

**Information material related to point 6
in addition to the OGMS agenda of 16/17 April 2021**

Approval of the remuneration policy of the company's leaders (directors and managers) in accordance with the provisions of art. 92 ind.1 of Law no. 24/2017 on issuers of financial instruments and market operations.

In accordance with Art. 92 ind.1 of Law no. 24/2017 *on issuers of financial instruments and market operations*, as subsequently amended and supplemented by Law no. 158/2020 amending, supplementing and repealing certain legislation, as well as establishing measures for the implementation of Regulation (EU) 2017 / 2.402 of the European Parliament and of the Council of 12 December 2017 establishing a general framework for securitization and creating a specific framework for simple, transparent and standardized security and amending Directives 2009/65 / EC, 2009/138 / EC and 2011/61 / EU, and Regulations (EC) No 882/2004; 1,060 / 2009 and (EU) no. 648/2012, THE REMUNERATION POLICY of BERMAS SA is submitted for approval to the Ordinary General Meeting of Shareholders.

1. General Aspects

SC Bermas SA is a Romanian legal entity, joint stock company listed on Bucharest Stock Exchange - standard category, symbol RCE, having a total number of issued shares of 21.553.049 with a nominal value of 0,7 RON / share, representing the subscribed and paid up share capital amounted to 15.087.134,30 RON.

The purpose of the remuneration policy of directors and executives, as well as those categories of staff whose professional activities have a significant impact on the company's risk profile, is to ensure a competitive level of remuneration in order to attract, retain and motivate people with special professional training and with significant managerial experience to be part of the administrative and executive management of the company.

Any rates and / or fees paid to third parties under contracts concluded for the outsourcing of certain activities are not covered by this remuneration policy. Also, the settlement of expenses incurred by the company's personnel for business purpose is not considered remuneration within the meaning of this policy.

2. General principles regarding the remuneration policy

The remuneration policy of the management and personnel of BERMAS SA is compatible with the solid and effective risk management and promotes this type of

management, without encouraging the assumption of risks incompatible with the risk profile, with the internal regulations or with the Articles of incorporation of the company.

The general principles for establishing the remuneration policy are as follows:

- a) attracting, retaining and motivating the most suitable people in the administrative coordination of the company.
- b) ensuring the long-term continuity of the activity, its permanent profitability in order to generate profit and added value in the future,
- c) increasing the individual performance of employees, with the aim of motivating and encouraging personnel to improve work performance, individually and collectively,
- d) maintaining the competitiveness in the remuneration market, promoting the transparency regarding the remuneration of the management and of the personnel carrying out special professional activities with a significant impact on the risk profile of BERMAS SA.

3. Identification of the categories of employees whose professional activities have a significant impact on the risk profile

The categories of personnel whose professional activities have a significant impact on the risk categories are

- a) the persons in the management structure: directors and managers,
- b) the persons holding key positions and / or management positions in the production and auxiliary sectors, namely: heads of functional compartments, heads of workshops and auxiliary sectors, specialized personnel on trades within the compartments and workshops.

4. Remuneration of BERMAS SA personnel

a) *The remuneration of the directors* is established by the General Meeting of Shareholders of BERMAS SA, in accordance with the provisions of Law no. 31/1990 and the Articles of incorporation of the company.

Thus, the level of fixed cash remuneration of the members of the Board of Directors is established by resolution of the Ordinary General Meeting of Shareholders, which takes place once / year and respecting the applicable legal provisions regarding the publication of OGMS resolutions.

The members of the Board of Directors are not entitled to receive variable remuneration, except for the actions granted on the occasion of the redemption programs of their own shares by the company in order to retain personnel based on the resolution of the General Meeting of Shareholders.

The directors benefit from civil liability insurance, according to the legal

provisions.

b) The remunerations of the executive managers are approved by the Board of Directors of the company based on the mandate granted by the Ordinary General Meeting of Shareholders in accordance with the provisions of Law no. 31/1990. The directors conduct their activity based on the mandate agreements concluded with the company and approved by the Board of Directors, whose duration is 4 years. The Board of Directors ensures the proportionality of the remuneration granted with the responsibilities specific to the management positions, so as to ensure an adequate and responsible remuneration in order to increase the performance and the value of the company for the benefit of its shareholders. At the same time, the level of remuneration ensures the long-term sustainability of the company in accordance with the business strategy and the provisions of the annual income and expenditure budgets approved by the General Meetings of Shareholders. The remuneration of directors consists of a fixed component (established on economic principles, competencies and responsibilities assumed) and a variable component, based exclusively on factors such as time spent performing duties and other factors that do not depend on the company's results and performance.

The managers with a mandate agreement benefit from the reimbursement of the expenses related to the execution of the mandate regarding the representation in the interest of the company, such as, but not limited to at the level granted to the company's personnel, depending on the economic-financial situation of the company, professional liability insurance for the entire term of office, its value being borne by BERMAS SA.

c) The remuneration of the persons holding key positions and / or management positions in the functional compartments, production sections, auxiliary sectors, as well as the remunerations of all employees of the company are based on the Collective Labour Agreement applicable at company level in compliance with the labour legislation, are established following negotiations between the company acting as employer, through the legal representative, namely the General Manager of the company and the personnel employed at the time of concluding individual employment agreements and, possibly, during their execution.

Also, certain salary rights are negotiated and agreed through the Collective Labour Agreement concluded at company level, in consultation with the Free Trade Union within BERMAS SA, the degree of unionizing the employees being 95%.

The remuneration of the personnel employed is based on sound economic principles and is determined according to the skills, responsibilities and complexity of the activities carried out, having both a fixed component and, exceptionally, a variable component without taking into account performance criteria.

The forms of remuneration applied at the level of BERMAS SA are differentiated according to the nature of the activity, namely the *pay by direct agreement* (based on own internal time, work and personnel norms), *pay by individual agreement* (based on internal norms elaborated according to some norms in the field of activity, periodically revised according to the improvement of working conditions, so that employees meet the established norms or exceed them in percentage by additional efforts) and *time-based pay* (at the level of rights negotiated by the Individual Employment Agreement and the Collective Labour Agreement).

BERMAS SA is a company in the category of SMEs, self-managed in a unitary system, with a small number of personnel, namely about 200 employees. From this point of view, its internal governance / organization structure is not a complex one.

The application of remuneration policies is subject to monitoring and supervision of the management bodies, their modification permanently takes into account the economic context, the activity of the company, as well as its strategy and objectives approved by the Board of Directors of the company.

The remuneration policy is subject to a vote at the Ordinary General Meeting of Shareholders annually and, in any case, at least every four years.

Elena Anisoi
Chairman of the Board of Directors