



REGULATION ON THE ORGANIZATION OF GENERAL MEETINGS OF SHAREHOLDERS
TTS (TRANSPORT TRADE SERVICES) S.A.
(approved by the Board Decision no. 1 / 30.09.2021)

This regulation establishes the rules regarding the organization and conduct of the General Meetings of Shareholders (hereinafter "GMS") of TTS (Transport Trade Services) S.A. (hereinafter "the Company"), as well as the ways in which the shareholders may exercise their rights related to the participation in the GMS, in application of the provisions of the Articles of Association of the Company, of Law no. 31/1990 - regarding the commercial companies, of the Law no. 24/2017 on issuers of financial instruments and market operations and those of the FSA Regulation no. 5/2018,

I. Forms of participation in the GMS

Shareholders may participate in the GMS:

- By physical presence, directly or through a representative, at the place, date and time established by the convening notice
- By using the method of voting by mail
- *By using the electronic online e-voting platform, based on the provisions of art. 197 of the FSA Regulation no. 5/2018*

II. Documents required to identify the shareholders participating in the GMS

Documents required to identify shareholders at the GMS:

1. Individuals

- 1.1. identity card (identity card or identity card for Romanian citizens or, as the case may be, passport for foreign citizens);
- 1.2. in the case of representation by a proxy, the identity card of the representative together with the special or general power of attorney.



2. Legal entities

- 2.1. the identity document of the representative of the legal entity in the GMS (identity card or identity card for Romanian citizens or, as the case may be, passport for foreign citizens);
- 2.2. the certificate issued by the Trade Register or any other document issued by a competent authority of the State in which the shareholder is legally registered, in original or a copy conforming to the original, attesting the existence of the legal person and the identity of the legal representative, with a seniority of at most 3 months from the date of publication of the GMS call, and allowing the identification in the list of shareholders of the Company at the reference date issued by Depozitarul Central SA;
- 2.3. in the case of representation by a proxy, in addition to the documents in 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 e-voting platform

The identification on the electronic online e-voting platform is done by entering the following data in the corresponding fields:

- *for individuals:*
 - Name/Surname*
 - Personal ID number (PID)*
 - Email adress*
 - Phone number (optional)*
- *for legal entities:*
 - Name of legal person;*
 - Unique Registration Code (URC);*
 - Name / Surname of legal representative;*
 - Personal ID number (PID) legal representative;*
 - Email adress*
 - Phone number (optional)*

For identification on the electronic online e-voting platform, shareholders will upload online in the corresponding fields electronic copies (.jpg, .png, .pdf) of the documents necessary for identification.



IV. Transmission of documents

The transmission of the documents to the Company can be done by the following methods:

- (i) in original, handwritten, at the headquarters of the Company in Bucharest, str. Vaselor, no. 27, sector 2, in a sealed envelope. The documents can be submitted to the Company's Registry on working days between 09:00 and 16:00, or they can be sent using the postal or courier services.
- (ii) by e-mail, with extended / qualified electronic signature, in accordance with the provisions of Law no. 455/2001 regarding the electronic signature, at the address that will be communicated by convocation.

V. Language used for transmitted documents

The documents presented in a foreign language (except the identity documents valid on the Romanian territory, with Latin characters and the documents attesting the existence of the legal person and the quality of legal representative written in English) will be accompanied by the authorized translation in Romanian or English.

VI. Agenda information materials, forms and other GMS information

Informative materials on the issues included on the GMS agenda (except for the final list of candidates for the position of member of the Board of Directors), special proxy and general proxy forms, correspondence voting forms, draft decisions, instructions details on the registration of shareholders on the e-voting platform and its use as well as any other information regarding the GMS will be made available to shareholders and can be obtained either from the registered office of the Company every working day between 09:00 - 16 : 00, or from the Company's website.

The special and general power of attorney forms will be made available to shareholders by the Company together with the information materials, and under the same conditions, 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 through a representative

Shareholders may participate in the GMS through a representative based on a special power of attorney or a general power of attorney, according to the provisions of art. 92 para. (12) and (13) of Law no. 24/2017, or by custodian. Shareholders may also be represented by persons other than shareholders.



7.1. Representation on the basis of a special power of attorney

The special proxies will contain specific voting instructions from the shareholder, with a clear specification of the voting option for each item on the agenda of the GMS, and will be used under the conditions established by Law no. 24/2017 and the FSA Regulation no. 5/2018.

The special power of attorney will be accompanied by the identification documents presented in section "II. Documents required to identify the shareholders participating in the GMS".

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

In case one or more alternate representatives are nominated by proxy to ensure representation in the GMS in case the main representative is unable to fulfill his mandate, the proxy will establish the order in which they will exercise their mandate.

In case of the existence on the agenda of one or more items for which the secret ballot is mandatory according to the legal provisions, the shareholders will issue a separate special power of attorney, which will contain 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 ballot expressed by special power of attorney.

7.2. Representation on the basis of a general power of attorney

The representation of the shareholders within the GMS can be done on the basis of a general power of attorney, by an intermediary (defined according to art. 2 paragraph (1) point 20 of Law no. 24/2017) or by a lawyer who has received the power of attorney. representation under the applicable legal conditions.

The general power of attorney is granted by the shareholder for all voting rights held on the reference date. The proxy cannot be replaced by another person.

Provided that the person empowered is a legal person, he may exercise his mandate received through a designated person who is part of its administrative or management bodies, or through any of its employees.

In addition to the documents provided to accompany the special proxies, the general proxies will be accompanied by proof that the agent is either an intermediary (in accordance with the provisions of art. 2 paragraph 1 point 20 of Law no. 24/2017), or lawyer, and that the shareholder is his client.

In the case of general proxies, the accompanying documents regarding the shareholder are not required if the general proxy is signed by the shareholder (including by attaching an extended / qualified electronic signature, in accordance with the provisions of Law no. 455/2001 on electronic signature), and in addition, the agent (intermediary or lawyer) issues a statement confirming that the shareholder is the client of the agent and that the general power of attorney is signed by that shareholder.



The declaration must be submitted in original at the Company's headquarters together with the general power of attorney signed in handwriting and stamped (if applicable) by the intermediary / lawyer, without completing other formalities related to its form).

Shareholders cannot be represented on the GMS on the basis of a general power of attorney by a person who is in a situation of conflict of interest, such as:

- (i) is a majority shareholder of the Company, or a person controlled by a majority shareholder of the Company;
- (ii) is a member of an administration body, management or supervisory body of the Company, of a majority shareholder of the Company or of a person controlled by a majority shareholder of the Company;
- (iii) is an employee or auditor of the Company or of a majority shareholder of the Company or of a person controlled by a majority shareholder of the Company;
- (iv) is the spouse, relative or brother-in-law up to and including the fourth degree of one of the natural persons listed in letters (i) - (iii).

7.3. Representation by custodian

If a shareholder is represented by a credit institution providing custody services, it will be able to represent the shareholder and vote in the GMS on the basis of voting instructions received by electronic means of communication, without the need for a power of attorney. special or general by the shareholder. The custodian votes in the GMS exclusively in accordance with and within the instructions received from his clients as shareholders on the reference date.

7.4. Transmission of proxies to the Company

Representation proxies will be sent, so that they will be received by the Company at the latest on the date established by the convening notice under the sanction of losing the exercise of the right to vote in the respective meeting. The statement "PROXY FOR REPRESENTATION AT THE GENERAL MEETING OF SHAREHOLDERS OF [GMS_date]" written in clear and capital letters shall be made on the envelope or in the subject of the e-mail.

The general power of attorney may also be sent to the Company in copy, including the statement of compliance with the original under the original signature of the representative.



VIII. The right of shareholders to introduce new items on the agenda of the GMS and to make proposals for decisions on existing items or proposed to be included 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 request the introduction of items on the agenda of the GMS, as well as to propose draft decisions for the items included or proposed to be included. on the agenda of the GMS.

Pentru a fi luate în considerare, aceste solicitări trebuie să îndeplinească cumulativ următoarele condiții:

- the proposals will be made in writing, will be addressed to the Board of Directors of the Company
- proposals must be accompanied by the relevant identification documents provided for in section 'II. Documents required to identify the shareholders participating in the GMS "
- each item proposed for inclusion on the agenda must be justified by the shareholder and must be accompanied by a draft decision to be submitted to the GMS for approval

Requests to amend the GMS agenda will be submitted so that they will be received by the Company by the date set by the notice and must contain the written statement in clear and capital letters, "PROPOSAL OF NEW ITEMS ON THE AGENDA - FOR THE GENERAL MEETING OF SHAREHOLDERS FROM [date_AGA] ", written on the envelope or in the subject of the e-mail message..

The documents justifying the proposals for the introduction of new items on the agenda, the draft decision for them, as well as the completed call, will be available to shareholders at the same coordinates and under the same conditions as the information materials, once the completed call is published in the Monitor. Official of Romania and in a widely circulated newspaper, according to the legal provisions, until the date established by the convocation at the latest.

IX. The right of shareholders to ask questions on the GMS agenda

Any shareholder of the Company has the right to address to the Board of Directors written questions, before the date of the GMS, regarding the items on the agenda, according to the provisions of art. 198 of Regulation no. 5/2018. The answer is considered given if the requested information is published on the Company's website. Questions shall be submitted in the same form and under the same conditions as those laid down for requests for the introduction of new items on the agenda.

The text of the statement on the envelope or in the subject of the e-mail will be "QUESTIONS REGARDING THE AGENDA - FOR THE GENERAL MEETING OF SHAREHOLDERS OF [GMS_date]"



X. The right of the shareholders to nominate candidates for the positions of directors of the Company

Any shareholder of the Company has the right to formulate proposals for candidates for the positions of directors, in accordance with the law and the articles of incorporation of the Company.

Proposals shall be submitted in the same form and under the same conditions as requests for the introduction of new items on the agenda and shall be accompanied, in addition, by the following:

- Curriculum Vitae of the candidate showing his experience and professional training;
- a copy of the candidate's identity document;
- a statement on the candidate's own responsibility, attesting that he meets all the legal conditions provided by the legislation in force in Romania for holding and exercising the quality of administrator.
- in the case of proposals for independent candidates, the declaration will further certify that it meets all the conditions and criteria of independence established by law.

The text of the statement on the envelope or in the subject of the e-mail will be "NOMINATION PROPOSALS - FOR THE GENERAL MEETING OF SHAREHOLDERS OF [GMS_date]"

XI. The right of the shareholders to request the election of the members of the Board of Directors by the method of cumulative voting

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 method of cumulative voting. 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 for the introduction of new items on the agenda.

The text of the statement written on the envelope or in the subject of the e-mail will be "CUMULATIVE VOTE REQUEST - FOR THE GENERAL MEETING OF SHAREHOLDERS OF DATA [GMS_date]"

XII. Election of the members of the Board of Directors

Once the GMS is convened, the Company makes available to shareholders the preliminary list containing information on the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors of the Company, in the same form and under the same conditions as for materials. informative.

The preliminary list will be updated if necessary, at most once a day. After the centralization of the candidates' proposals made by the shareholders, the Board of Directors evaluates the fulfillment by the candidates of the eligibility and independence criteria, as well as the professional experience of each candidate in relation to the



profile and needs of the Company. Following the evaluation, the Board of Directors proposes and recommends the final list of candidates.

The company provides shareholders with the final list containing information on the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors of the Company, as well as relevant documents, starting with the date established by the call.

If the election of the members of the Board of Directors is made by the method of cumulative voting, the members of the Board of Directors in office until the date of the GMS are registered by right on the list of candidates.

XIII. Ways of exercising the right to vote.

13.1. General provisions

13.1.1. The company's shareholders 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 using the e-Vote platform until the end of the voting session for each item on the agenda during the GMS meeting

- by correspondence within the time limit set by the call,

Shareholders who exercise their voting rights online or by mail are taken into account in calculating the attendance quorum of the GMS.

The exercise of voting rights by participating in the meeting or online is also allowed for shareholders who have exercised their vote by mail within the deadline set by the convening notice. In this case, the last vote cast in chronological order shall be taken into account in calculating the results of the vote.

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

The exception is the election of the members of the Board of Directors by the method of cumulative voting, in which case:

- 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 "Cumulated votes")



Voting rights shall be exercised until the close of the voting session for each item on the agenda. Starting with the closing of the voting session a certain item on the agenda, the expression of the vote for that item is no longer possible and it is no longer possible to return to the vote already cast.

If a shareholder who has cast his vote by mail decides to participate in the GMS

13.1.3. The vote exercised by the shareholders through representatives empowered by special power of attorney may not be different from the vote established by proxy, under the sanction of nullity of the vote. The GMS Secretary has the obligation to ensure compliance with this provision.

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

Conditional votes shall be considered null and void.

In the case of the ordinary GMS, the exercise of the vote by marking the option "ABSTENTION" entails the consideration as an unexpressed vote in the calculation of the result of the vote for the respective item on the agenda.

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

13.1.6. In the case of voting for the election of the members of the Board of Directors by the method of cumulative voting, the vote shall be exercised by allocating a number of cumulative votes to any candidate registered on the final list of candidates. The total number of votes allocated may not exceed the total number of cumulative votes held by the shareholder, under the sanction 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 shall be considered as an unexpressed vote.

13.2. Voting by attending the meeting

Each shareholder, or representative of a shareholder, participating in the meeting will receive at the entrance to the meeting room, one ballot paper for each item on the agenda.

In the case of items on the agenda for which secret ballot is mandatory according to the legal provisions, the ballot papers will not mention the identification data of the shareholder, but only the number of votes or the number of cumulative votes held by him.

The shareholders or their representatives, fill in the ballot papers, sign them and hand them over to the Secretary of the meeting, until the closing of the voting session for each item on the agenda. Ballot papers



submitted after this time are considered null and void and will not be taken into account in calculating the voting results.

13.3. Online voting

The exercise of online voting rights is possible starting with the moment of uploading the shareholders' register on the e-Vote platform on the Reference Date. Shareholders who are registered as users of the e-Vote platform and hold shares on the Reference Date, are notified by e-mail that they can exercise their voting rights. Shareholders who vote online may exercise their voting rights until the close of the voting session for each item on the agenda.

During this period, shareholders can express or change their vote whenever they wish, the vote that will be taken into account in calculating the results being the one registered on the e-Vote platform at the end of the voting session for each item on the order of the day.

13.4. Voting by mail

In order to exercise the voting by correspondence, the shareholders of the Company send to the Company the voting forms by correspondence provided by the Company, completed with their voting options and signed.

The forms will mention the complete identification data of the shareholder. Exceptions are secret ballot forms, which to facilitate their anonymization, will contain only the name of the shareholder.

The forms must be accompanied by the relevant identification documents provided for in section 'II. Documents required for participation identification of the shareholders participating in the GMS ', in original or, as the case may be, in a copy conforming to the original and sent so that the Company receives them by the date established by the convening notice.

The statement written in clear and capital letters, "CORRESPONDING VOTING FORM - FOR THE GENERAL MEETING OF SHAREHOLDERS OF [date_AGA]", will be written on the envelope or in the subject of the e-mail message.

The Corporate Governance and Investor Relations Department is responsible for anonymizing the secret ballot forms received by the Company and is responsible for ensuring the confidentiality of the secret ballot expressed by correspondence.



XIV. Conducting GMS meetings

14.1. Administration of the GMS meeting

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

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

The chairman of the GMS shall appoint the members of the technical secretariat of the GMS and organize the access to the hall of the persons entitled to be identified by the members of the technical secretariat.

14.2. Access to the meeting room

The access of the entitled persons to the meeting room starts half an hour before the scheduled time for the opening of the meeting established by the convening notice and is allowed for the entire duration of the meeting. Shareholders who are not registered present at the opening time of the meeting established by the convening notice, will not be taken into account in the calculation of the attendance quorum. However, they will be able to attend the proceedings without taking part in the vote.

14.3. Establishment of the GMS

The meeting is opened by the chairman of the GMS at the time set by the convening notice. After informing the shareholders on the appointment of the technical secretariat, the Chairman of the GMS requests the meeting to appoint the Secretary of the GMS, in accordance with the legal provisions.

The Secretary of the GMS, after verifying the attendance list, informs the meeting on the fulfillment of the quorum conditions and on the manner of fulfilling the formalities for convening the GMS.

Based on the report of the GMS Secretary, the GMS Chair finds that the GMS is legally constituted and can proceed to debate and vote on the issues on the agenda.

14.4. Debates and vote

The Chairman of the GMS announces the start of debates on each item on the agenda. At the end of the debate, the President shall openly vote on the item, announcing in advance the duration of the voting session. The Chairman of the GMS shall declare the voting session closed and after the centralization of the votes cast by all shareholders in all permitted forms, the Chairman of the GMS shall inform the meeting of the result of the vote and of approving or rejecting the item on the agenda.

The chairman resumed the procedure for each item on the agenda until it was exhausted.

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



TTS
(TRANSPORT TRADE SERVICES) S.A.
BUCUREȘTI – ROMÂNIA



Nr. Reg. Com.: J40/296/1997

Cod Fiscal: RO 9089452

Capital social subscris și vărsat: 30 000 000 LEI

Str. Vaselor nr. 27, 021253, București, România

Tel: +40 21 210 29 07 | Fax: +40 21 210 35 43

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

XV. Access of other persons to the GMS meeting

Consultants, experts, financial analysts or media representatives may attend the GMS on the basis of a prior invitation from the Board of Directors. Their access will be allowed by proof of identity which consists in the original presentation of the identity document, accompanied by the invitation from the Board of Directors.

The presence of the representatives of the financial auditor of the Company is mandatory to provide the information necessary for a decision to be taken by the shareholders when the annual financial statements are submitted for approval.

At the disposal of the Chairman of the meeting, and only insofar as their presence is necessary for the good conduct of the meeting from a technical point of view, members of the Company's staff or of the Company's consultants may attend the GMS.

Persons attending the GMS meeting, other than their shareholders or representatives, do not have the right to participate in the debates and do not participate in the vote.