



SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia

Tax identification number: RO 723636

Phone no.: 0230/526543; 526544

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ATTN,

***Bucharest Stock Exchange
The Financial Supervisory Authority***

CURRENT REPORT

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

Date of the report: **14.10.2016**

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

Headquarters: **Șcheia, 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: **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 REPORT:

notice to attend to the ORDINARY GENERAL MEETING OF SHAREHOLDERS

THE BOARD OF DIRECTORS of SC "BERMAS" SA Suceava, met on 13.10.2016, decided to convene the ORDINARY GENERAL MEETING OF SHAREHOLDERS of the company BERMAS SA in accordance with the Decision 291 / 29.09.2016 ruled by the Suceava Court of Appeal in the File no. 4163/86/2015 appellant being the significant shareholder SC "VIVAT CONSTRUCT" SRL, based in Șcheia village, str. Humorului nr. 106 E, Suceava county, with the following notice to attend:

THE BOARD OF DIRECTORS OF SC "BERMAS" SA,

based in Șcheia, str. Humorului nr. 61, Suceava, registered with the Suceava Trade Register Office under no. J33/37/1991, Tax identification number: RO 723636, convenes the Ordinary General Meeting of Shareholders on 25.11.2016 at 11:00 o'clock.

The General Assembly works will take place at the headquarters of the company.

The notice to attend is made in accordance with the provisions of the **Law no. 297/2004** on the capital market as subsequently amended, of the **Law no. 31/1990** republished in 2004 as subsequently amended and supplemented and of the Articles of Association approved by the Extraordinary General Meeting of Shareholders on 09.04.2014.

The Company's share capital consists of 21.553.049 nominative, indivisible, of equal value and dematerialized shares, each share giving right to one vote at the General Meeting of Shareholders.

All shareholders registered in the Shareholders Register by the end of **04.11.2016**, established as reference date are entitled to attend and to vote at the General Meeting of Shareholders.

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS will have the following agenda:

1. Election of a new Board of Directors of SC "BERMAS" SA by cumulative voting, with

a number of at least 5 members;

2. Approval of the date of 12.01.2017 as date of registration, respectively date of identification of shareholders affected by the decision of the Ordinary General Meeting of Shareholders according to the provisions of art. 238 of the Law 297/2004.

3. Approval of the date of **11.01.2017** as ex-date in accordance with the provisions of art. 1292 of the CNVM Regulation no. 1/2006;

4. Mandate of Mrs. Anisoï Elena, President of the Board of Directors and General Manager of the Company to sign the resolution of the Ordinary General Meeting of Shareholders and to carry out the formalities related to the publication and registration thereof.

If on 25.11.016 the quorum is met as provided by the law no. 31/1990 and the Articles of Incorporation, the Ordinary General Meeting of Shareholders will take place on 28.11.2016 at the same location, at same time and with the same agenda.

One or more shareholders individually or jointly representing at least 5% of the share capital has / have the right:

- ✓ To introduce new items on the agenda of the General Meeting, provided that each such item is accompanied by a justification or a draft resolution proposed for approval by the General Meeting;
- ✓ To submit draft resolutions for items included or to be included on the agenda of the general meeting.

The deadline by which shareholders can exercise the rights mentioned above is **25.10.2016 at 14.00 o'clock**.

The general framework for the designation and operation of the Board of Directors is established by art. 137 of the Law no. 31/1990 as subsequently republished and supplemented.

The proposals on candidates for the position of directors will be made in writing no later than 25.10.2016 at 14.00 o'clock and they will include information on: the name, residence and professional qualifications of the persons proposed.

The mandatory documents required for registration are:

- the forwarding address;
- the proof of nomination for candidacy for the post of director;
- the statement of the proposed candidate that he/she accepts the mandate of director and that he/she meets the legal and statutory requirements and conditions for serving as director of the company;
- the candidate's curriculum vitae, dated and signed showing the professional experience;
- the copy of the identity card.

The applications and required documents shall be submitted in a sealed envelope at the headquarters of the company, by fax or e-mail at the address office@bermas.ro and they will be recorded at receipt, no later than **25.10.2016 at 14.00 o'clock**.

The list containing 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 and on the company's website www.bermas.ro and they can be consulted and completed as of **17.10.2016**.

Each shareholder is entitled to ask questions related to the items on the agenda of the general meeting no later than **21.11.2016**.

The Company may answer inclusively by posting answers on its website under "FAQ" section.

The shareholders' proposals or questions mentioned in the preceding paragraphs may be

filed or submitted in writing, either by post or courier services at the company headquarters mentioned above, with the written clear mention "for the Ordinary General Meeting of Shareholders on 25/28.11.2016" or by e-mail at the address office@bermas.ro, with the extended electronic signature according to the Law. 455/2001 on electronic signature.

In accordance with the provisions of the CNVM Regulation no. 6/2009, art. 6 para. "d" the company will make available to shareholders on its website www.bermas.ro a comment of the Board of Directors for item (1) of the agenda and also the draft resolutions submitted by shareholders upon receipt by the company, as of **26.10.2016**.

The capacity of shareholder and in case of legal entities or of the unincorporated entities, the capacity of legal representative shall be proven based on documents issued by Depozitarul Central: statement attesting the quality of shareholder and number of shares held, with documents attesting the registration of the information concerning the legal representative at Depozitarul Central.

The election of directors by cumulative voting method consists in that each shareholder has the right to assign cumulated votes (votes obtained by multiplying the votes held according to participation in capital by the number of directors who are to form the Board of Directors) to one or several candidates to be elected in the Board of Directors.

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

Corporate shareholders may participate in the general meeting by legal representative.

The capacity of legal representative is established based on the list of shareholders on the reference date, received from Depozitarul Central SA. If the data on the capacity of legal representative has not been updated at Depozitarul Central SA by the shareholder legal entity corresponding to the reference date, the capacity of legal representative is proven based on a confirmation of details issued by the trade registry in true copy, or by any other document issued by a competent authority of the State in which the shareholder is legally established and certifying the capacity of legal representative, issued no more than 90 days before the date of publication of this notice to attend.

Shareholders registered in the shareholders register at the reference date may attend and may vote in person or may be represented in the Ordinary General Meeting of Shareholders by their legal representatives or by other persons who have been granted a special power of attorney based on the form provided by SC "BERMAS" SA at the headquarters of the company and on the website of the company www.bermas.ro (in Romanian and in English) as of 26.10.2016.

The special powers of attorney in original, filled-in and signed (in Romanian and in English) will be submitted at the headquarters of the company SC "BERMAS" SA based in Scheia locality, str. Humorului nr. 61, Suceava county, mail code 727525, up to 23.11.2016 at 14.00 o'clock, in sealed envelope with the clear mention written in capitals: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 25/28.11.2016" or will be transmitted under electronic signature by e-mail at the address office@bermas.ro.

On the date of the Ordinary General Meeting of Shareholders, at the entry in the meeting room, the appointed representatives will submit their copy of special power of attorney and the identity card.

Shareholders of SC "BERMAS" SA registered on the reference date in the shareholders register issued by Depozitarul Central SA can vote by postal ballot before the Ordinary General Meeting of Shareholders based on the form provided (in Romanian and English) by SC "BERMAS" SA at the headquarters of the company and on its own website as of 26.10.2016.

The form "Postal ballot" filled-in in Romanian or in English can be submitted at the headquarters of SC "BERMAS" SA of Scheia locality, str. Humorului nr. 61, Suceava county, mail code 727525, in sealed envelope with the clear mention written in capitals: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 25/ 28.11.2016", up to 23.11.2016 at 14.00 o'clock, according to the legal applicable provisions.

Shareholders registered on the reference date may be represented in the Ordinary General Meeting of Shareholders of SC “BERMAS” SA by other persons based on general or special power of attorney according to 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 within the form specific instructions for voting to the person representing him/her for each item on the agenda, the representative having the obligation to vote in accordance with the instructions given by the appointing shareholder.

The special power of attorney must include the elements provided by the CNVM Regulation no. 6/2009 as subsequently amended and supplemented.

In case the shareholder gives general power of attorney to another person, this one must include: the shareholder’s name/denomination, the representative’s name/denomination (the person who is granted the power of attorney to), the date of the power of attorney and the validity period thereof, in accordance with the legal provisions, mentioning the fact that the shareholder mandates the representative to attend and to vote on his/her behalf through the general power of attorney in the General Meeting of Shareholders for the whole amount of shares held as of the reference date, with the express mention of the companies for which that general power of attorney is used for.

Additional information can be obtained at the phone no. 0230 526542 between 9.00 -15.00.

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