



**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: May 18<sup>th</sup> 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., Companies Law no. 31/1990, Law no. 24/2017 regarding issuers of financial instruments and market operations, and ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, TTS (Transport Trade Services) S.A. hereby summons the company's shareholders to the Ordinary General Shareholders' Meeting for June 19, 2023 at 10:00 a.m. and the Extraordinary General Shareholders' Meeting for June 19, 2023 at 10:30 a.m. (reference date June 9, 2023). If the statutory conditions or any other validity conditions are not met on the first date of the convocation, the AGOA and AGEA will be held on June 20, 2023, at the same time, in the same place, with the same agenda, for all shareholders registered in The Register of Shareholders on the same reference date.

The main topics subject to the debate and approval of the meetings are the following:

1. The appointment of ERNST & YOUNG ASSURANCE SERVICES S.R.L as the Company's financial auditor for a minimum period covering the auditing of the Company's individual and consolidated annual financial statements for the financial years that will end on December 31, 2023 and December 31, 2024 ( O-GSM);
2. Acquisition of 99.9% of the share capital of DECIROM S.A. for a price of 21.8 million euros, announced through the Current Reports of February 17, 2023 and April 04, 2023 (E-GSM);
3. Accessing a loan worth 11.5 million euros guaranteed mainly with DECIROM shares for the partial financing of the purchase (E-GSM);
4. Financing by the Company within the limit of 5 million euros of DECIROM's development investments in a total amount of 10 million euros (E-GSM);



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



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

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office@tts-group.ro | www.tts-group.ro

5. The purchase of two floating cranes intended to increase the speed and operating capacity of TTS group in the port of Constanța in a total amount of 11 million euros (E-GSM);
6. Supplementing the investment budget with 42 million euros (including the DECIROM share package in the amount of 21.8 million euros, the financing of DECIROM investments in the amount of 5 million euros and the two floating cranes in the amount of 11 million euros) (E-GSM).

For the agenda in detail, please see the attached GSM Call.

The informative materials related to the items on the agenda of the General Meetings of Shareholders will be made available to shareholders starting on May 19, 2023, in electronic format on the company's website ([https://www.tts-group.ro/ogsm19\\_20062023.html](https://www.tts-group.ro/ogsm19_20062023.html)) and ([https://www.tts-group.ro/egsm19\\_20062023.html](https://www.tts-group.ro/egsm19_20062023.html)) and in physical format at the registry at the company headquarters.

**Petru STEFANUT**  
CEO



Nr. Reg. Com.: J40/296/1997  
Cod Fiscal: RO 9089452  
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 May 18, 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**

The Ordinary General Shareholders Meeting of the Company (hereinafter referred to as "O-GSM" or "GSM") for June 19, 2023, 10:00 a.m., and the Extraordinary General Meeting of Company Shareholders (hereinafter referred to as "E-GSM" or "GSM") for June 19, 2023, 10:30 a.m. at the Company's registered office in the city of Bucharest, Vaselor str., no. 27, for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A., at the end of June 9, 2023 established as the reference date (hereinafter referred to as the "Reference Date").

If the statutory conditions or any other validity conditions are not met on the first date of the convocation indicated above, the GSM will be held on June 20, 2023, at the same time, in the same place, with the same agenda, for all registered shareholders on the same Reference Date.

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

1. Appointment by secret ballot of the company ERNST & YOUNG ASSURANCE SERVICES S.R.L., with registered office in the Municipality of Bucharest, Sector 1, Blvd. Ion Mihalache No. 15-17, registered at the Trade Register under no. J40/5964/1999, tax registration code 11909783, as the Company's financial auditor for a minimum period covering the auditing of the Company's individual and consolidated annual financial statements for the financial years ending on December 31, 2023 and December 31, 2024, establishing the remuneration level for financial audit services at a maximum

of EUR 90,000/year without VAT and authorizing the General Director of the Company to negotiate and sign the audit contract;

2. Increasing the fixed monthly remunerations due to the members of the Board of Directors to the gross amount of 31,000 lei and mandating the General Director of the Company in order to sign additional documents to the mandate contracts to be concluded with the members of the Company's Board of Directors;

3. Establishing the date of July 5, 2023 as the registration date for the identification of the shareholders on whom the decisions of the General Meeting are reflected.

4. 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.

**The Extraordinary General Shareholders Meeting will have the following items on the agenda:**

1. The acquisition by the Company of a package of 18,997,938 shares issued by the company DECIROM S.A., a joint-stock company established and operating in accordance with the laws of Romania, with its registered office in the Municipality of Constanța, Port precinct, Constanța county, registered at the ORC Constanța under no. J13/516/1991, ROONRC.J13/516/1991, CUI 1890411 (hereinafter "DECIROM"), block of shares representing 99.9% of the share capital of DECIROM (hereinafter "the Transaction"), the price of the entire block of shares being 21.8 million euros, and empowering the Board of Directors of the Company to sign the sale-purchase contract of shares and to take any measures and perform any useful and necessary acts for the implementation of this decision;

2. Approval of the contracting of a loan in the amount of a maximum of 11.5 million euros (hereinafter "the Loan") for the financing of the Transaction and the authorization of the Board of Directors of the Company to establish the financing institution, the amount and duration of the Loan, and the structure of the financing, as well as to negotiate its terms and conditions;

3. Approval of the guarantee of the Credit with the share package acquired through the Transaction and/or other real estate/movable guarantees, assignments of present and future debt rights or assignments related to current and future availabilities.

4. Approval of the financing by the Company of development investments, worth up to 10 million euros, carried out by DECIROM in the construction of warehouses, storage spaces and the purchase of equipment, with the aim of consolidating its technical base and increasing its speed of operation and mandate of the Company's Board of Directors to strengthen the Company's investment position in DECIROM by: guaranteeing loans contracted by DECIROM, in the amount of a maximum of 5 million euros, through capital increase operations and/or by granting loans, in cumulative amount of a maximum of 10 million euros, during the current financial year..

5. The purchase by the Company of two floating cranes intended to expand the operating capacity of TTS Group in the port of Constanța, with a total cumulative value of a maximum of 11 million euros, with all costs included.

6. Supplementing the investment budget of TTS, individually and consolidated, for the year 2023 and mandating the Board of Directors to identify opportunities and conclude transactions for new investments that support the development strategy of the company and the group and their position on the market. Investment projects and/or equipment purchases will be considered up to a maximum of 42 million euros, cumulative and including those approved in points 1, 4 and 5, until 31.12.2023.

7. Mandate the Board of Directors to carry out, in the name and on behalf of the Company, all necessary or useful actions and steps in order to fulfill those approved according to points 1-6. In this regard, the Board of Directors will issue decisions regarding:

a. accessing bank loans, concluding credit agreements, extending credit agreements accessed, establishing the structure of guarantees related to credit agreements accessed/extended by the company or its subsidiaries, empowering the persons who will sign the credit agreements in the name and on behalf of the Company credit/guarantee agreements/additional documents to credit agreements as well as any other documents or instruments that are accessories, related to or referred to in credit agreements, guarantee agreements or any other documents, as well as to sign any other forms, requests that may be necessary or useful in connection with these banking transactions.

b. concluding purchase contracts/pre-purchase contracts (including shares), authorizing the persons who will sign the purchase contracts/pre-purchase contracts, additional documents to the purchase contracts, as well as any other documents that are accessories, related to or referred to in the purchase contracts, as well as to sign any other documents, requests that may be necessary or useful in connection with the realization of the investments.

8. E establishing the date of July 5, 2023 as the registration date for the identification of the shareholders on whom the decisions of the General Meeting are reflected;

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 <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, 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.*

### **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 May 19, 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 June 16, 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 June 06, 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 June 16, 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 June 16, 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/](https://tts-group.ro/) in the section Investor Relations -> Corporate Governance -> Documents*

**Alexandru-Mircea MIHĂILESCU**  
**Chairman of the Board of Directors**