



## SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia

Cod de înregistrare fiscală: RO 723636

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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: **15.06.2015**

Name of the issuer company: **SC „BERMAS” SA**

Headquarters: **Șcheia, str. Humorului nr. 61, județul Suceava**

Phone / Fax no: **0230526545; 0230526542**

Tax identification number: **RO 723636**

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

Subscribed and paid capital: **15.087.134,30 RON**

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**

### IMPORTANT EVENT TO BE REPORTED:

In accordance with the provisions of the Law no. 31/1990 as republished on trade companies as subsequently amended and completed, 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 with the resolution taken in the meeting on 12.06.2015, the **Board of Directors of SC "BERMAS" S.A. Suceava**, based in Șcheia, str. Humorului nr. 61, Suceava County registered with the Trade Register under no. J33/37/1991, Tax identification number: RO 723636, at the request of the shareholder **SC "VIVAT CONSTRUCT" SRL**, a Romanian legal entity registered with the Trade Register under no. J33/77/1994, Tax identification number: RO5111727, based in Șcheia commune, str. Humorului nr. 106 E Suceava county, legally represented by **Andriuc Tatiana Violeta** - Director, a significant shareholder of SC "BERMAS" SA;

### CONVENES

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS** on July 17, 2015, at 11 o'clock at the company headquarters in Șcheia, str. Humorului nr. 61, Suceava county for all shareholders registered in the Register of Shareholders of SC "BERMAS" SA, by the end of July 6, 2015, day set as reference date, provided that only those who are shareholders on that date are entitled to attend and vote at the general meeting.

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS** has the following agenda as expressly notified by SC "VIVAT CONSTRUCT" SRL through the bailiff's office Manoilă Vasile of Botosani as follows:

1. Dismissal of the current Board of Directors of SC "BERMAS" SA and implicitly of the managers appointed among the Board of Directors or by them;
2. Election of a new Board of Directors of SC "BERMAS" SA by cumulating voting, with at least 5 members according to the provisions of art. 235 of the Law 297/2004.

This agenda notified by SC "VIVAT CONSTRUCT" SRL will be completed by SC "BERMAS" SA with the following points:

3. Approval of the Registration date, respectively of the date of identification of shareholders affected by this resolution of the Ordinary General Meeting of Shareholders. The Board of Directors proposes the date of 14.08.2015 as registration date (ex-date 13.08.2015).

4. Mandate of the person who will perform all legal formalities required for the registration of the resolution of the OGMS with the Trade Register.

In case on July 17, 2015 the quorum conditions provided by the Law and by the Articles of Incorporation are not met, the Ordinary General Meeting of Shareholders will be held on July 20, 2015 at the same place, at the same time and with the same agenda, regardless of the quorum and will adopt a resolution by majority of the votes expressed.

With regard to point 2 of the agenda the following clarifications are made:

The general framework for the designation and operation of the Board of Directors is determined in accordance with art. 137 of the Law no. 31/1990.

By virtue of art. 235 of the Law no. 297/2004 on the capital market and of art. 124-129 1/2006 of the CNVM Regulation on securities issuers and operations, the shareholders with voting rights at the Ordinary General Meeting of Shareholders of SC "BERMAS" SA on 17 / 20.07.2015 can make written proposals of candidates for the positions of directors, those candidates having to submit their application files within the period specified in the notice to attend.

The proposals for the position of member of the Board of Directors will be made until 30.06.2015 and will include information on the name, residence and qualification in the field of the persons proposed as candidates.

The documents required and compulsory for registration are:

- the forwarding address;
- the proof of nomination for application for the position of director;
- the statement of the proposed candidate by which he/she accepts the mandate as director and that he/she meets the legal and statutory conditions for holding the quality of director of the company;
- the candidate's curriculum vitae, dated and signed showing his/her professional experience;
- the certified copy of his/her ID.

The applications and required documents are to be submitted by the candidates according to the provisions of the notice to attend published in the Official Gazette, "Bursa" newspaper and on the website of the company [www.bermas.ro](http://www.bermas.ro), in sealed envelope, by fax or by e-mail at the address [office@bermas.ro](mailto:office@bermas.ro).

Candidates will receive a registration number at the time of application.

The list including the information about the name, residence and professional qualifications of the persons proposed for the position of director will be available to shareholders at the headquarters of SC "BERMAS" SA or on the website of the company [www.bermas.ro](http://www.bermas.ro) and can be consulted and completed as of 17.06.2015.

The draft resolution of OGMS will be made available to shareholders on its website and at the headquarters of the company as of 17.06.2015.

**The election of directors** by cumulating voting method consists in the fact that each shareholder has the right to assign his/her cumulating voting (votes obtained by multiplying the votes held by any shareholder, according to his/her contribution in the share capital by the number of directors who will form the Board of Directors) to one or more candidates to be elected in the Board of Directors.

In exerting the cumulating voting, shareholders may cast all their cumulating votes to a single candidate or to more candidates.

Next to each candidate, shareholders state the number of votes they cast.

The number of cumulating votes each shareholder is entitled to is entered on the ballot to be distributed on the day the OGMS is held.

The number of cumulating voting expressed by a shareholder on the ballot cannot be greater than the number of cumulating voting of that shareholder under penalty of cancellation of that ballot.

The access of individual shareholders, entitled to attend the general meeting, is allowed by simply proving their identity.

Legal entity shareholders may attend the general meeting by a legal representative.

The quality of legal representative is established based on the list of shareholders on the reference date, received from Depozitarul Central SA. If the legal representative data has not been updated at Depozitarul Central SA by the legal entity shareholder according to the reference

date, the proof of legal representative is submitted based on a confirmation of a company details issued by the trade register in true copy, or by any other document issued by a competent authority of the State in which the shareholder is legally incorporated, attesting the quality of legal representative, issued at least 90 days before the publication of this notice to attend.

Shareholders registered in the shareholders register at the reference date may attend and vote in person or may be represented at the Ordinary General Meeting of Shareholders by their legal representatives or by other persons granted a special power of attorney based on the form provided by SC "BERMAS" SA at the company headquarters and on the company's website [www.bermas.ro](http://www.bermas.ro) (in Romanian and English) as of 17.06.2015. Original power of attorneys, completed and signed (in Romanian and English) will be submitted at SC "BERMAS" SA based in Șcheia commune, str. Humorului no. 61, Suceava county, mail code 727525, by 15.07.2015 at 15 o'clock, in sealed envelope, with the clearly written mention in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 17/20 July 2015" or will be transmitted with the electronic signature by e-mail at [office@bermas.ro](mailto:office@bermas.ro).

On the Ordinary General Meeting of Shareholders, at the entrance to the meeting room, the appointed representatives will show their copy of the mandate and their ID.

The shareholders of SC "BERMAS" registered on the reference date in the register of shareholders issued by Depozitarul Central SA may vote by post before the Ordinary General Meeting of Shareholders is held based on the ballot provided (in Romanian and English) by SC "BERMAS" SA, at the headquarters of the company and on the website as of 17.06.2015.

The postal ballot form completed in Romanian or in English will be submitted at the SC "BERMAS" SA based in Șcheia locality, str. Humorului no. 61, Suceava county, postal code 727525, in a sealed envelope with the clearly written mention in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 17/20 July 2015" 15.07.2015 at 15 o'clock according to the applicable legal provisions.

The shareholders registered on the reference date may be represented at the Ordinary General Meeting of Shareholders of SC "BERMAS" SA also by others persons based on general or special power-of attorney under art. 243 of the Law no. 297/2004 as subsequently amended and completed.

In case of representation by special power-of-attorney, the shareholder gives specific voting instructions to the person who is voting for each point on the agenda, the representative undertaking to vote in accordance with the instructions given by the appointing shareholder.

The special power-of-attorney should include the elements set by the CNVM Regulation no. 6/2009 as subsequently amended and completed (the ASF Regulation no. 3/2015).

If the shareholder gives a general power of attorney to another person, it must include: the shareholder's name, the representative's name (one who is granted the power of attorney), the date of the power-of-attorney and the period of validity according to the legal provisions, the mention of the fact that the shareholder mandates the representative to attend and vote on his behalf by the general power-of-attorney at the General Meeting of Shareholders according to the number of shares held on the reference date, expressly specifying the companies for which he/she uses the general power of attorney.

### **Shareholders' right to introduce new points on the agenda of the general meeting and to make proposals of resolutions for the points existing or proposed to be included on the agenda**

Shareholders may exercise their rights under art. 13 of CNVM Regulation no. 6/2009 *on the exercise of certain rights of shareholders in the general meetings of trade companies*, only in writing until June 30, 2015 at 12 o'clock.

The original requests will be submitted/transmitted in writing at the company's headquarters (loc. Șcheia, str. Humorului no. 61 jud. Suceava), or sent with extended electronic signature, according to the Law 455/2001 on electronic signature, by e-mail at the address [office@bermas.ro](mailto:office@bermas.ro).

In order to identify and prove the quality of shareholder, copies of IDs for individuals / legal entities and of the bank statement that can be issued by Depozitarul Central SA will be enclosed.

**Shareholders' right to ask questions on the agenda**

Shareholders may exercise their rights under art. 13 of CNVM Regulation no. 6/2009 until July 14 2015 at 10 o'clock. 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 prepared.

Shareholders' questions shall be submitted in writing in original at the company's headquarters (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](mailto:office@bermas.ro).

In order to identify and prove the quality of shareholder, copies of IDs for individuals / legal entities and of the bank statement that can be issued by Depozitarul Central SA will be enclosed.

***PRESIDENT OF THE BOARD OF DIRECTORS  
SC "BERMAS" SA Suceava  
ec. Anisoii Elena***