



TTS

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



Nr. Reg. Com.: J40/296/1997
Cod Fiscal: RO 9089452
Capital social subscris si varsat: 30 000 000 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: July 15'th 2021

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:

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 August 26, 2021 (reference date August 12, 2021). In case of non-fulfillment of the statutory conditions or any other conditions of validity on the first date of the convocation, the OGMS will be held on August 27, 2021, 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 Meeting of Shareholders will be made available to shareholders starting with July 23, 2021, in electronic format on the company's website (www.tts-group.ro/ogms-2627082021.html) and in physical format at the registry office of the company.

The convocation of the Ordinary General Meeting of Shareholders is to be published in the Official Gazette of Romania - Part IV and in two newspapers of national circulation until July 23, 2021.



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: BACROBU

Rev. 17032021

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In view of the measures imposed by the Romanian authorities in connection with the prevention of the spread of COVID-19, TTS (TRANSPORT TRADE SERVICES) SA recommends and encourages its shareholders:

- to access and download the informative materials and the forms for the GMS in electronic format, from the web page dedicated to the GMS (www.tts-group.ro/ogms-2627082021.html), thus avoiding their collection from the registered office of the Company,
- access and exercise their voting rights in the GMS 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 GMS.

Attached to the present current report is the GSM call.

Petru Stefanut

CEO



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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., a joint stock company established and operating according to the Romanian legislation, having its registered office in Bucharest, Vaselor street, no. 27, registered at the Trade Register Office attached to the Bucharest Tribunal under no. J 40/296/1997, unique registration code 9089452 Bucharest (hereinafter referred to as "the Company"),

according to the decision of the Board of Directors of the Company of July 15, 2021,

in accordance with art. 117 of the Companies Law no. 31/1990, with the subsequent amendments and completions (hereinafter referred to as "Law no. 31/1990"), 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 Meeting of Shareholders of the Company (hereinafter referred to as "O-GMS" or "GMS") for August 26, 2021, 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 August 12, 2021 established as the reference date (hereinafter referred to as the "Reference Date").

In case of non-fulfillment on the first date of the summons indicated above of the statutory conditions or of any other conditions of validity, the O-GMS will be held on August 27, 2021, 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 Ordinary General Meeting of Shareholders will have the following items on the agenda:

1. Informing the shareholders regarding the resignation of Mr. Alexandru-Mircea Mihăilescu, Ion Stanciu and Mr. Sevastian Ștefan to the mandates of member of the Board of Directors of the Company. The waiver of the mandate will be effective starting with August 26, 2021 at 10:00.
2. Election of five members of the Board of Directors, of which two independent members, for a period of 4 years.





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3. Appointment of the financial auditor of the Company and establishment of the minimum duration of the financial audit contract

4. Approval of the remuneration policy within the Company;

5. Approval of the fixed remunerations due to the members of the Board of Directors for the term of their mandate and of the maximum limits for the fixed and variable remunerations of the Executive Directors, as well as of other advantages granted to the members of the Board of Directors 153 ind. 18 of Law no. 31/1990 and the provisions of the Company's Remuneration Policy;

6. Approval of the mandate of the General Manager of the Company in order to sign the mandate contracts to be concluded with the members of the Board of Directors of the Company;

7. Approval of the date of September 14, 2021 as the registration date for the identification of the shareholders affected by the O-GMS decisions, according to art. 86 of Law no. 24/2017;

8. To authorize the President of the O-GMS to sign on behalf of the shareholders all decisions to be adopted by the O-GMS and to complete all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties. Within the mandate granted, the President of the O-GMS, as well as any of its sub-representatives, may, without limitation, complete all the necessary formalities for the signing of the O-GMS Decisions in the name and on behalf of the shareholders, as well as carry out any steps. and formalities necessary for the implementation and registration of decisions adopted by shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office as well as before any other authorities and natural or legal persons involved;

9. Power of attorney of Mr. / Mrs. _____, Romanian citizen, born on _____, in _____, identified with _____, issued by: _____, on _____, valid until _____, for fulfilling all the formalities for registering at the Trade Register Office the mentions corresponding to the decisions adopted by the Ordinary General Meeting of the Company's Shareholders.





GENERAL INFORMATION REGARDING THE GMS MEETING

In view of the measures imposed by the Romanian authorities in connection with the prevention of the spread of COVID-19, TTS (TRANSPORT TRADE SERVICES) SA recommends and encourages its shareholders:

- *to access and download the informative materials and the forms for the GMS in electronic format, from the web page dedicated to the GMS (www.tts-group.ro/oqms-2627082021.html), thus avoiding their collection from the registered office of the Company,*
- *access and exercise their voting rights in the GMS through the online platform provided by the Company, in accordance with the procedure set out below,*
- *to vote by mail, in accordance with the instructions below,*
- *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 GMS.*

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 booklet 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 booklet 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, certifying the existence of the legal person and the identity of the legal representative, with a seniority of at most 3 months reported on the date of publication of the GMS call, and to allow their identification in the list of shareholders of the Company at the reference date issued by Depozitarul Central SA;
- 2.3. in case of representation by a proxy, in addition to the documents from points 2.1 and 2.2, the representative will present the power of attorney signed by the legal representative of the legal person.

III. Transmission of documents

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

- (i) the original signed by hand at the company headquarters in Bucharest, Vaselor street, no. 27, district 2, in a sealed envelope. The documents can be submitted to the Company's Registry on working days between 10:00 and 14:00, 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 aga.26082021@tts-group.ro

Shareholders who will use the online electronic e-voting platform will upload electronic copies (.jpg, .png, .pdf) of the necessary identification documents online and in the corresponding fields.

IV. 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.





V. Data required for identification on the online electronic e-voting platform

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

- **for individuals:**
 - Name / Surname**
 - Personal Numeric Code (PNC)**
 - Email address**
 - Phone number (optional)**
- **for legal entities:**
 - Name of legal person;**
 - Unique Registration Code (CUI);**
 - Name / Surname of legal representative;**
 - Personal Numeric Code (PNC) legally represented;**
 - Email address**
 - 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.

VI. Information materials on the agenda, forms and other information about GMS

Information materials on the issues 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, voting forms secret ballot), draft decisions, detailed instructions on the registration of shareholders on the e-voting platform and its use as well as any other information on the GMS will be made available to shareholders and will be available from 23 July 2021, either from the registered office of the Company every working day between 10:00 - 14:00, or from the Company's website.

VII. Participation in the GMS through a representative

Shareholders may participate in the GMS 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, according to the provisions of art. 92 paragraph (12) and (13) of Law no. 24/2017. 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.





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Representation proxies will be sent so that they will be received by the Company no later than August 23, 2021, at 24:00, under the sanction of losing the exercise of the right to vote in the respective meeting. The statement "PROXY FOR THE REPRESENTATION IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of August 26/27, 2021" written clearly and in capital letters will be made on the envelope or in the subject of the e-mail message.

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

The special power of attorney form will be filled in 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.

If 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.

The representation of the shareholders within the GMS can be made on the basis of a general power of attorney, by an intermediary (defined according to art. 2 paragraph (1) point 20 of Law no. 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 general power of attorney may be sent to the Company only in copy, including the statement of compliance with the original under the original signature of the representative. The proxy cannot be replaced by another person. Provided that the authorized person is a legal person, he may exercise his mandate received through any 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).



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Shareholders may not be represented on the GMS on the basis of a general power of attorney by a person 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 a management, management or supervisory body of the Company, a majority shareholder of the Company or 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 letter (i) - (iii).

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.

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 its clients as shareholders on the reference date.

General or special proxies bearing a later date have the effect of revoking previously dated proxies. Shareholders who have voted by special proxies may change their initial voting option, being considered valid the last registered vote cast. The direct participation of the shareholder in the GMS, personally or through the legal representative, removes any other voting options previously submitted.

VIII. Access of other persons to the GMS meeting

Any specialist, consultant, expert or financial analyst may participate in 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.

IX. 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 enter items on the agenda of the GMS, as well as to propose draft decisions for items included or proposed to be included in the order of the GMS. The proposals will be made in writing, will be addressed to the Board of Directors of the Company and will be sent so as to be received by the Company until August 9, 2021 at 24:00.





These requests must cumulatively meet the following conditions:

- each proposed item to be placed 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.
- be accompanied by the relevant identification documents provided in section 'II. Documents required to identify the shareholders participating in the GMS "
- to contain the mention written clearly and in capital letters, "PROPOSAL OF NEW ITEMS ON THE AGENDA - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 26/27 2021", 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 August 11 at the latest.

X. The right of shareholders to ask questions about the GMS agenda

Each shareholder has the right to ask 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.

The questions will be sent in the same form and under the same conditions as those provided for the requests for the introduction of new items on the agenda so that they will be received by the Company until August 23, 2021 at 24:00. The text of the statement written on the envelope or or in the subject of the e-mail will be "QUESTIONS REGARDING THE AGENDA - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 AUGUST 2021".





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

The shareholders of the Company have 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, so that the proposals are received by the Company until August 9, 2021 at 24:00. The text of the statement written on the envelope or in the subject of the e-mail message will be "PROPOSALS OF CANDIDATES - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 AUGUST 2021"

In order to be considered and put to the vote by the GMS, proposals shall be made in writing 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, certifying 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 preliminary list of candidates containing 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 will be available to shareholders at the same coordinates and under the same conditions as the information materials.

The preliminary list will be updated if necessary, at most once a day. Following the evaluation of the candidates' fulfillment 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, the Board of Directors proposes and recommends the final list of candidates. This final list containing information on the identity and professional qualification of the candidates, as well as the relevant documents, will be available to shareholders from 12 August.

XII. The right of the shareholders to propose the election of the members of the Board of Directors by the method of cumulative voting

The shareholders of the Company have the right to propose the election of the members of the Board of Directors of the Company by the method of cumulative voting, by introducing a separate item on the agenda, within the terms and conditions provided for requests for the introduction of new items on the agenda. . The right of the shareholders to introduce new items on the agenda of the GMS and to make proposals for decisions for the existing items or proposed to be included on the agenda ". If the proposal is made by a significant shareholder, the use of this method is mandatory.





By the cumulative voting method, each shareholder has the right to assign the cumulative votes, calculated by multiplying the votes held by him according to the participation in the share capital with the number of directors to form the Board of Directors, one or more of the proposed candidates.

XIII. Voting procedure for shareholders present at the O-GMS

Shareholders exercise their voting rights in proportion to the number of shares held. Each share held on the Reference Date confers a voting right.

The O-GMS decisions on items 4-9 on the agenda shall be taken by open vote.

The O-GMS decisions on items 2 and 3 on the agenda shall be taken by secret ballot.

Upon entering the hall, the shareholders or their representatives receive ballot papers bearing the Company's stamp, containing the voting options for all items on the agenda. The number of shares that the shareholder or his representative represents shall be entered on the ballot papers for items 2 and 3 on the agenda, without any other identifying elements of the shareholder.

For all items on the agenda, the vote will take place immediately after the end of the debates, the result will be communicated after the centralization of the votes cast by all shareholders, regardless of the form in which they cast their vote.

For each item on the agenda, the Chairman of the meeting will announce the opening of the voting session and the duration of the vote for the respective item, valid both for those present in the room and for those who participate through the e-voting platform.

The close of the voting session for each item on the agenda will be announced by the Chairman of the sitting. From the close of the voting session for a certain item, it is no longer possible to vote on that item and it is not possible to return to the vote.

Representatives of shareholders who are empowered by special power of attorney to participate and vote at the O-GMS will have to cast their vote according to the power of attorney received. The technical secretariat of the GMS has the obligation to ensure compliance with this provision.





XIV. Voting by mail

The Company's shareholders may vote by mail, by submitting to the Company the mail voting forms provided by the Company or by using the online electronic e-voting platform.

Correspondence voting forms completed with the relevant identification voting options provided for in section "II. Documents required for participation identification of shareholders participating in the GMS ", in a copy conforming to the original, and will be submitted so that the company will receive them by August 23, 2021 at 24:00. The statement written clearly and in capital letters, "CORRESPONDING VOTING FORM - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AUGUST 26/27 2021", will be written on the envelope or in the subject of the e-mail message.

For items 2 and 3 on the agenda, the Company will make available to shareholders, starting with August 13 at 08:00, special voting forms so as to comply with the legal provisions on the secrecy of the vote. These forms, together with specific instructions and the necessary credentials for the online transmission of the secret ballot, will be sent to the shareholders registered on the GMS Reference Date, at their request sent by e-mail to aga.26082021@tts-group.ro. The e-mail message will have as subject: "REQUEST FORM SECRET VOTING BY CORRESPONDENCE - FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED AUGUST 26/27 2021" and will have attached the relevant identification documents provided in section "II. Documents required for participation identification of shareholders participating in the GMS ", in a copy conforming to the original.

The deadline for the receipt of voting forms by mail does not apply to votes cast using the electronic e-voting platform, shareholders registered on the Reference Date being able to cast their votes using this platform, both before and during the GMS meeting.

Votes sent by mail and received in time will be taken into account in determining the attendance quorum.

The rules on the validity of the last vote cast and those on the closing of the voting session by the Chairperson shall apply.

**BOARD OF DIRECTORS OF
TTS (TRANSPORT TRADE SERVICES) S.A.**

Alexandru-Mircea MIHAILESCU
Chairman of the Board of Directors

