



## SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia

Tax identification number: RO 723636

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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 04, 2016*

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 03.03.2016, 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, 2016, 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 24, 2016, 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 31.12.2015 based on the *Directors' Report* and on the *Financial auditor's Report* for the financial year 2015.

**2. a)** – Discussion and approval of the Board of Directors' proposal related to the distribution of the net profit realized in 2015.

**b)** – The Board of Directors proposes the distribution of the net profit of the financial year 2015 amounted to 1.555.663 lei as follows:

- ✓ Legally established reserves in 2015 --- 91.747 lei;
- ✓ Dividends --- 1.293.183 lei;
- ✓ Other reserves --- 170.733 lei.

The gross dividend per share to be paid for one share held on the date of registration is amounted to 0,06 lei/ share

**3.** Financial discharge of the directors for the financial year 2015.

**4.** Presentation and approval of the Income and Expenditure budget for 2016.

5. Appointment of the financial auditor and determination of the duration of the financial audit agreement following the expiry of the current one.

6. 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 executive managers and also the fee for the financial auditor.

7. 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 **June 09, 2016** as registration date (ex-date June 08, 2016) and June 15, 2016 as the dividends payment date.

8. 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 resolutions.

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

1. Review and approval of the investment program for the period 2016 – 2017;

2. a) - Approval of medium-term credit limits for financing the investment objectives to be achieved during the period 2016 – 2017 amounted to 300.000 EURO;

b) – Approval of the pledge and mortgage of immovable and movable property in the patrimony of the company in favour of banks financing the investment objectives in order to guarantee the awarded loans;

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

3. 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 favour 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's request for third parties (public institutions, suppliers);

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

4. 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, CO<sub>2</sub> 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 **June 09, 2016** as registration date (ex-date June 08, 2016).

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 resolutions.

In case on April 07, 2016 the quorum conditions provided by law and the Articles of Association are not met, the General Meetings of Shareholders: Ordinary and Extraordinary will be held on April 08, 2016 at the same place and at the same times and with the same agenda regardless of the quorum met and they 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](http://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 determined based on the list of shareholders on the reference date received from Depozitarul Central SA. In case the data concerning the capacity of legal representative has not been updated at 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 established and attesting the capacity of legal representative, issued no later than 90 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 21, 2016 at 12<sup>00</sup>.

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](mailto: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 Depozitarul 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 05, 2016 at 10<sup>00</sup>. 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](mailto: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](http://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 04.03.2016;
- 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 07.03.2016.

**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 07, 2016 at the company headquarters and on the website [www.bermas.ro](http://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 05, 2016 at 10<sup>00</sup>, 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 fulfil 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 05, 2016 at 10<sup>00</sup>) has as effect the cancellation of the power of attorney previously dated.

The cancellation of the mandate shall be done in writing, by any of the designated forms, no later than on April 05, 2016, at 10<sup>00</sup>.

Shareholders' representation at general meetings by other persons 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 05, 2016 at 10<sup>00</sup>.

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, 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 meetings 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](mailto: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, according to the provisions of art. 1 pt. 25 paragraphs (6<sup>3</sup>) - (6<sup>5</sup>) of the GEO 90/2014.

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