrease in prepaid expenses	(1.442.511)	539.326
Increase inventories	(362.161)	(572.764)
Decrease in liabilities	(6.218.550)	(59.082.184)
(Decrease)/ Increase in contract liabilities	243.073	(3.158.385)
Cash generated from operations	<u>17.147.129</u>	<u>18.400.923</u>
Interests paid	(1.698.126)	(2.422.950)
Interest received	1.464.002	2.865.395
Income tax paid	-	(7.129.997)
Net cash flow generated from operations	<u>16.913.005</u>	<u>11.713.371</u>
<i>Investing activities:</i>		
Purchases of property, plant, and equipment	(1.033.005)	(6.926.484)
Purchases of intangible assets	(101.604)	(21.434)
(Sale)/ Acquisition of subsidiary	(21.474)	265.354
Government grants cashed in	-	3.278.076
Proceeds from sale of property, plant, and equipment	360.506	35.712
Dividends received	258.894	9.757.543
Withdrawal/ (Placement) of short-term deposits	-	(23.436.600)
Cash flow generated/ (used in) investing activities	<u>(536.684)</u>	<u>29.825.367</u>
<i>Financing activities:</i>		
Proceeds from borrowings	-	-
Repayment of borrowings	(8.308.707)	(8.177.075)
Lease payments	(279.570)	(179.228)

Dividends paid	(27.872.875)	(68.311.775)
Own shares – purchase	-	(2.965.789)
Cash flow used in financing activities	(36.461.154)	(79.633.867)
(Decrease) / Net increase in cash and cash equivalents	(20.084.833)	(38.095.129)
Cash and cash equivalents at the beginning of the year	51.494.759	88.021.479
Exchange rate differences related to cash and cash equivalents	(1.848.447)	1.568.409
Cash and cash equivalents at the end of the year	29.561.479	51.494.759

Net cash from operating activities generated in 2025 amounted to RON 16,9 million, up by RON 5,2 million compared to that generated in 2024 (+44,4% Δ 2025/2024), mainly due to the dynamics of income tax paid, but it covered only partially the financing needs, which amounted to RON 36,5 million (of which RON 27,9 million represented dividends paid in 2025) and the negative cash flows from investing activities amounting to RON 0,5 million.

The difference of RON 20,1 million was fully covered from internal resources, namely from cash and cash equivalents reserves, which decreased from RON 51,5 million at the beginning of 2025 to RON 29,6 million at the end of the year. The evolution of the exchange rate, mainly EUR and USD, resulted in an exchange difference related to cash amounting to minus RON 1,8 mil. in 2025, and plus RON 1,6 mil. in 2024.

3.4. Statement of changes in equity

	Share capital	Own shares	Share based payments reserve	Share premium	Legal reserves	Other reserves	Revaluation reserves	Retained earnings	Total
Balance as of January 1, 2025	<u>181.739.602</u>	<u>(2.965.789)</u>	<u>2.972.450</u>	<u>-</u>	<u>15.516.851</u>	<u>42.492.564</u>	<u>-</u>	<u>120.025.956</u>	<u>359.781.634</u>
Profit for the year	-	-	-	-	-	-	-	28.855.162	28.855.162
Total comprehensive income	-	-	-	-	-	-	-	28.855.162	28.855.162
Set-up of legal reserve	-	-	-	-	1.657.749	-	-	(1.657.749)	-
Set-up of fiscal reserves	-	-	-	-	-	381.317	-	(381.317)	-
Set-up of other reserves	-	-	-	-	-	-	-	-	-
Dividends distributed	-	-	-	-	-	-	-	(27.900.000)	(27.900.000)
Share capital issued	-	-	-	-	-	-	-	-	-
Treasury shares – granted under SOP Phase 1	-	2.965.789	-	-	-	-	-	-	(2.965.789)
Balance as of December 01, 2025	<u>181.739.602</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17.174.600</u>	<u>42.873.881</u>	<u>-</u>	<u>118.948.713</u>	<u>360.736.796</u>

The Company's equity recorded an increase of RON 1,0 million in 2025, from RON 359,8 million to RON 360,7 million (+0,3% Δ 2025/2024), as a result of the net profit amounting to RON 28,9 million, which covered the amount of RON 27,9 million of dividends distributed from the 2024 profit.

As at 31 December 2025, the share capital was RON 180.000.000, divided into 180.000.000 shares with a nominal value of RON 1 per share. All issued shares are fully paid.

The inflation-adjusted value of share capital in accordance with IAS 29, following the restatement of financial statements pursuant to OMFP 2844/2016, amounts to RON 181.739.602.

During June 2025, dividends amounting to RON 27.900.000 were distributed, respectively RON 0,155 per share.

3.5. The main efficiency indicators of TTS in 2025

	<u>31.12.2025</u>	<u>31.12.2024</u>
1. Liquidity ratios		
a) Current liquidity ratio	1,78	1,75
Current assets	105.451.595	106.285.435
Current liabilities	59.366.445	60.718.466
2. Risk ratios		
a) Debt ratio indicator	12,04	12,67
Borrowed capital	43.416.636	45.586.960
Own capital	360.736.796	359.781.633
b) Interest coverage indicator	24,47	30,01
Profit before interest and income tax	34.454.933	72.706.799
Interest expense	1.408.171	2.422.950
3. Activity ratios		
a) Turnover of payables - customers (days)	34,66	22,77
Average customer balance	39.006.453	30.206.917
Turnover	410.748.967	484.250.159
b) Turnover of receivables - supplier (days)	48,17	53,02
Average supplier balance	47.052.688	59.673.358
Purchases of goods and services	356.558.056	410.830.277
c) Turnover of fixed assets	1,14	1,33
Turnover	410.748.967	484.250.159
Fixed assets	361.567.607	364.300.054
d) Turnover of total assets	0,88	1,03
Turnover	410.748.967	484.250.159
Total assets	467.019.201	470.585.489
4. Profitability ratios		
a) Return on equity	9,6%	20,2%
Profit before payment of interest and corporate tax	34.454.933	72.706.799
Equity	360.736.795	359.781.633

4. Operations

Freight – 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	2,41	4,64	▼ -48,0%
Minerals	3,62	2,69	▲ +34,6%
Chemical products	1,62	1,50	▲ +7,7%
Total	7,64	8,83	▼ -13,4%

Freight shipped by TTS, transported by river – 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,39	1,89	▼ -26,5%
Minerals	1,63	1,52	▲ 7,1%
Chemical products	0,69	0,57	▲ 22,3%
Total	3,71	3,98	▼ -6,7%

Freight shipped by TTS, operated in ports – 12 months 2025

(million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Agricultural products	1,02	2,75	▼ -62,8%
Minerals	1,99	1,17	▲ 70,3%
Chemical products	0,92	0,93	▼ -1,1%
Total	3,93	4,85	▼ -18,9%

Structure of river transport contracts – 12 months 2025

(cargo volume - million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Contracts concluded with third parties	0,05	0,04	▲ 35,3%
Intra-group contracts	3,66	3,94	▼ -7,1%

Structure of port operations contracts – 12 months 2025

(cargo volume - million tons)	12 months 2025	12 months 2024	Δ 2025/2024
Contracts concluded with third parties	1,65	1,10	▲ 50,0%
Intra-group contracts	2,28	3,75	▼ -39,1%

6. Human resources

The average number of employees and other equivalent personnel during the 2025 financial year was 47 persons, and the actual number as at 31.12.2025 was 43 persons (26 male and 17 female, 27 have higher education, the remaining 12 having secondary education).

In 2025, 4 employees terminated their employment relationships with the Company and 2 persons were hired.

With regard to staff professional training, 28 employees participated in training and certification courses contracted by the Company, with a total cost of RON 50.708.

The Company has no contractual obligations related to pensions towards former directors and administrators.

No loans were granted to directors and administrators.

The Company concluded a professional liability insurance contract for directors and administrators and a private health insurance contract for employees, within the deductibility limits provided by the Fiscal Code.

7. Risk management system and internal control

Risk management and internal control were carried out in 2025 directly by the specialized department within the Company and under the supervision of the Board of Directors through the Audit Committee.

With regard to internal audit, the Company has implemented the policies and conditions required by law.

The internal audit function is outsourced. TTS's internal auditor is MBA EXPERT CONSULTING SERVICES S.R.L. Bucharest, an independent third-party company. The activity of the internal auditor is regulated by the TTS Internal Audit Regulation.

The risks under monitoring include market risk (including foreign exchange risk and interest rate risk), credit risk, liquidity risk, and the fair value of financial instruments.

Currency risk

The company is exposed to currency fluctuations in commercial and financial transactions. Currency risk results from recognised assets and liabilities, including loans, denominated in foreign currency. Because of the associated high costs, it is the Company's policy not to use derivatives to hedge this risk.

Managing interest rate risk

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. Financial instruments bear interest at market rates and therefore their fair values are considered not to differ significantly from carrying amounts.

Credit risk management

The company is exposed to credit risk due to commercial and other claims. The company has policies in place to ensure that sales take place to customers with an adequate payment history. Debt maturities are carefully monitored, and outstanding amounts are closely followed. Commercial receivables (clients) are net of impairment adjustments for uncertain customers. The company implements policies that limit the amount of credit exposure to any financial institution.

Liquidity risk management

Prudent liquidity risk management involves maintaining a sufficient amount of cash and sufficient available credit lines, continuously monitoring the estimated and present cash flows and matching the maturities of financial assets and liabilities. Due to the nature of its activity, the Company intends to be flexible on financing options, with the support of the majority shareholder.

Fair value of financial instruments

The fair values of financial assets and liabilities are determined as follows:

- the fair value of financial assets and liabilities with standard terms and conditions and traded on liquid asset markets is determined by reference to quoted market prices;
- the fair value of other financial assets and liabilities (excluding derivative instruments) is determined in accordance with generally accepted price models, based on the analysis of expected cash flows, using prices from observable current market transactions;
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, discounted cash flow analysis is used, using the yield curve applicable to the duration of non-option derivatives and option valuation models for option-based derivatives.

Financial instruments on the balance sheet include trade receivables and other receivables, cash and cash equivalents, short- and long-term loans and other liabilities. The estimated fair values of these instruments approximate their carrying amounts. The accounting values represent the maximum exposure of the Company to the credit risk related to the existing receivables.

8. Proposal of the distribution of the net profit achieved in 2025

The distributable net profit for 2025 amounts to RON 28.855.162.

The proposal of the Board of Directors of TTS submitted for approval to the Ordinary General Shareholders' Meeting regarding the allocation of the net profit achieved in 2025 is as follows:

RON 1.657.749 – legal reserve,

RON 381.317 – reserve related to reinvested profit

RON 13.500.000 – dividend distribution

The difference of RON 13.316.096,05 is to be recorded as retained earnings representing undistributed profit.

9. TTS' corporate governance system

9.1. Internal regulatory framework

The internal regulatory system of TTS is aligned with the corporate governance standards applicable to companies listed in the Premium category on the main market of BVB and consists of the following policies and regulations:

- [Code of good business practices of TTS Group\(01.07.2024\)³](#)
- [Conflict of Interest Policy \(Group Policy, 23.09.2025\)](#)
- [Whistleblowing reporting procedure \(Group Policy, 04.11.2025\)](#)
- [Policy on Counterparty Risk in Business \(Group Policy, 31.10.2025\)](#)
- [GSM Regulation \(30.09.2021\)](#)
- [Remuneration policy \(21.08.2025\)](#)
- [Nomination Policy \(15.07.2025\)](#)
- [Dividend polic \(30.09.2021\)](#)
- [Forecast policy \(30.09.2021\)](#)

9.2. General Meetings of Shareholders

In 2025, three General Meetings of Shareholders were held:

O-GSM 30.04.2025

The meeting was attended by shareholders holding 137.092.676 shares, representing 76,163% of the total voting rights and share capital of the Company.

The items submitted for discussion and approval were:

- The individual and consolidated annual financial statements of TTS for the year 2024
- The annual financial report for 2024 consisting of the Administrators' Reports on TTS's annual individual and consolidated financial statements as of and for the financial year ended 31 December 2024, integrating the consolidated sustainability report prepared in accordance with Order of the Minister of Public Finance no. 85/2024, together with the independent auditor's limited assurance report on sustainability
- The TTS Board of Directors' proposal regarding the allocation of net profit and the setting of the gross dividend for the 2024 financial year
- Discharge of liability for the members of the TTS Board of Directors for the 2024 financial year;
- The revenue, expenditure, and investment budgets for 2025;
- The TTS Remuneration Report for Administrators and Executive Directors for 2024, submitted to O-GSM for advisory vote;
- Ratification and confirmation of the acts and/or actions undertaken and/or performed by the financial auditor for the purpose of providing limited assurance services for the sustainability report for the financial year ended 31 December 2024.

³ Last revision date

The items on the agenda were approved with percentages between 73,356% – 99,998% of the votes cast.

E-GSM 30.04.2025

The meeting was attended by shareholders holding 137.580.617 shares, representing 76,434% of the total voting rights and share capital of the Company.

The items submitted for discussion and approval were:

- Amendments to the Articles of Incorporation;

The items on the agenda were approved with percentages between 99,969% – 99,980% of the votes cast.

O-GSM 21/22.08.2025

The meeting was attended by shareholders holding 135.049.307 shares, representing 75,027% of the total voting rights and share capital of the Company.

The subjects submitted for discussion and approval were:

- Election of five members of the Board of Directors of the Company, for a 4-year term;
- The remuneration policy applicable to the members of the Board of Directors and the executive management of the Company (“Remuneration Policy”);
- Fixed remunerations as well as other benefits granted to the members of the Board of Directors for the duration of their mandate;
- The limits of the fixed and variable components of the remuneration of the Executive Directors as well as other benefits granted to them at the values provided in the Remuneration Policy;
- Extension of the mandate of the statutory auditor of the Company, ERNST & YOUNG ASSURANCE SERVICES S.R.L., for limited assurance services regarding sustainability reports.

The items on the agenda were approved with percentages between 81,980% and 99,992% of the votes cast.

9.3. Management and Administration of the Company

Starting from 21.08.2025, TTS is managed by a Board with the following composition, approved by O-GSM Resolution no. 1/26.08.2025 for a 4-year mandate:

Name and Surname	BoD Status
Ana-Barbara BOBIRCĂ	Independent member, Chairman of the Board of Directors, Chairman of the Audit Committee, member of the Remuneration and Nomination Committee and of the Governance and Sustainability Committee.
Ion STANCIU	Executive member ⁴ , Member of the Group-level Strategy and Development Committee
Viorel ȘTEFAN	Non-executive member, Chairman of the Group-level Strategy and

⁴ TTS' General Director

Name and Surname	BoD Status
	Development Committee, member of the Audit Committee
Elena BUTNARIU	Non-executive member, Member of the Remuneration and Nomination Committee and of the Audit Committee
Dorin-Alexandru BADEA	Independent member, Chairman of the Remuneration and Nomination Committee, member of the Governance and Sustainability Committee.

The Board of Directors was assisted by three advisory committees:

- **Remuneration and Nomination Committee** consisting of three non-executive members including two independent members,
- **Audit Committee**, composed of three non-executive members of the Board of Directors, of whom one is an independent member (the Chairman of the Committee).
- **Governance and Sustainability Committee**, composed of two independent non-executive members of the Board of Directors and the Corporate Governance and Investor Relations Director of TTS (who is not a member of the Board of Directors).
- **Strategy and Development Committee at Group level** consists of three voting members, respectively two members of the Board of Directors and the Development Director of TTS, the General Manager of CNFR NAVROM (without voting rights) and the General Manager of TTS Operator, two independent non-executive members of the Board of Directors, and the Corporate Governance and Investor Relations Director of TTS (who is not a member of the Board).

Until 21.08.2025, the composition of the Board of Directors was as follows:

Nume și prenume	Statut
Alexandru-Mircea MIHĂILESCU	Chairman of the Board of Directors (non-executive)
Ion STANCIU	Executive member
Elena BUTNARIU	Independent member
Ana-Barbara BOBIRĂ	Independent member
Dorin-Alexandru BADEA	Independent member

The management of TTS is delegated by the Board of Directors, through the provisions of the Company's Articles of Incorporation, to the executive management composed of the following executive directors appointed by Board Decision no. 1/05.05.2025:

Name and Surname	Position	Mandate period
Ion STANCIU	General Manager	15.05.2025 - 14.05.2029
Daniel STEFAN JANCOVSCHI	Operations Director	15.05.2025 - 14.05.2029
Nicoleta FLORESCU	Financial Director	15.05.2025 - 14.05.2029
Miruna-Elena MIHAILESCU	Development Director	15.05.2025 - 14.05.2029

Until 15.05.2025, the composition of the Board of Directors was as follows:

Name and Surname	Position
Petru ȘTEFĂNUȚ	General Manager
Ion STANCIU	Deputy General Manager / Operations Director
Nicoleta FLORESCU	Financial Director

9.4. Holdings of TTS shares of the Company's board and management on 31.12.2025

Name and Surname	Position	No. of shares	Equity participation
Ion STANCIU	General Director	12.862.200	7,146%
Viorel ȘTEFAN	BoD member	8.982.000	4,990%
Daniel ȘTEFAN JANCOVSCHI	Operations Director	1.359.150	0,755%
Miruna-Elena MIHAILESCU	Development Director	251.955	0,140%
Dorin-Alexandru BADEA	BoD member	93.000	0,052%
Nicoleta FLORESCU	Financial Director	18.030	0,010%
Elena BUTNARIU	BoD member	0	0,000%
Ana-Barbara BOBIRCĂ	BoD President	0	0,000%

9.5. Transactions with TTS shares of the Company's board and management in 2025

In the period 01.01.2025 – 31.12.2025, the members of the management did not trade TTS shares.

* * *

The Board of Directors of TTS (Transport Trade Services) S.A. considers that the individual financial statements together with the explanatory notes have been prepared correctly and in accordance with the law, and proposes to the General Meeting of Shareholders:

- the approval of the individual financial statements (statement of financial position, income statement, statement of changes in equity, cash flow statement, explanatory notes) as of December 31, 2025,
- the approval of the profit allocation and the discharge of the administrators from liability for the 2025 financial year.

Chairman of the Board of Directors

Ana-Barbara BOBIRCĂ





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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TTS (Transport Trade Services) S.A.

Report on the Audit of the Separate Financial Statements

Opinion

We have audited the separate financial statements of TTS (Transport Trade Services) S.A. (the Company) with official head office in 27 Vaselor Street, 2nd district, Bucharest, Romania, identified by sole fiscal registration number RO9089452, which comprise the statement of financial position as at December 31, 2025, and the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the separate financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as at December 31, 2025, and of its financial performance and its cash flows for the year then ended in accordance with the Order of the Minister of Public Finance no. 2844/2016, approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments.

Basis for opinion Basis for qualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs), Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 ("Regulation (EU) No. 537/2014") and Law 162/2017 („Law 162/2017"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants (IESBA Code), as applicable to audit of financial statements of public interest entities, together with the ethical requirements that are relevant to the audit of the financial statements of public interest entities in Romania, including Regulation (EU) No. 537/2014 and Law 162/2017 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The English version of the audit report represents a translation of the original audit report issued in Romanian language



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For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the “Auditor’s responsibilities for the audit of the separate financial statements” section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying separate financial statements.

Key audit matter	Audit approach on the key audit matter
<i>Revenue from transportation services</i>	
<p>As disclosed in note 4 and note 11, the Company has multiple sources of revenue, such as: revenue from transportation of goods on interior riverways, revenue from handling of goods (loading and unloading, storage) and revenue from sales of merchandise. Revenue is recognized when services have been delivered and control over goods have been passed to the customer.</p> <p>The revenues from contracts with customers recorded by the Company during 2025 amounted to 412,330,281 RON recognized over time.</p> <p>The Company recognizes revenue from transportation and logistics services over time, based on the measurement of progress toward satisfaction of performance obligation, which the management determines using the output method. The output method involves management’s application of significant professional judgments to determine the progress toward satisfaction of a performance obligation.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none">• We obtained an understanding of the revenue processes, related information flows, and related controls that we considered relevant and significant for our audit.• We obtained the necessary evidence related to the operating effectiveness of the internal relevant controls implemented by the Company for revenue recorded for transportation services to evaluate the occurrence and measurement of the transactions recorded.• We obtained and reconciled the operational revenues database with the trial balance for the year ended December 31, 2025.• We performed analytical procedures regarding the recorded revenues, analysed monthly fluctuations and changes in key drivers of revenue, and compared financial and non-financial data.• We analysed revenue recognition accounting policies selected and applied by the Company considering the requirements of IFRS 15.



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In particular, to properly recognize the value of the ongoing transportation services at year end, the Company performs a cut off adjustment based on the position of the ships as indicated by the specific instruments onboard.

Taking into account the fact that revenues from contracts with customers recognized over time represent a significant amount of the whole activity of the Company and the fact that revenue recognition of such services and allocation between periods is based on estimates and data related to the position of the ships at year end, we have considered revenue from contracts with customers recognized over time as a key audit matter.

- We sent and obtained confirmations for transactions recorded during the year and closing balances as at year end for a sample of clients and reconciled the amounts confirmed by customers with the revenue amounts recorded by the Company.
- We analysed the correlation between revenues, accounts receivable and cash transactions using data analytics procedures, and performed test of cash collections by vouching with supporting bank statements for a sample of transactions.
- We tested the accuracy, completeness and occurrence of the year-end adjustment related to the split of revenues from transportation services between accounting periods.
- We performed tests of details by inspecting relevant supporting evidence on a sample basis for the revenues recorded during the year; we also performed detailed testing for a selection of sales transactions recorded close to year end and after the end of the financial year, by checking the invoices and related transportation documents to ensure that the revenues were recognized in the correct accounting period. We also corroborated the results of these procedures with the testing of the year end adjustment described above.
- We assessed the adequacy of the Company's disclosures on revenue recognition and presentations required by IFRS 15.



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Other information

The other information comprises the Administrators' Report and the Remuneration Report, but does not include the separate financial statements and our auditors' report thereon. Management is responsible for the other information.

Our audit opinion on the separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

Management is responsible for the preparation and fair presentation of the separate financial statements in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters.

Report on Other Legal and Regulatory Requirements

Reporting on Information Other than the Separate Financial Statements and Our Auditors' Report Thereon

In addition to our reporting responsibilities according to ISAs described in section "Other information", with respect to the Report of the Board of Directors and Remuneration Report, we have read these reports and report that:

- a) in the Report of the Board of Directors we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying separate financial statements as at December 31, 2025;
- b) the Report of the Board of Directors includes, in all material respects, the required information according to the provisions of the Ministry of Public Finance Order no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent amendments, Annex 1 articles 15 - 19;
- c) based on our knowledge and understanding concerning the Company and its environment gained during our audit of the separate financial statements as at December 31, 2025, we have not identified information presented in the Report of the Board of Directors, that contains a material misstatement of fact.
- d) the Remuneration Report identified above includes, in all material respects, the required information according to the provisions of article 107 (1) and (2) from Law 24/2017 on issuers of financial instruments and market operations.

Other requirements on content of auditor's report in compliance with Regulation (EU) No. 537/2014 of the European Parliament and of the Council

Appointment and Approval of Auditor

We were appointed as auditors of the Company by the General Meeting of Shareholders on April 30, 2024 to audit the financial statements for the financial year end December 31, 2025. Total uninterrupted engagement period, including previous renewals (extension of the period for which we were originally appointed) and reappointments for the statutory auditor, has lasted for 3 years, covering the financial periods end December 31, 2023 till December 31, 2025.

Consistency with Additional Report to the Audit Committee

Our audit opinion on the separate financial statements expressed herein is consistent with the additional report to the Audit Committee of the Company, which we issued on the same date as the issue date of this report.

Provision of Non-audit Services

No prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council were provided by us to the Company and we remain independent from the Company in conducting the audit.

In addition to statutory audit services and services disclosed in the annual report and in the financial statements, no other services which were provided by us to the Company, and its controlled undertakings.

Report on the compliance of the electronic format of the separate financial statements, included in the annual separate report with the requirements of the ESEF Regulation

We have performed a reasonable assurance engagement on the compliance of the separate financial statements presented in XHTML format of TTS (Transport Trade Services) S.A. for the year ended 31 December 2025, with the requirements of the Commission Delegated Regulation (EU) 2019 /815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation).

These procedures refer to testing the format and whether the electronic format of the separate financial statements (XHTML) corresponds to the audited separate financial statements and expressing an opinion on the compliance of the electronic format of the separate financial statements of the Company for the year ended 31 December 2025 with the requirements of the ESEF Regulation. In accordance with these requirements, the electronic format of the separate financial statements, included in the annual report should be presented in XHTML format.

Responsibilities of the Management and Those Charged with Governance

The Management of the Company is responsible for the compliance with the requirements of the ESEF Regulation in the preparation of the electronic format of the separate financial statements in XHTML format and for ensuring consistency between the electronic format of the separate financial statements (XHTML) and the audited separate financial statements. The responsibility of the Management also includes the design, implementation and maintenance of such internal control as determined is necessary to enable the preparation of the separate financial statements in ESEF format that are free from any material non-compliance with the ESEF Regulation.

Those charged with governance are responsible for overseeing the financial reporting process for the preparation of separate financial statements, including the application of the ESEF Regulation.

Auditor's Responsibility

Our responsibility is to express an opinion providing reasonable assurance on the compliance of the electronic format of the separate financial statements with the requirements of the ESEF Regulation.



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We have performed a reasonable assurance engagement in accordance with ISAE 3000 (revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000 (revised)). This standard requires that we comply with ethical requirements, plan and perform our engagement to obtain reasonable assurance about whether the electronic format of the separate financial statements of the Company is prepared, in all material respects, in accordance ESEF regulation. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material non-compliance with the requirements of the ESEF Regulation, whether due to fraud or error.

Reasonable assurance is a high level of assurance, but it is not guaranteed that the assurance engagement conducted in accordance with ISAE 3000 (revised) will always detect material non-compliance with the requirements when it exists.

Our Independence and Quality Management

We apply International Standard on Quality Management 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, which requires that we design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have maintained our independence and confirm that we have met the ethical and independence requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code).

Summary of procedures performed

The objective of the procedures that we have planned and performed was to obtain reasonable assurance that the electronic format of the separate financial statements is prepared, in all material respects, in accordance with the requirements of ESEF Regulation. When conducting our assessment of the compliance with the requirements of the ESEF Regulation of the electronic reporting format (XHTML) of the separate financial statements of the Company, we have maintained professional skepticism and applied professional judgement. We have also:

- obtained an understanding of the internal control and the processes related to the application of the ESEF Regulation in respect of the financial statements of the Company, including the preparation of the separate financial statements of the Company in XHTML format
- tested the validity of the applied XHTML format
- checked whether the electronic format of the separate financial statements (XHTML) corresponds to the audited separate financial statements

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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Opinion on the compliance of the electronic format of the separate financial statements with the requirements of the ESEF Regulation

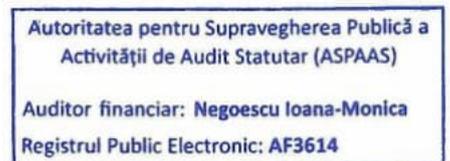
Based on the procedures performed, our opinion is that the electronic format of the separate financial statements is prepared, in all material respects, in accordance with the requirements of ESEF Regulation.

On behalf of,

Ernst & Young Assurance Services SRL
15-17, Ion Mihalache Blvd., floor 21, Bucharest, Romania

Registered in the electronic Public Register under No. FA77

Name of the Auditor/ Partner: Negoescu Ioana Monica
Registered in the electronic Public Register under No. AF3614



Bucharest, Romania
31 March 2026