



SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia

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CURRENT REPORT

according to the provisions of the Law no. 24/2017 on
issuers of financial instruments and market operations

Date of the report: *15 February 2018*

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: *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*

In accordance with the provisions of the **Law no. 31/1990** republished on trade companies as subsequently amended and supplemented, of the **Law no. 24/2017** on issuers of financial instruments and market operations, of the Articles of Incorporation of the company and of the resolution taken during the meeting on 14.02.2018, 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on 22 March 2018, at 11 o'clock at the company headquarters in Scheia, str. Humorului nr. 61, Suceava county and followed by the **ORDINARY GENERAL MEETING OF SHAREHOLDERS**, on the same date and at same place at 12 o'clock, for all shareholders registered in the Shareholders' Register of SC "BERMAS" SA at the end of 08 March 2018, date set as **reference date**, for both general meetings, provided that only the physical persons and legal entities who are shareholders on 08 March 2018 are entitled to attend and to vote at the convened general meetings.

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

- I.** a) Analysis and approval of the investment program for the year 2018 - 2019;
- b) - Approval of the ceilings for the medium-term loans required to finance the investment objectives to be achieved during the period 2018 - 2019 amounted to maximum 300.000 euros;
- c) – Approval of the pledge and mortgage of movable and immovable assets in favour of banks financing the investment objectives in order to guarantee the loans granted;
- d) - Mandate of the Board of Directors to determine the financing bank by resolution, to negotiate the lending conditions, and to individualize mortgaged property for guaranteeing investment loans.

2. a) Approval of the ceilings for short-term credits to partially finance the production activity, up to a total value of 7.500.000 lei.

b) Approval of the pledge and mortgage of movable and immovable property assets in favour of the financing banks both for securing the contracted loans and for obtaining guarantees

such as bank guarantee letters at the request of the company in favour of third parties (public institutions, suppliers);

c) - Mandate of the Board of Directors to determine the financing bank by resolution, to negotiate the lending conditions, and to individualize mortgaged property to guarantee these loans.

3. Approval for the conclusion of the legal documents regarding the temporary and free use of goods and accessories for the sale of beer, namely: dispensers, KEG-type stainless steel barrels, packaging for glass beer sales, CO₂ tubes, transport means for distribution, advertising logistics, etc. in order to achieve the object of the company's activity.

4. a) - Approval of the redemption by the company of its own shares in accordance with the applicable legal provisions under the following conditions: a maximum of 1.293.183 shares (6% of the total shares of the share capital) with a nominal value of 0,7 lei / share at a minimum price equal to the market price on the Bucharest Stock Exchange at the moment of purchase and a maximum price of 1,3 lei / share for a period of maximum 18 months from the date of publication of the Resolution of the EGMS in the Official Journal of Romania part IV in order to implement a loyalty program for management and employees over a period of at least 3 years.

b) Mandate of the Board of Directors to establish the criteria for the allocation - distribution as a bonus of the redeemed shares for the enforcement of this resolution.

5. Approval of the capitalization of uncollected dividends by shareholders for more than 3 consecutive years by registering it under "Own Shares" - "Other reserves" section.

6. Approval of **31 May 2018** (ex-date 30 May 2018) as **registration date** in accordance with art. 86 paragraph (1) of the Law no. 24/2017 regarding the issuers of financial instruments and market operations respectively the date of identification of the shareholders affected by the resolutions of this EGMS.

7. Mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the decisions of the EGMS and any other documents related thereto and to carry out any act or formalities required by the law for the registration and enforcement of the resolutions of the EGMS including the publication and registration formalities to the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred above to any person competent to carry out this mandate.

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

1. Discussion and approval of the annual financial statements as at 31 December 2017 based on the *Directors' Report* and on the *Financial Auditor's Report* for the year 2017.

2. a) - Discussion and approval of the proposal of the Board of Directors for the distribution of net profit for the year 2017.

b) - The Board of Directors proposes the distribution of the net profit for the financial year 2017 amounted to 1.758.623 RON as follows:

- ✓ Legal reserve of 2017 – 110.496 lei;
- ✓ Dividends --- 1.508.713 lei;
- ✓ Other reserves --- 139.414 lei.

The gross dividend per share to be granted for a share held on the registration date is set at 0,07 lei / share.

3. Discharge of administrators for the financial year 2017.

4. Presentation and approval of the Income and Expenses Budget for 2018

5. Election of a new Board of Directors consisting of 3 (three) members for a four-year mandate as a result of the expiry of the mandates of the current members of the Board of Directors.

6. Establishment and approval of the general limits for the pay of the members of the Board of Directors and authorization of the Chairman of the Board of Directors as representative to establish the pay granted to executives and the fee of the financial auditor.

7. Approval of the registration date and of the date of identification of the shareholders affected by the resolutions of this OGMS. The Board of Directors proposes as registration date on 31 May 2018 (ex-date 30 May 2018) and the dividend payment date on 18 June 2018.

8. Mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders EGMS resolutions and any documents related thereto and to perform any act or formality required by law for the registration and enforcement of the resolutions of the OGMS, including publishing and registration formalities to the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred above to any person competent to carry out this mandate.

Concerning point 5 of the agenda, the following clarifications are made:

- The acting directors, until to the Ordinary General Meeting of Shareholders, are entitled to join the list of candidates for election to the new Board of Directors, and if not reconfirmed by vote, they are deemed revoked, their mandate ceasing consequently;
- The list of information on the identity, domicile and professional qualification of the persons proposed for the position of director is available both at the headquarters of the company available for the shareholders and can be consulted and filled in by them as well as on the www.bermas.ro web page. The deadline for submitting proposals for candidates for the position of Director is 02 March 2018.

If on 22 March 2018, the quorum conditions laid down by law and by the Articles of Incorporation are not met, the General Extraordinary and Ordinary Meetings of Shareholders will be held on 23 March 2018 at the same place and at the same time, and with the same agenda irrespective of the joint quorum and will take decisions by the majority of the validly casted votes.

The shareholders registered in the Shareholders' Registry issued by the Depozitarul Central SA at the reference date may attend the general meetings either personally (in case of individuals), by legal representatives (in the case of legal entities) or by a representative based on "Special Power of Attorney" or "General power-of-attorney" and can vote directly, by representative or by postal ballot.

The access of individual shareholders entitled to attend general meetings is permitted by simply demonstrating their identity.

The legal entities may attend the two general meetings by legal representative.

The quality of legal representative is established on the basis of the list of shareholders from the reference date received from Depozitarul Central SA. If the legal representative data was not updated to Depozitarul Central SA by the shareholder legal entity corresponding to the reference date, the proof for the capacity of legal representative shall be made on the basis of a certificate issued by the Trade Register in true copy, or any other document issued by a competent authority in the State in which the shareholder is legally registered and attesting the status of the legal representative, issued no more than 90 days before the date of publication of this notice to attend.

Documents attesting the capacity of legal representative, drafted in a foreign language other than English, will be accompanied by a translation into Romanian or English, made by an authorized translator

According to the provisions of art. 117 ^ 1 par. (1) of the Law no. 31/1990 and art. 7 paragraph (1) of the CNVM Regulation no. 6/2009, one or more shareholders representing individually or together at least 5% of the share capital of the company may request the Board of Directors of the company to add additional points on the EGMS / OGMS agenda and / or to submit draft resolutions for points included or proposed to be included on the EGMS / EGMS agenda subject to the following conditions:

(i) - In case of shareholders natural persons, the applications must be accompanied by a copy of the identity document and the statement of account showing the capacity of shareholder and the number of shares held by Depozitarul Central SA;

(ii) - In the case of shareholders legal entities, the applications must be accompanied by:

- ✓ A certified statement in original or true copy issued by the Trade Register or any other document, in original or true copy, issued by a competent authority in the state where the shareholder is legally registered, no more than 3 months reported on the date of publication of the notice to attend of the general meeting, certifying the capacity of legal representative;
- ✓ The statement of account from which the shareholder and the number of shares held issued by Depozitarul Central SA
 - (iii) – To be accompanied by a supporting document and / or draft resolution to be adopted;
 - (iv) – To be transmitted and registered at the registered office of the company in Șcheia, str. Humorului nr. 61, Suceava County by any form of courier, with acknowledgment of receipt not later than 02 March 2018, at 12 o'clock, in original, signed and if necessary stamped by the shareholders or their legal representatives. The same identification requirements will also apply to the legal representative of the shareholders who addresses questions on the points of the EGMS / OGMS agenda.

Shareholders may ask questions to the company by means of a document that will be transmitted and registered at the registered office of the company in Șcheia, str. Humorului no. 61, Suceava County by any form of courier, with acknowledgment of receipt, by 20 March 2018 at the latest, at 12 o'clock, in original, signed and if necessary stamped by the shareholder or his legal representatives.

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 working days (Monday - Friday 9-14) 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 15.02.2018;
- The rest of the materials related to the agenda, including the draft resolution for the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders will be made available to shareholders as of 20.02.2018.

The special power of attorney and postal ballot forms are made available to shareholders as of 20 February 2018 at the company headquarters and on the website www.bermas.ro.

The shareholders will fill in and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the company. The copy for the company, filled in and signed, is submitted personally or is transmitted:

- By any form of courier - the special power of attorney form in the original, together with the accompanying documents at the headquarters of the company Șcheia, str. Humorului, nr. 61, Suceava County, so that it can be registered with the company no later than 20 March 2018, at 12 o'clock, under penalty of losing the voting rights;

- By e-mail with extended electronic signature incorporated according to the Law no. 455/2001 regarding the electronic signature at office@bermas.ro until 20 March 2018 at the latest, at 12 o'clock under the penalty of losing the voting right.

The Company will accept a general power of attorney for shareholders to attend and vote in general meetings given by a shareholder acting as client to an intermediary (defined in accordance with Article 2 (1) (20) of Law 24/2017) or to a lawyer without requesting additional documents relating to that shareholder if the general power of attorney complies with the provisions of Art. 17 ^ 1 of CNVM Regulation no. 6/2009, as amended by the ASF Regulation no. 3/2015 signed by the respective shareholder and accompanied by a declaration on his / her own responsibility given by the legal representative of the intermediary or by the attorney who has been given the power of attorney through general power of attorney stating that:

- ❖ The power of attorney is granted by the respective shareholder, acting as client to his/her intermediary, or as the case may be, to his/her attorney-at-law;
- ❖ The power of attorney is signed by the shareholder.

The declaration given by the legal representative of the intermediary or the attorney at law who has been authorized to represent by general authorization must be submitted to the company in original, signed and stamped as appropriate, with general authorization no later than 20 March

2018.

Prior to submitting special or general powers of attorney, shareholders may notify the company of the appointment of a representative by sending an email to office@bermas.ro.

Shareholders have the option to vote by postal ballot before the general meeting of shareholders by using the ballot ballots provided by the company.

The postal ballot forms will be available in Romanian and English, starting with 20 February 2018, at the company headquarters as well as on www.bermas.ro.

Under the penalty of losing the voting rights, ballot papers filled in and signed by shareholders, together with the accompanying documents, shall be transmitted at the company's headquarters to be registered by 20 May 2018 at 12 o'clock, as follows:

- ✓ By any form of courier;
- ✓ By email at office@bermas.ro with extended electronic signature.

For the transmission of special powers of attorney, postal ballots and accompanying documents by post or any other form of courier, the following requirements shall be met:

- The special power of attorney or the ballot ballots, filled in and signed in the original by the shareholder (according to the procedure of this notice to attend) shall be enclosed in an envelope which shall indicate clearly and in block capitals: "Special Power of Attorney" / "Postal ballot"- name, surname / shareholder name, personal identification number / tax identification number;

- The envelope mentioned above, together with the accompanying documents, is sent to the company in another envelope, which indicates clearly and in block capitals: "FOR EGMS/OGMS".

In case the shareholder who has voted by postal ballot personally attends the general meeting, the vote expressed by postal ballot will be cancelled. In this case, only the vote expressed in person or by representative shall be taken into consideration.

If the person representing the shareholder personally attending the general meeting is other than the person who has casted his/her vote by postal ballot, then for the validity of his vote, he/she shall submit during the meeting a written revocation of the postal ballot signed by the shareholder or by the representative who cast his/her vote by postal ballot. This is not necessary if the shareholder or his/her legal representative is attending the general meeting.

All the materials for the EGMS / OGMS general meeting will be available on the web site www.bermas.ro and at the company headquarters in Șcheia, str. Humorului, no. 61 Suceava County.

CHAIRMAN OF THE BOARD OF DIRECTORS OF
SC "BERMAS" SA SUCEAVA
ec. Anisoi Elena