

CURRENT REPORT

**according to Law no. 24/2017 on issuers of financial instruments and market operations and
Regulation no. 5/2018 on issuers of financial instruments and market operations**

Report date: February 25'th 2022

Name of the issuing company : TTS (TRANSPORT TRADE SERVICES) S.A.

Registered office: 27 Vaselor street ,district 2, Bucharest

Phone/fax number: +4 021/210.29.07, 021/210.35.43

Sole Registration Code with the Trade Register Office: 9089452

Order Number in the Trade Register: J40/296/1997

Share capital: RON 30.000.000

Regulated market on which the issued securities are traded: Bucharest Stock Exchange - Premium Tier
(market symbol: TTS)

Important events to be reported:

TTS (Transport Trade Services) S.A. ("The Company") announces the call of the Ordinary General Meeting of Shareholders ("OGMS"), in accordance with the provisions of Law no. 31/1990 regarding the companies, of the Law no. 24/2017 on issuers of financial instruments and market operations, of the FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations and of the Articles of Incorporation of the Company, for April 1, 2022 at 10:00 am with the Reference Date of March 16, 2022 (date of the second call: April 4, 2022) Attached to the present current report is the GSM call.

The subject of the OGMS debate is the granting of an extraordinary dividend in the amount of 30,000,000 lei, by free distribution to shareholders of newly issued shares by the Company, with the allotment rate of 1 newly issued share for each share held by shareholders on the Date of Registration of the operation: May 11, 2022.

The shares will be issued by a capital increase of 30,000,000 lei by incorporating part of the undistributed profit in previous years (result carried forward). The capital increase is one of the topics subject to the EGMS debate, which is convened simultaneously with this OGMS.

We attach the call notice of the OGMS to this current report.

Petru Stefanut

CEO



Nr. Reg. Com.: J40/296/1997
Cod Fiscal: RO 9089452
Capital social subscris și vărsat: 30.000.000 LEI

Str. Vaselor nr. 27, 021254, București, Romania
Tel: +40 21 210 29 07 | Fax: +40 21 210 35 43
office@tts-group.ro | www.tts-group.ro

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

The Board of Directors of TTS (TRANSPORT TRADE SERVICES) S.A. Bucharest, registered at ORC Bucharest under no. J40 / 296/1997, C.U.I. 9089452 (“the Company”), according to the decision of the Board of Directors of the Company dated February 25, 2022, in accordance with art. 117 of Law no. 31/1990 regarding the companies, with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions (hereinafter referred to as “Law no. 24/2017”), with the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations (hereinafter referred to as “FSA Regulation no. 5/2018”), as well as with the provisions of the Company’s articles of association,

CALLS

The Ordinary General Shareholders Meeting of the Company (hereinafter referred to as “OGSM” or “GSM”) for April 1, 2022, at 10:00, at the registered office of the Company in Bucharest, Vaselor, street, no. 27, for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A., at the end of March 16, 2022 established as the reference date (hereinafter referred to as the “Reference Date”).

In case of non-fulfillment of the statutory conditions or any other conditions of validity on the first date of the convocation indicated above, the GSM will be held on April 4, 2022, at the same time, in the same place, with the same agenda, for all registered shareholders. at the same Reference Date.

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

1. Approval of an extraordinary dividend amounting to 30.000.000 lei in newly issued shares issued by the Company ("the Extraordinary Dividend") distributed free of charge to the shareholders with an allotment rate of 1 new share for each share held by shareholders registered in the Register of Shareholders on the Registration Date of the Extraordinary Dividend. The distributed shares are issued as an effect of the increase of the share capital with the amount of 30.000.000 lei by the partial incorporation of the benefits registered in the books of the Company as of 31.12.2020 as undistributed profits.
2. Approval of the following dates regarding the Extraordinary Dividend:
Extraordinary Dividend Ex-date: May 10, 2022;
Extraordinary Dividend Registration Date: May 11, 2022;
Extraordinary Dividend Payment Date: May 12, 2022;
3. Granting the Chairman of the GSM, Mr./Mrs. [●], having a PNC [●], identified with [●], issued by [●], on [●], valid until [●], a power of attorney for signing on behalf of the shareholders all the Decisions adopted by the GSM and for fulfilling all legal formalities before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, including for fulfilling all the formalities for registering at the Trade Register Office the corresponding mentions adopted by the GSM, in order to execute and record the resolutions and decisions adopted, with the possibility of sub-mandate to third parties.

INFORMATION ON SHAREHOLDERS RIGHTS AND PARTICIPATION IN THE GSM

In view of the measures imposed by the Romanian authorities in connection with preventing the spread of COVID-19, the Company makes available to shareholders the online electronic platform E-

vote for participation and voting at the GSM in maximum safety, and recommends and encourages its shareholders:

- **consult the TTS GSM Regulations published on the Company's website [tts-group.ro/](https://www.tts-group.ro/) in section Investor Relations -> Corporate Governance -> Documents to find out about the rules regarding the organization and conduct of the GSM, as well as the ways in which they can exercise their legal right to participate in the GSM,**
- **to access and download the informative materials and the forms for the GSM in electronic format, from the web page dedicated to the GSM https://www.tts-group.ro/ogsm-01_04042022.html, thus avoiding their collection from the registered office of the Company,**
- **to participate and exercise their voting rights in the GSM through the online E-voting platform provided by the Company,**
- **to vote by mail, in case they do not want to use the online E-voting platform,**
- **use, as far as possible, electronic communication with an extended electronic signature, instead of sending documents by post or courier, and**
- **to regularly check the section dedicated to investors "Investor Relations" on the Company's website ([tts-group.ro/](https://www.tts-group.ro/)) for news regarding the organization of the GSM.**

I. The right to participate in the GSM

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

- By physical presence,
- By using the method of voting by mail
- **By using the online electronic platform E-vote, based on the provisions of art. 105 para. (17) of Law 24/2017 and of art. 197 of the FSA Regulation no. 5/2018. The voting procedure is opened starting with the date of uploading the shareholders' register on the Reference Date provided by Depozitarul Central S.A. on the online electronic platform E-vote, when it will be announced by email to the shareholders registered in the Company's database and by publishing an announcement in the "News" section on the [bvb.ro](https://www.bvb.ro) platform.**

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

Information materials on the issues on the GSM agenda, special and general power of attorney forms, postal voting forms, draft decisions, instructions on registering shareholders on the E-voting platform and its use, as well as any other related information at the GSM will be made available to shareholders and will be available, starting with March 1, 2022, either from the Company's website or from the Company's registered office, every business day between 09:00 - 16:00.

III. Participation in the GSM through the representative

Shareholders may participate in the GSM through a representative. The representation of the shareholders may be made by persons other than the shareholders, based on a special power of attorney or a general power of attorney, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Representation proxies will be transmitted so that they will be received by the Company until March 29, 2022 at 17:00 (5 PM).

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

One or more shareholders representing individually or together at least 5% of the share capital of the Company have the right to enter items on the agenda of the GSM, as well as to propose draft decisions for the items on the agenda of the GSM, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Proposals will be submitted so that they will be received by the Company by March 14, 2022 at 17:00 (5 PM).

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

Each shareholder has the right to ask the Board of Directors questions in writing, before the date of the GSM, on the items on the agenda, in accordance with the provisions of art. 198 of the FSA Regulation no. 5/2018. The questions will be sent so that they will be received by the Company until March 29, 2022 at 17:00 (5 PM).

VI. The right of shareholders to vote by mail

Voting forms completed with voting options and relevant identification documents will be submitted so that the company can receive them by March 29, 2022 at 17:00 (5 PM).

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

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

Alexandru-Mircea MIHĂILESCU

Chairman of the Board of Directors