

**DECISION  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF TTS (TRANSPORT TRADE SERVICES) S.A.  
NO. 1 AS OF [●]**

*-PROJECT-*

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**Ordinary General Meeting of Shareholders TTS (TRANSPORT TRADE SERVICES) S.A.**, a joint stock company established and operating in accordance with Romanian legislation, having its registered office in Bucharest, district 2, Vaselor street, no. 27, Romania, registered at the Trade Register under number J40 / 296/1997, unique registration code (CUI) 9089452, having a subscribed and paid-in share capital of RON 30,000,000, divided into 30,000,000 registered shares issued in dematerialized form having a nominal value of RON 1 each, (hereinafter referred to as "the Company"),

convened in accordance with the legal provisions and the provisions of the Company's articles of association, through the Notice for the Ordinary General Meeting of Shareholders of the Company (O-GMS) dated July 15, 2021, published in the Official Gazette of Romania, Part IV, no. [●] from [●] and in the newspaper [●], no. [●] from [●], as well as on the Company's website at ro.tts-group.ro, the section Investor Relations> General Meetings of Shareholders starting with July 23, 2021, and through the Notice completed from [●] published in the Official Gazette of Romania, Part IV, no. [●] from [●] and in the newspaper [●], no. [●] from [●], as well as on the Company's website at ro.tts-group.ro, section Investor Relations> General Meetings of Shareholders starting with [●],

legally and statutorily convened at the [first / second] convocation on [●], in the presence of shareholders holding [●] shares, representing [●]% of the total voting rights and [●]% of the share capital of the Company,

**HAS DECIDED AS FOLLOWS:**

1. **Approves the election of the members of the Board of Directors of TTS (TRANSPORT TRADE SERVICES) S.A., for a term of 4 years, as follows:**

**Mr./Mrs. [●]**, with [●] "FOR" votes, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS.

**Mr./Mrs. [●]**, with [●] "FOR" votes, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS.

**Mr./Mrs. [●]**, with [●] "FOR" votes, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS.

**Mr./Mrs. [●]**, independent director, with [●] "FOR" votes, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS.

**Mr./Mrs. [●]**, independent director, with [●] "FOR" votes, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS.

2. **Approves the appointment of Deloitte Audit SRL as financial auditor of the Company for a mandate that will end on July 31, 2022,**  
with [●] votes "FOR", representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS

3. **Approves the Remuneration Policy within the Company,**  
with [●] votes "FOR", representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes "AGAINST", [●] votes "ABSTENTION", unexpressed or canceled

4. **Approves the remuneration of the members of the Board of Directors, the limits of the remuneration of the Executive Directors and other benefits granted to the members of the Board of Directors, as follows:**

**The fixed monthly remuneration of the members of the Board of Directors in a gross amount of 27,500 lei,**

**The maximum amount of compensation in case of untimely revocation of the members of the Board of Directors in a gross amount equal to twice the amount of the monthly remuneration**

**The maximum value of the fixed monthly remuneration of the Executive Directors in gross amount equal to 5 times the value of the average gross salary registered at the level of the Company in the last fiscal year concluded,**

**The maximum amount of the annual variable remuneration of the Executive Directors in gross amount equal to twice the value of the fixed monthly remuneration,**

**Maximum amount of compensation in case of untimely dismissal of Executive Directors in a gross amount equal to twice the value of the fixed monthly remuneration**

5. **Approves the benefits granted to the members of the Board of Directors:**

a. **Directors & Officers liability insurance policy (D&O), covering damages caused by directors in the exercise of their functions within the Company, as well as direct damages caused by them in the exercise of functions held with direct implications in the subsidiaries where the Company is majority shareholder, having an insured value of 2,000,000 euro / person / event, respectively 2,000,000 euro for the entire insurance period. The company will bear and pay the cost of the premiums of this insurance;**

b. **Package of medical services and / or medical insurance of the "Executive" type at a company reputed in the field of providing medical services;**

c. **Service car for the use of the President of the Board of Directors**

with [●] votes "FOR", representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes "AGAINST", [●] votes "ABSTENTION", unexpressed or canceled).

6. **Mandates the General Manager of the Company in order to sign the mandate contracts to be concluded with the members of the Board of Directors of the Company,**

with [●] votes "FOR", representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes "AGAINST", [●] votes "ABSTENTION", unexpressed or canceled).

7. **Approves the date of September 14, 2021 as the registration date for the identification of the shareholders affected by the O-GMS decisions, according to art. 86 of Law no. 24/2017,** with [●] votes “FOR”, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes “AGAINST”, [●] votes “ABSTENTION”, unexpressed or canceled).

8. **Mandates the O-GMS President to sign on behalf of the shareholders all decisions to be adopted by the O-GMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties. Within the mandate granted, the President of the O-GMS, as well as any of its sub-representatives, may, without limitation, complete all the necessary formalities for the signing of the O-GMS Decisions in the name and on behalf of the shareholders, as well as carry out any steps. and formalities necessary for the implementation and registration of decisions adopted by shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office as well as before any other authorities and natural or legal persons involved,**

with [●] votes “FOR”, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes “AGAINST”, [●] votes “ABSTENTION”, unexpressed or canceled).

9. **Mandates Mr. Gabriel-Andrei ȚECHERĂ, Romanian citizen, identified with ID card series RX number 924181, issued by S.P.C.E.P. sector 4, on 16.06.2016, valid until 17.06.2026, for the fulfillment of all the formalities for registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Ordinary General Meeting of the Company's Shareholders,**

with [●] votes “FOR”, representing [●]% of the total votes cast by the shareholders present and represented in the O-GMS ([●] votes “AGAINST”, [●] votes “ABSTENTION”, unexpressed or canceled).

This decision was signed in 3 (three) original copies in accordance with the minutes of the Ordinary General Meeting of Shareholders of the Company dated [●].

**O-GMS PRESIDENT**

**O-GMS SECRETARY**