

**SC "BERMAS" SA**

Scheia, str. Humorului nr. 61 Suceava county/ TIN: RO 723636 / J33/37/1991/Share capital subscribed and paid up: 15.087.134 lei

**SPECIAL POWER OF ATTORNEY**

**for entities**

**Extraordinary General Meeting of Shareholders (EGMS) on 27.04.2017**

The subscribed \_\_\_\_\_, tax identification number (or equivalent registration number in the shareholders register – for non-resident shareholders) \_\_\_\_\_ by legal representative \_\_\_\_\_ holder of a number of \_\_\_\_\_ shares issued by SC "BERMAS" SA, representing \_\_\_\_\_ % of the total shares issued which confer the right to a number of \_\_\_\_\_ votes in the EGMS, representing \_\_\_\_\_ % of the total number of the voting rights, hereby appoint as representative of the subscribed:

\_\_\_\_\_  
(Identification data of the appointed representative / surname, first name, personal identification number)

in the AGEA that will be held on **27.04.2017 at 11<sup>00</sup>** o'clock (first notice to attend) or on 28.04.2017 at 13<sup>00</sup> o'clock (the second notice to attend), at the registered office of the company in Scheia locality, str. Humorului nr. 61 Suceava county, to exert the voting right according to the subscribed company's holding of shares as of 13.04.2017 (reference date) as follows:

<i>Resolutions submitted to the approval of the OGMS proposed by the Board of Directors</i>	<i>In favour</i>	<i>Against</i>	<i>Abstention</i>
<b>1.-</b> Approval of the amendments to the Articles of Incorporation of the company			
<b>2.-</b> Approval of the eligibility and independency criteria for the members of the Board of Directors.			
<b>3.-a)-</b> Approval of the investment program for 2017 – 2018			
<b>b) -</b> Approval of the limits for the medium term loans required for financing the investment objectives to be performed in the period between 2017 and 2018 amounted to maximum 400.000 Euros;			
<b>c) –</b> Approval of the mortgage and pledge of certain intangible and tangible assets in the patrimony in favour of the banks that will grant credits for investments			
<b>d) –</b> Approval of the mandate of the Board of Directors to decide the financing bank and to negotiate the credit conditions and the individualisation of the assets in the patrimony mortgaged to guarantee these loans			
<b>4.- a) –</b> Approval of the limits for the short term loans for partially financing the production activity, within the total value of 7.500.000 lei			
<b>b)</b> Approval of the pledge and mortgage of movable and immovable assets in favour of the financing banks so as to guarantee loans and obtain guarantees and letters of guarantee at the request of the company for third parties (public institutions, suppliers)			
<b>c) –</b> Approval of the mandate of the Board of Directors to decide the financing bank and to negotiate the credit conditions and the individualisation of the assets in the patrimony mortgaged to guarantee these loans			
<b>5. –</b> Approval of legal documents granting temporary and free use by the customers of the company of certain assets and accessories for selling beer: dispensers, KEG type stainless steel barrels, packaging for selling beer in glasses, CO2 tubes, transport means for distribution, advertising logistics, etc. in order to achieve the objects of the company.			
<b>6. – a.)</b> Approval of the buy-back by the company of its own shares as proposed by the Board of Directors (time, price, purpose);			
<b>b.)</b> Approval of the mandate of the Board of Directors to carry out the buy back operation and to establish criteria for allotment / bonus for executive members and employees;			
<b>7. –</b> Approval as registration date i.e. the date of identification of shareholders who are affected by the decision of this EGMS. The Board of Directors proposes as registration date - June 16, 2017 (ex-date 15.06.2017).			
<b>8 .</b> Approval of the mandate of Mrs. Țebrean Iridenta - economic manager to carry out all legal steps and to sign all necessary documents for the registration of the adopted resolutions.			

**Date of signature** \_\_\_\_\_

**Name of the shareholder** \_\_\_\_\_  
(name in capital letters)

**Surname and first name of the legal representative** \_\_\_\_\_  
(surname and first name in capital letters)

**Signature and seal** \_\_\_\_\_