



SC "BERMAS" SA Suceava

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RINA SIMTEX
ISO 9001 REGISTERED
ISO 22000 REGISTERED

CURRENT REPORT

according to the provisions of art. 224 of the Law no. 297/2004 on the capital market

Date of the report: *March 3, 2015*

Name of the issuer company: *SC "BERMAS" SA*

Headquarters: *Scheia, str. Humorului nr. 61, Suceava county*

Phone / Fax no.: *0230526545; 0230526542*

Tax identification number: *RO 723636*

Registration number with the Trade Register: *J33/37/1991*

Subscribed and paid capital: *EUR 15.087.134,30*

Total number of shares: *21,553,049* of which: *21.553.049* voting shares

Regulated market where the issued securities are traded: *Bucharest Stock Exchange*

In accordance with the provisions of the *Law no. 31/1990* as republished on trade companies as subsequently amended and supplemented, of the *Law no. 297/2004* on the capital market as subsequently amended and in accordance with the Articles of Incorporation of the company and the resolution taken in the meeting on 02.03.2015, the *Board of Directors of SC "BERMAS" S.A. Suceava*, based in Scheia, str. Humorului nr. 61, Suceava County registered with the Trade Register under no. J33/37/1991 Tax identification number: RO 723636;

CONVENES

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on April 7th, 2015, at 11 o'clock at the company headquarters in Scheia, str. Humorului nr. 61, Suceava county and followed by the **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**, on the same date and at same place at 13:00, for all shareholders registered in the Shareholders Register of SC "BERMAS" SA at the end of March 23, 2015, date set as reference date, for both general meetings, provided that only those who are shareholders on that date are entitled to attend and to vote at general meetings.

I. THE ORDINARY GENERAL MEETING OF SHAREHOLDERS has the following agenda:

1. Discussion and approval of the financial statements for the year ended on 31.12.2014 based on the *Directors' Report* and on the *Financial auditor's Report* for the financial year 2014.

2. a). – Discussion and approval of the distribution of the net profit realized in 2014.

b). – The Board of Directors proposes the distribution of the net profit for the financial year 2014 amounted to 932.523 lei as follows:

- ✓ Legal reserve to be constituted in 2014 --- 56.462 lei;
- ✓ Dividends --- 862.122 lei;
- ✓ Other reserves --- 13.939 lei.

The gross dividend per share which is to be given for one share held on the registration date, is fixed at 0,04 lei / share which.

3. Financial discharge of the directors for the financial year 2014.

4. Presentation and approval of the Income and Expenditure budget for 2015.

5. Determination and approval of the general remuneration limits for the members of the Board of directors and award of the mandate for the Board of Directors through its president acting as

proxy to set the remuneration due to the executive managers and also the fee for the financial auditor.

6. Approval of the date of registration and identification of shareholders affected by this resolution of the Ordinary General Meeting of shareholders. The Board of Directors proposes the registration date of **June 09, 2015** (ex-date 08 June 2015) and payment date 15 June 2015.

7. Approval of the mandate for Mrs. Tebrean Iridenta, Economic Manager to perform all legal formalities and to sign all necessary documents for the registration of the adopted resolution.

II. THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS has the following agenda:

1. Review and approval of the investment program for the period 2015-2016;

2. a) - Approval of medium-term credit limits for financing the investment objectives to be achieved during the period 2015-2016 amounted to 510.000 EUR;

b) - Approval of the pledge and mortgage of immovable and movable property in the patrimony of the company in favor of banks financing the investment objectives in order to guarantee the investment credits;

c) - Authorization granted to the Board of Directors for the determination of the financing bank, the negotiation of the credit terms and conditions and the individualization of assets mortgaged to guarantee the investment credits.

3. Approval of the buy-back by the company of its own shares in accordance with the legal provisions applicable under the following conditions: maximum 1.293.183 shares (6% of total shares composing the share capital) with a nominal value of 0.7 lei / share at a minimum price equal to the market price at the BSE at the time of purchase and a maximum price of 1.3 lei per share for a period not exceeding 18 months from the date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette Part IV in order to implement a loyalty program for employees for a period of at least 3 years and grant to the Board of Directors of a mandate in order to implement this resolution.

4. a) Approval of the limits for the short-term credits to partially finance the production activity, within the total amount of 7.500.000 lei.

b) Approval of the pledge and mortgage of movable and immovable assets in favor of the financing banks to guarantee the credits contracted so as to obtain guarantees and letters of bank guarantee following the request of the company request for third parties (public institutions, suppliers);

c) – Mandate of the Board of Directors to determine by Resolution the financing bank, the negotiation of credit terms and conditions, and the individualization of assets in the patrimony of the company mortgaged to guarantee these credits.

5. Approval for the conclusion of legal documents granting temporary and free of charge use by the customers of the company of goods and accessories for selling beer, namely: dispensers, KEG type stainless steel barrels, packaging for selling bottled beer, CO2 tubes, vehicles for distribution, advertising logistics, etc. in order to achieve the objective of the company.

6. Approval of the date for the registration and identification of shareholders who are affected by this resolution of the Extraordinary General Meeting of shareholders. The Board of Directors proposes as the registration **June 09, 2015** (ex-date 08 June 2015).

7. Approval of the mandate for Mrs. Tebrean Iridenta, Economic Manager to perform all legal formalities and to sign all necessary documents for the registration of the adopted resolution.

In case on April 7, 2015 the cvorun conditions provided by law and the Articles of Association are not met, the The General Meetings of Shareholders: Ordinary and Extraordinary will be held on April 8, 2015 at the same place and at the same times and with the same agenda regardless of the quorum met and will adopt resolutions by majority of the expressed votes.

The right of shareholders to attend general meetings

Shareholders registered in the shareholders register at the reference date may attend general meetings in person, by legal representatives (in case of legal entities) or by representative based on "special power of attorney" and they may vote by "postal ballot" according to the form which can be found on the website www.bermas.ro.

The access of physical person shareholders, entitled to attend general meetings is allowed by simply proving their identity.

Legal entity shareholders may attend the two general meetings by legal representative.

The capacity of legal representative is established based on the list of shareholders on the reference date received from the Depozitarul Central SA. In case the data concerning the capacity of legal representative has not been updated at the Depozitarul Central SA by the legal entity shareholder corresponding to the reference date, the proof of legal representative will be made based on a confirmation certificate issued by the Trade register in true copy, or by any other document issued by a competent authority in the state where the shareholder is legally registered and attesting the capacity of legal representative, issued no later than 30 days before the publication date of this notice to attend.

Documents attesting the capacity of legal representative, drawn up in a foreign language other than English, will be accompanied by a translation into Romanian or English, performed by a certified translator.

Shareholders' right to introduce new items on the agenda of the general meetings and to make proposals for the existing or proposed resolutions to be included on the agenda

Shareholders may exercise their rights under art. 7 of CNVM Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, only in writing, no later than March 19, 2015 at 12:00.

The original requests shall be submitted / sent in writing at the company's registered office (loc. Șcheia, str. Humorului nr. 61, Suceava county), or sent with electronic signature in accordance with Law 455/2001 on electronic signature, by e mail to office@bermas.ro.

In order to identify and prove the capacity of shareholder copies of IDs for individuals / legal entities and of the bank statement issued by the Depositorul Central SA shall be attached.

Shareholders' right to ask questions on the agenda

Shareholders may exercise their rights under art. 13 of CNVM Regulation no. 6/2009 until April 6, 2015 at 10:00. SC BERMAS SA may reply by posting the answer on its website or in the general meetings if the requested information respects the character of public information and it is not found in the materials related to the agenda or in the institutional reports made.

Shareholders' questions shall be submitted in writing in original at the company's registered office (loc. Șcheia, str. Humorului nr. 61 Suceava county) on weekdays (Monday - Friday 9-15), or will be send as documents with extended electronic signature according to the Law 455/2001 on electronic signature, by e-mail at office@bermas.ro.

In order to identify and prove the capacity of shareholder copies of IDs and the proof of the capacity of shareholder shall be attached.

Documents relating to general meetings of shareholders

Documents relating to general meetings of shareholders shall be made available to shareholders on the website www.bermas.ro and can be consulted at the company's headquarters on weekdays (Monday - Friday 9-15) as follows:

- The report of the Board of Directors and the financial statements at the date of publication of this notice to attend, respectively on 03.03.2015;
- The rest of the materials related to the agenda, including the resolution project for Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders will be made available to shareholders as of 06.03.2015.

The procedure for conducting general meetings include: the voting procedure by representative ("Special Power of Attorney", "General Power of attorney") and the posting ballot ("Postal ballot") in writing.

Voting by representative and the postal ballot "Special Power of Attorney", "General Power of attorney" and "Postal ballot" in writing.

The special power of attorney and postal ballot forms are made available to shareholders as of March 6, 2015 at the company headquarters and on the website www.bermas.ro, the voting being made from the same date.

The expression of voting options by "special power of attorney", "authenticated power of attorney", "Postal ballots" in writing will be done on April 6, 2015 at 10:00, under the penalty of

losing the voting right at general meetings. Voting forms in writing and the attached documents will be submitted / sent at the company headquarters (loc. Șcheia, str. Humor nr. 61 Suceava county) on weekdays (Monday-Friday 9-15).

In the case of the special power of attorney form, the shareholder shall give the person representing him/her all the specific instructions for each item on the agenda.

A shareholder may appoint one person to represent him/her and an alternate representative in case the appointed representative is unable to fulfill his/her mandate. A shareholder is allowed to grant a "Special Power of Attorney" to a single representative.

Shareholders – physical persons or legal entities - registered on the reference date can be represented at general meetings by persons other than shareholders, based on an authenticated special power of attorney.

The special power of attorney bearing a later date (registered until April 6, 2015 at 10:00) has as effect the cancellation of the power of attorney previously dated.

The cancellation of the mandate shall be in writing, by any of the designated forms, no later than on 06 April 2015 at 10:00.

Shareholders' representation at general meetings by persons other than shareholders can be done based on a general power of attorney, under GEO 90/2014.

Shareholders who voted by "special power of attorney" or "Postal ballots" may amend the initial voting option, the last expressed and registered vote being considered valid until the deadline on April 6, 2015 at 10:00.

If the shareholder who has voted by postal ballot attends the general meetings in person or by legal representative, the postal ballot is cancelled, only the vote expressed in person or by representative being considered.

If the person who attends the general meetings is other than the one who expressed the postal ballot, for the validity of his/her vote this one will submit in general meetings a written cancellation of the postal ballot signed by the shareholder or by his/her representative who expressed the postal vote.

The direct attendance of the shareholder in general meeting in person or by legal representative excludes any other voting options previously sent.

The "Special power of attorney" and "Postal Ballot" forms in written, signed by handwriting signature, accompanied by documents in accordance with procedures shall be submitted / transmitted in original at the company's headquarters or shall be sent as electronic document with extended electronic signature, according to the Law 455/2001 on the electronic signature by e-mail at office@bermas.ro.

The general power of attorney granted by the shareholder, as customer, to an intermediate (defined in Art. 2 para. (1) p. 14 of the Law 297/2004) to a lawyer, shall be submitted to the company in copy, including the mention on the conformity with the original under signature of the representative, under the provisions of art. 1 pt. 25 paragraphs (6³) - (6⁵) of the GEO 90/2014.

***PRESIDENT OF THE BOARD OF DIRECTORS OF
SC „BERMAS” SA SUCEAVA
ec. Anisoii Elena***