



TTS
(TRANSPORT TRADE SERVICES) S.A.
BUCURESTI – ROMANIA



Nr. Reg. Com.: J40/296/1997
Cod Fiscal: RO 9089452
Capital social subscris si varsat: 60 000 000 LEI

Str. Vaselor nr. 27, 021253, Bucuresti, Romania
Tel: +40 21 210 29 07 | Fax: +40 21 210 35 43
office@tts-group.ro | www.tts-group.ro

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: March 27th 2023

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 60.000.000

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

Important events to be reported:

In accordance with the Articles of Incorporation of TTS (Transport Trade Services) S.A., the Companies Law no. 31/1990, Law no. 24/2017 on issuers of financial instruments and market operations, and ASF Regulation no. 5/2018 regarding issuers and operations with securities, TTS (Transport Trade Services) S.A. hereby convenes the company's shareholders at the Ordinary General Meeting of Shareholders for April 28, 2023 (reference date April 13, 2023). In case of non-fulfillment of the statutory conditions or any other conditions of validity on the first date of the convocation, the OGSM will be held on April 29, 2023, at the same time, in the same place, with the same agenda, for all shareholders registered in the Shareholders Register. on the same reference date.

The informative materials related to the items on the agenda of the Ordinary General Shareholders Meeting will be made available to shareholders starting with March 28, 2023, in electronic format on the company's website (https://tts-group.ro/ogsm28_29042023.html) and in physical format at the registry office of the company.

The convocation of the Ordinary General Shareholders Meeting was published in the Official Gazette of Romania - Part IV on March 27, 2023 and in the Bursa newspaper no. 57 of March 27, 2023.

TTS (TRANSPORT TRADE SERVICES) SA recommends and encourages its shareholders:



UNICREDIT BANK S.A. ;
RON: RO63 BACX 0000 0030 0031 2003
EURO: RO09 BACX 0000 0030 0031 2005
USD: RO36 BACX 0000 0030 0031 2004

SWIFT: BACXROBU

Rev. 17032021

1/2



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- 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://tts-group.ro/ogsm28_29042023.html),
- access and exercise their voting rights in the GSM through the online platform provided by the Company, as per the instructions found in the call,
- to vote by mail, as per the instructions found in the call,
- 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 (www.tts-group.ro/) for news regarding the organization of the GSM.

Attached to the present current report is the GSM call.

Petru Stefanut
CEO



UNICREDIT BANK S.A. ;
RON: RO63 BACX 0000 0030 0031 2003
EURO: RO09 BACX 0000 0030 0031 2005
USD: RO36 BACX 0000 0030 0031 2004

SWIFT: BACXROBU

Rev. 17032021

2/2



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

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

The Board of Directors of TTS (TRANSPORT TRADE SERVICES) S.A. Bucharest, registered at ORC Bucharest under no. J40 / 296/1997, C.U.I. 9089452 (“the Company”), according to the decision of the Board of Directors of the Company dated March 24, 2023, in accordance with art. 117 of Law no. 31/1990 regarding the companies, with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions (hereinafter referred to as “Law no. 24/2017”), with the provisions of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations (hereinafter referred to as “FSA Regulation no. 5/2018”), as well as with the provisions of the Company’s articles of incorporation,

CALLS

Ordinary General Shareholders Meeting of the Company (hereinafter referred to as “OGSM” or “GSM”) for April 28, 2023, at 10:00, at the registered office of the Company in Bucharest, Vaselor street, no. 27, for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A., at the end of April 13, 2023, established as the reference date (hereinafter referred to as the “Reference Date”).

In case of non-fulfillment of the statutory conditions or any other conditions of validity on the first date of the convocation indicated above, the GMS will be held on April 29, 2023, at the same time, in the same place, with the same agenda, for all registered shareholders. at the same Reference Date.

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

1. Approval of the Annual Individual Financial Statements of TTS on the date and for the financial year ended December 31, 2022, prepared in accordance with the Order of the Minister of Public Finance no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (“OMFP 2844/2016”), based on the Directors' Report for 2022 and the Independent Auditor's Report on the Individual Annual Financial Statements of TTS on and for the financial year ended December 31, 2022;

2. Approval of TTS's Consolidated Annual Financial Statements as of December 31, 2022, prepared in accordance with OMFP 2844/2016, based on the Directors' Report for 2022 and the

Independent Auditor's Report on TTS's Consolidated Annual Financial Statements date and for the financial year ended December 31, 2022;

3. Approval of the proposal of the Board of Directors of TTS regarding the distribution of the net profit of the financial year 2022 and fixing the gross dividend related to the financial year 2022 to the value of 33,000,000 lei ("Dividend 2022").

4. Approval of the discharge of the members of the Board of Directors of TTS for the financial year 2022.

5. Approval of TTS ' individual and consolidated revenue and expenditure budget for the financial year 2023,

6. Approval of TTS' investment budget for 2023.

7. Submission of the Remuneration Report for Directors and Executive Directors of TTS, for the year 2022, to the advisory vote of the OGMS.

8. Approval of the following dates regarding the 2022 Dividend:

Ex-dates Dividend 2021: May 15, 2023;

2021 Dividend Registration Date: May 16, 2023;

Date of Dividend Payment 2021: June 16, 2023;

9. Power of attorney of the Chairman of the GSM, Mr./Ms., With PNC [●], identified with [●], issued by [●], on [●], valid until [●], for signing on behalf of the shareholders all the Decisions adopted by the GSM and for fulfilling all legal formalities before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, including for fulfilling all the formalities for registering at the Trade Register Office the corresponding adopted by the GSM, in order to execute and record the decisions and decisions adopted, with the possibility of sub-mandate to third parties.

INFORMATION ON SHAREHOLDERS RIGHTS AND PARTICIPATION IN THE GSM

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/ 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://tts-group.ro/ogsm28_29042023.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/) 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.*

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 28, 2023, either from the Company's website or from the Company's registered office, every business day between 09:00 - 16:00.

III. Participation in the GSM through the representative

Shareholders may participate in the GSM through a representative. The representation of the shareholders may be made by persons other than the shareholders, based on a special power of attorney or a general power of attorney, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Representation proxies will be transmitted so that they will be received by the Company until April 26, 2023 at 17:00 hrs.

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

One or more shareholders representing individually or together at least 5% of the share capital of the Company have the right to enter items on the agenda of the GSM, as well as to propose draft decisions for the items on the agenda of the GSM, in accordance with the provisions of art. 105 para. (10) - (16) of Law no. 24/2017. Proposals will be submitted so that they will be received by the Company by April 10, 2023 at 17:00 hrs.

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

Each shareholder has the right to ask the Board of Directors questions in writing, before the date of the GSM, on the items on the agenda, in accordance with the provisions of art. 198 of the FSA Regulation no. 5/2018. The questions will be sent so that they will be received by the Company until April 25, 2023 at 17:00 hrs.

VI. The right of shareholders to vote by mail

Voting forms completed with voting options and relevant identification documents will be submitted so that the company can receive them by April 26, 2023 at 17:00 hrs.

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

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