

Rotterdam, the Netherlands June 27, 2025, at 16:00 CEST – Titan N.V. ("Titan") publishes the voting results of its Extraordinary General Meeting of Shareholders of June 27, 2025

Shareholders holding 1,565,300 (76,35%) out of the total number of 2,050,154 outstanding ordinary shares were present or represented at the meeting. The following proposals were voted on:

- Agenda item 4: Proposal to amend the articles of association of Titan.
- Agenda item 5: Proposal to adopt the triangular division(s) (juridische splitsing(en)) and approve the related allotment of shares. The proposed share allotment comprises a total of 15,452,908 ordinary shares, 4,051,868 preference shares and 100 M shares, to be allotted by Titan in connection with the implementation of the triangular division(s) (juridische splitsing(en)).
- Agenda item 6: Proposal to appoint Mr. Sebo J. Eelkman Rooda as member of the management board of Titan (effective: June 30, 2025).
- Agenda item 8: Proposal to appoint a new OOB registered accountant for Titan.
- Agenda item 9: Proposal to authorize the management board of Titan to resolve that Titan may acquire its own shares.
- Agenda item 10: Proposal to authorize the management board of Titan to issue shares and exclude pre-emptive rights.
- Agenda item 11: Proposal to authorize each member of the management board of Titan and
  also every civil law notary, deputy civil law notary, notary clerk and notarial secretary working
  at VAD Notarissen, civil law notaries in Rotterdam, jointly as well as severally, to execute the
  deed of amendment of the articles of association and to register the amendments with the
  Dutch Trade Register.

All proposals were adopted with 100% of the votes present.

Regarding agenda item 5, Titan has just been informed that the general meeting of shareholders of ER Capital N.V. has also adopted the triangular division(s) and approved the related allotment of shares at its extraordinary general meeting of shareholders of June 27, 2025.

For questions about this press release, please contact Investor Relations of Titan via: <a href="mailto:info@titan-nv.com">info@titan-nv.com</a> (and after June 30, 2025 via: <a href="mailto:info@ercapital.nl">info@ercapital.nl</a>).

## **About Titan N.V.**

Titan N.V. is a company without business activities and without staff as per September 13, 2023. As per September 13, 2023 Titan N.V., previously called TIE Kinetix N.V., has transferred all of its activities and operations to SPS International Inc., a wholly owned subsidiary of SPS Commerce, Inc. in exchange for a consideration of € 68.35 million. Titan N.V. has subsequently distributed an amount of € 62.5 million as dividend to its shareholders on September 20, 2023. Since then, Titan N.V. is without business activities and staff. As at September 30, 2024, its primary asset is a receivable of € 2.8 million. The receivable was put in an escrow account with escrow agent Intertrust Escrow and Settlements B.V., and served as collateral against which certain representations and warranties can be claimed under the Share purchase Agreement with SPS International Inc. The escrow has been released on November 1, 2024.

## **Cautionary statement regarding forward-looking information**

This document may contain expectations about the financial state of affairs and results of the activities of Titan N.V. as well as certain related plans and objectives, and may be expressed in a variety of ways, such as 'expects', 'projects', 'anticipates', 'intends' or similar words. Titan N.V. has based these forward-looking statements on its current expectations and projections about future events. Such expectations for the future are naturally associated with risks and uncertainties because they relate to future events, and as such depend on certain circumstances that may not arise in future. Various factors may cause real results and developments to deviate considerably from explicitly or implicitly made statements about future expectations. Such factors may for instance be changes in expenditure by companies in



important markets, in statutory changes and changes in financial markets, in the salary levels of employees, in future borrowing costs, in future take-overs or divestitures and the pace of technological developments. Titan N.V. therefore cannot guarantee that the expectations will be realized. Titan N.V. also refuses to accept any obligation to update statements made in this document.