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(TRANSPORT TRADE SERVICES) S.A.
BUCHAREST - ROMANIA

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Reg. Com. No.: J 40/296/97;
Unique Identification Code: 9089452
Subscribed and paid-up share capital: 30,000,000 lei

27 Vaselor Street, Bucharest, Romania
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office@tts-group.ro | www.tts-group.ro

REGULATIONS REGARDING THE ORGANISATION OF THE GENERAL MEETINGS OF SHAREHOLDERS OF TTS (TRANSPORT TRADE SERVICES) S.A.

(Approved by Board Decision No. 1/30.09.2021)

These regulations establish the rules for organising and conducting the General Meetings of Shareholders (hereinafter referred to as "GMS") of TTS (Transport Trade Services) S.A. (hereinafter referred to as "the Company") and the ways in which shareholders may exercise their rights related to participation in the GMS, in accordance with the provisions of the Company's Constitutive Act, Law No. 31/1990 on Companies, Law No. 24/2017 on Issuers of Financial Instruments and Market Operations, and ASF Regulation No. 5/2018.

I. Forms of Participation in the GMS

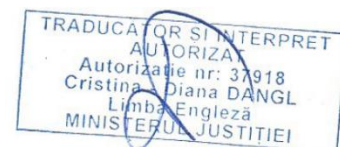
Shareholders may participate in the GMS:

- By physical presence, directly or by proxy, at the place, date, and time specified in the notice of meeting.
- By using the method of voting by correspondence.
- *By using the online electronic voting platform e-vote, in accordance with the provisions of Article 197 of ASF Regulation No. 5/2018.*

II. Documents Required for Identifying Shareholders Participating in the GMS

The documents required for identifying shareholders at the GMS are:

1. Natural Persons
 - 1.1. Identity document (identity card for Romanian citizens or, where applicable, passport for foreign citizens);
 - 1.2. In the case of representation by a proxy, the representative's identity document together with the special or general power of attorney.
2. Legal Persons
 - 2.1. Identity document of the legal representative in the GMS (identity card for Romanian citizens or, where applicable, passport for foreign citizens);
 - 2.2. Certificate of registration issued by the Trade Register or any other document issued by a competent authority from the state where the shareholder is legally registered, in the original or a certified copy, attesting to the existence of the legal person and the identity of the legal representative,



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dated no more than three months before the publication of the GMS notice, and allowing identification in the list of Company shareholders as of the reference date issued by the Central Depository S.A.;

2.3. In the case of representation by a proxy, in addition to the documents under points 2.1 and 2.2, the representative shall present the power of attorney signed by the legal representative of the legal person.

III. Identification of Shareholders on the Online Electronic Voting Platform e-vote

Identification on the online electronic voting platform e-vote is made by entering the following data in the appropriate fields:

- For natural persons: Name/Surname, Personal Identification Number (CNP), Email address, Telephone number (optional)
- For legal persons: Name of legal entity, Unique Registration Code (CUI), Name/Surname of the legal representative, Personal Identification Number (CNP) of the legal representative, Email address, Telephone number (optional)

For identification on the online electronic voting platform e-vote, shareholders shall upload online in the appropriate fields electronic copies (.jpg, .png, .pdf) of the documents required for identification.

IV. Transmission of Documents

Documents may be transmitted to the Company by the following methods:

- (i) In original, signed in handwriting, to the Company's registered office in Bucharest, 27 Vaselor Street, Sector 2, in a sealed envelope. Documents can be submitted to the Company's Registry on business days between 09:00 – 16:00 or sent by postal or courier services.
- (ii) By email, with an extended/qualified electronic signature, in accordance with the provisions of Law No. 455/2001 on Electronic Signature, to the address communicated through the notice of meeting.

V. Language Used for Documents Submitted

Documents presented in a foreign language (except identity documents valid in Romania, with Latin characters, and documents attesting to the existence of the legal entity and the status of the legal representative drafted in English) shall be accompanied by an authorised translation into Romanian or English.

VI. Informative Materials Regarding the Agenda, Forms, and Other Information Related to the GMS



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Informative materials regarding the matters included on the GMS agenda (except the final list of candidates for the position of a member of the Board of Directors), forms for special and general powers of attorney, correspondence voting forms, draft resolutions, detailed instructions regarding the registration of shareholders on the e-vote platform and its use, as well as any other information related to the GMS, shall be made available to shareholders and may be obtained either from the Company's registered office on any business day between 09:00 – 16:00 or from the Company's website.

The forms for special and general powers of attorney shall be made available to shareholders by the Company together with the informative materials and under the same conditions as these, and the special power of attorney form will be updated by the Company if new items are added to the GMS agenda.

VII. Participation in the GMS by Proxy

Shareholders may participate in the GMS by proxy based on a special or general power of attorney, in accordance with the provisions of Article 92, paragraphs (12) and (13) of Law No. 24/2017, or through a custodian. Shareholders may also be represented by persons other than shareholders.

7.1. Representation Based on a Special Power of Attorney

Special powers of attorney shall contain specific voting instructions from the shareholder, clearly indicating the voting option for each item on the GMS agenda and shall be used under the conditions established by Law No. 24/2017 and ASF Regulation No. 5/2018.

The special power of attorney shall be accompanied by the identification documents presented in the section "II. Documents Required for Identifying Shareholders Participating in the GMS."

The special power of attorney form shall be completed by the shareholder in three original copies: one for the shareholder, one for the representative to be presented at the GMS, and one for the Company.

If one or more substitute representatives are nominated by the power of attorney to ensure representation at the GMS if the principal representative is unable to fulfil their mandate, the power of attorney shall specify the order in which they shall exercise their mandate.

If the agenda includes one or more items for which secret voting is mandatory according to legal provisions, shareholders shall issue a separate special power of attorney containing voting instructions only for these items on the agenda.

The Corporate Governance and Investor Relations Department and the GMS Secretary are responsible for ensuring the confidentiality of the secret vote expressed through a special power of attorney.



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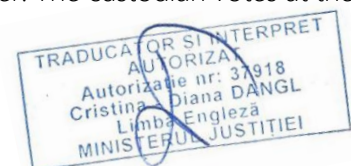
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7.2. Representation Based on a General Power of Attorney

Shareholders may be represented at the General Meeting of Shareholders (GMS) based on a general power of attorney by an intermediary (as defined by Article 2, paragraph (1), point 20 of Law No. 24/2017) or by a lawyer who has received the power of attorney under the applicable legal conditions. The general power of attorney is granted by the shareholder for all the voting rights held on the reference date. The proxy holder may not substitute another person. If the appointed person is a legal entity, it may exercise the mandate received through a designated person who is part of its management or administrative bodies, or through any of its employees. In addition to the documents required to accompany special powers of attorney, general powers of attorney shall be accompanied by proof that the proxy holder is either an intermediary (in accordance with the provisions of Article 2, paragraph (1), point 20 of Law No. 24/2017) or a lawyer, and that the shareholder is a client thereof. In the case of general powers of attorney, the accompanying documents concerning the shareholder are not necessary if the general power of attorney is signed by the shareholder (including by attaching an extended/qualified electronic signature, in accordance with the provisions of Law No. 455/2001 regarding electronic signatures), and in addition, the proxy holder (the intermediary or lawyer) issues a statement confirming that the shareholder is a client of the proxy holder and that the general power of attorney is signed by the said shareholder. The statement must be submitted in original to the Company's headquarters together with the general power of attorney signed in handwriting and stamped (if applicable) by the intermediary/lawyer, without fulfilling other formalities related to its form. Shareholders cannot be represented at the GMS based on a general power of attorney by a person who is in a conflict-of-interest situation, such as: (i) is a major shareholder of the Company, or a person controlled by a major shareholder of the Company; (ii) is a member of a management, supervisory or administrative body of the Company, a major shareholder of the Company, or a person controlled by a major shareholder of the Company; (iii) is an employee or auditor of the Company, or of a major shareholder of the Company, or of a person controlled by a major shareholder of the Company; (iv) is the spouse, relative or kin up to and including the fourth degree of any of the natural persons mentioned in points (i) – (iii).

7.3. Representation by a Custodian

If a shareholder is represented by a credit institution providing custodial services, it may represent the shareholder and vote at the GMS based on voting instructions received via electronic communication means, without requiring a special or general power of attorney from the shareholder. The custodian votes at the GMS



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exclusively in accordance with and within the limits of the instructions received from its clients who are shareholders on the reference date.

7.4. Submission of Powers of Attorney to the Company

Powers of attorney for representation must be sent so as to be received by the Company no later than the date specified in the convocation notice, under the penalty of losing the right to vote at the respective meeting. The mention "POWER OF ATTORNEY FOR REPRESENTATION AT THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]" must be clearly written in uppercase letters on the envelope or in the subject of the email message. The general power of attorney may also be sent to the Company in copy, bearing the mention of conformity with the original under the original signature of the representative.

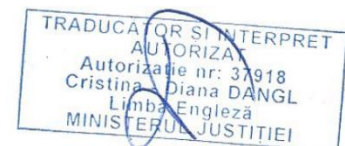
VIII. The Right of Shareholders to Add New Items to the GMS Agenda and to Make Proposals for Decisions for Existing or Proposed Items to Be Included on the Agenda

One or more shareholders representing individually or together at least 5% of the Company's share capital have the right to request the inclusion of new items on the GMS agenda, as well as to propose draft resolutions for the items included or proposed to be included on the GMS agenda. To be considered, these requests must cumulatively meet the following conditions:

- The proposals shall be made in writing and addressed to the Company's Board of Directors.
- The proposals must be accompanied by the relevant identification documents as specified in section "II. Documents Required for Identifying Shareholders Participating in the GMS."
- Each item proposed to be included on the agenda must be justified by the shareholder and accompanied by a draft resolution to be submitted for approval at the GMS.

Requests for modifying the GMS agenda shall be submitted so that they are received by the Company by the date specified in the convocation notice and must contain the mention, clearly written in uppercase, "PROPOSAL FOR NEW ITEMS ON THE AGENDA - FOR THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]," inscribed on the envelope or in the subject of the email message.

The documents justifying the proposals for adding new items to the agenda, the draft resolution for these, as well as the completed convocation notice, will be made available to shareholders under the same conditions and at the same coordinates as the informational materials, once the completed convocation notice is published in the Official Gazette of Romania and in a widely circulated newspaper, according to legal provisions, no later than the date specified in the convocation notice.



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IX. The Right of Shareholders to Address Questions Regarding the GMS Agenda

Any shareholder of the Company has the right to address questions in writing to the Board of Directors, before the date of the GMS, regarding the items on the agenda, in accordance with Article 198 of Regulation No. 5/2018. The response is considered given if the requested information is published on the Company's website. The questions will be transmitted in the same form and under the same conditions as those provided for requests to add new items to the agenda. The text of the mention inscribed on the envelope or in the subject of the email message will be "QUESTIONS REGARDING THE AGENDA - FOR THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]".

X. The Right of Shareholders to Propose Candidates for the Positions of Administrators of the Company

Any shareholder of the Company has the right to propose candidates for the positions of administrators, in accordance with the law and the Company's articles of association. Proposals will be submitted in the same form and under the same conditions as requests for adding new items to the agenda and will be accompanied, in addition, by the following:

- A Curriculum Vitae of the candidate showing their experience and professional background;
- A copy of the candidate's identity document;
- A statement on the candidate's own responsibility attesting that they meet all the legal conditions provided by the applicable legislation in Romania for holding and exercising the position of administrator.
- In the case of proposals for independent candidates, the statement shall additionally attest that the candidate meets all the conditions and independence criteria established by law. The text of the mention inscribed on the envelope or in the subject of the email message will be "CANDIDATE PROPOSALS - FOR THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]".

XI. The Right of Shareholders to Request the Election of the Members of the Board of Directors by the Cumulative Voting Method

Any shareholder of the Company has the right to request the election of the members of the Board of Directors of the Company by the cumulative voting method. If the proposal is made by a significant shareholder, the use of this method is mandatory. Requests will be submitted in the same form and under the same conditions as requests to add new items to the agenda. The text of the mention inscribed on the envelope or in the subject



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of the email message will be "REQUEST FOR CUMULATIVE VOTING - FOR THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]".

XII. Election of the Members of the Board of Directors

Upon convening the GMS, the Company makes available to shareholders a preliminary list containing information on the names, domiciles, and professional qualifications of the persons proposed for the position of member of the Company's Board of Directors, in the same form and under the same conditions as the informational materials. The preliminary list will be updated, if necessary, at most once a day. After consolidating the candidates' proposals made by the shareholders, the Board of Directors assesses the eligibility and independence criteria met by the candidates, as well as each candidate's professional experience in relation to the Company's profile and needs. Following the assessment, the Board of Directors proposes and recommends the final list of candidates. The Company makes available to shareholders the final list containing information on the names, domiciles, and professional qualifications of the persons proposed for the position of member of the Board of Directors, as well as the relevant documents, starting from the date specified in the convocation notice. If the members of the Board of Directors are elected by the cumulative voting method, the members of the Board of Directors in office until the GMS date are automatically included on the list of candidates.

XIII. Voting Methods

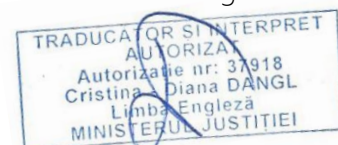
13.1. General Provisions

13.1.1. Shareholders of the company may exercise their voting rights directly or through a representative, using one of the following methods:

- By attending the meeting, during the voting session for each item on the agenda;
- Online via the e-Vote platform until the conclusion of the voting session for each item on the agenda during the GMS meeting;
- By correspondence within the period specified in the convocation notice.

Shareholders who exercise their voting rights online or by correspondence are included in the calculation of the GMS quorum.

The exercise of voting rights by attending the meeting or online is also permitted for shareholders who have exercised their vote by correspondence within the period specified in the convocation notice. In this case, the last vote expressed in chronological order will be considered in the calculation of the voting results.



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13.1.2. Shareholders exercise their voting rights in proportion to the number of shares held, with each share held on the Reference Date conferring one voting right.

An exception applies in the case of electing the members of the Board of Directors using the cumulative voting method, where:

- Each share held on the Reference Date confers a number of voting rights equal to the number of members of the Board of Directors.
- The total number of voting rights held by each shareholder is equal to the number of shares held multiplied by the number of members of the Board of Directors (hereinafter referred to as "Cumulative Votes"). Voting rights may be exercised until the closure of the voting session for each item on the agenda. Once the voting session for a particular item on the agenda has been closed, it is no longer possible to cast a vote for that item, and no changes to the vote already cast can be made.

If a shareholder who has voted by correspondence decides to attend the GMS:

13.1.3. The vote exercised by shareholders through proxies authorised by a special power of attorney may not differ from the vote specified in the power of attorney, under the penalty of nullity of the vote. The GMS Secretary is obliged to ensure compliance with this provision.

13.1.4. Voting is exercised by marking a single option on the ballot: "FOR," "AGAINST," or "ABSTENTION," under the penalty of nullity of the vote.

Votes cast with conditions are considered null.

In the case of an ordinary GMS, voting by marking the "ABSTENTION" option will result in the vote being considered as not cast in the calculation of the voting result for the respective item on the agenda.

13.1.5. In the case of voting for the election of members of the Board of Directors without applying the cumulative voting method, the vote is exercised by marking the "FOR" box for a number of candidates equal to or less than the number of members to be elected, under the penalty of nullity of the vote.

13.1.6. In the case of voting for the election of members of the Board of Directors using the cumulative voting method, the vote is exercised by allocating a number of Cumulative Votes to any candidate listed on the final list of candidates. The total number of votes allocated must not exceed the total number of Cumulative Votes held by the shareholder, under the penalty of nullity of the vote. If the total number of votes allocated is less than the total number of Cumulative Votes held by the shareholder, the difference will be considered as votes not cast.



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13.2. Voting by Attending the Meeting

Each shareholder or representative of a shareholder attending the meeting will receive, upon entering the meeting room, a ballot for each item on the agenda.

For agenda items where secret voting is mandatory under legal provisions, the ballots will not include the shareholder's identification details but only the number of votes or the number of Cumulative Votes held by them.

Shareholders or their representatives fill in the ballots, sign them, and hand them over to the Meeting Secretary before the closure of the voting session for each item on the agenda. Ballots submitted after this time will be considered null and will not be included in the calculation of the voting results.

13.3. Online Voting

Online voting rights can be exercised starting from the moment the shareholder register is uploaded to the e-Vote platform on the Reference Date. Shareholders registered as users of the e-Vote platform and holding shares on the Reference Date will be notified by email that they can exercise their voting rights.

Shareholders who vote online may exercise their voting rights until the closing of the voting session for each item on the agenda.

During this period, shareholders may cast or modify their vote as often as they wish, with the vote recorded on the e-Vote platform at the time of the closure of the voting session for each agenda item being considered in the calculation of the results.

13.4. Voting by Correspondence

To vote by correspondence, the Company's shareholders send to the Company the correspondence voting forms provided by the Company, completed with their voting options, and signed.

The forms will contain the complete identification details of the shareholder. An exception applies to secret voting forms, which, to facilitate anonymity, will only include the shareholder's name.

The forms must be accompanied by the relevant identification documents specified in section "II. Documents Required for Identifying Shareholders Participating in the GMS," either in original or, where appropriate, in a copy certified as conforming to the original, and must be sent so that they are received by the Company by the date specified in the convocation notice.

The mention, clearly written in uppercase, "CORRESPONDENCE VOTING FORM – FOR THE GENERAL MEETING OF SHAREHOLDERS ON [GMS_date]," will be inscribed on the envelope or in the subject of the email message.



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The Corporate Governance and Investor Relations Department is responsible for anonymising the secret voting forms received by the Company and ensuring the confidentiality of the secret vote cast by correspondence.

XIV. Conduct of GMS Meetings

14.1. Management of the GMS Meeting

The GMS is chaired by the Chairman of the Board of Directors or by a person designated by the Chairman to replace them ("GMS Chairman").

The GMS Chairman is empowered to take all necessary and useful measures to ensure the smooth conduct of the GMS meeting.

The GMS Chairman appoints the members of the GMS Technical Office and organises access to the room for entitled persons following their identification by the members of the Technical Office.

14.2. Access to the Meeting Room

Access for entitled persons to the meeting room begins half an hour before the scheduled opening time specified in the convocation notice and is allowed throughout the meeting. Shareholders who are not registered as present at the opening time of the meeting specified in the convocation notice will not be included in the calculation of the quorum of attendance. However, they may attend the proceedings of the meeting without participating in the vote.

14.3. Constitution of the GMS

The meeting is opened by the GMS Chairman at the time specified in the convocation notice. After informing shareholders about the appointment of the Technical Office, the GMS Chairman requests the assembly to appoint the GMS Secretary in accordance with the legal provisions.

The GMS Secretary, after verifying the attendance list, informs the assembly about the fulfilment of the quorum conditions and the manner of fulfilling the formalities for convening the GMS.

Based on the GMS Secretary's report, the GMS Chairman confirms that the GMS is legally constituted and may proceed to the debate and vote on the matters listed on the agenda.

14.4. Debates and Voting

The GMS Chairman announces the beginning of the debates on each item on the agenda. After the debates are concluded, the Chairman declares the vote open for the debated item, announcing in advance the duration of the voting session.



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The GMS Chairman declares the voting session closed, and after centralising the votes cast by all shareholders in all permitted forms, the GMS Chairman informs the assembly of the voting results, including the approval or rejection of the item on the agenda.

The procedure is repeated by the Chairman for each item on the agenda until it is exhausted.

Once the agenda is exhausted, the GMS Chairman declares the GMS meeting closed.

XV. Access of Other Persons to the GMS Meeting

Consultants, experts, financial analysts, or media representatives may attend the GMS based on a prior invitation from the Board of Directors. Their access will be permitted upon proof of identity, consisting of presenting the original identity document, accompanied by the invitation from the Board of Directors. The presence of the Company's financial auditor's representatives is mandatory to provide the necessary information for decision-making by shareholders when annual financial statements are submitted for approval.

At the discretion of the Meeting Chairman, and only to the extent that their presence is necessary for the smooth technical conduct of the meeting, members of the Company's staff or its consultants may attend the GMS.

Persons attending the GMS, other than shareholders or their representatives, are not entitled to participate in the debates and do not participate in the voting.

The undersigned DANGL CRISTINA DIANA, certified interpreter and translator for ENGLISH based on the authorisation no. 37918 issued on 03.11.2015, by the Romanian Ministry of Justice, hereby certify the accuracy of this translation from ROMANIAN into ENGLISH, and the fact that through this translation the content and meaning of the document have not been distorted.

