



## SC “BERMAS” SA Suceava

Str. Humorului nr. 61 Șcheia  
Tax identification number: RO 723636  
Phone no.: 0230/526543; 526544  
Fax no.: 0230/526542; 526543  
E-mail: [bermasv@yahoo.com](mailto:bermasv@yahoo.com)  
[office@bermas.ro](mailto:office@bermas.ro)



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

Date of the report: *11 January 2022*

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

Company headquarters: *Șcheia, str. Humorului nr.61, Suceava county*

Phone/fax no.: *0230526545; 0230526542*

Tax identification number: *RO 723636*

Registration number with the Office of the Trade Register: *J33/37/1991*

Share capital subscribed and paid up: *15.087.134,30 RON*

Total number of shares : *21.553.049* of which : *21.553.049* voting shares

The regulated market on which the issued securities are traded: *Bucharest Stock Exchange*

In accordance with the provisions of **Law no. 31/1990** on trade companies as subsequently republished, amended and supplemented, of **Law no. 24/2017** on issuers of financial instruments and market operations, of the Articles of Incorporation of the company and with the resolution adopted in the meeting of 10.01.2022, **THE BOARD OF DIRECTORS** of SC „BERMAS” SA Suceava, based in Șcheia, str. Humorului no. 61, Suceava county, registered with the Suceava Trade Register Office under no. J33/37/1991, tax identification number: RO 723636;

#### CONVENES

**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** on 12 February 2022 at 11.00 o'clock at the company headquarters in Șcheia, str. Humorului no. 61 Suceava County, for all shareholders registered with the Register of Shareholders of SC „BERMAS” SA, at the end of 02 February 2022 day established as **reference date**, with the mention that only the persons (individuals and legal entities) who are shareholders on 02 February 2022 have the right to participate and vote in the convened general meetings.

If the conditions of validity are not met at the first notice, an extraordinary general meeting of shareholders shall be convened for a second time on 14 February 2022 at 11.00 o'clock with the same agenda and at the same place.

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

1. Election of the secretaries of the extraordinary general meeting of shareholders, namely the shareholders Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, having their identification data available at the company headquarters, who will verify the fulfilment of the formalities required by the law and the articles of incorporation for the holding of the meeting and will draw up the minutes of the meeting.

2. Election of the committee to count the votes cast by the shareholders on the items on the agenda of the extraordinary general meeting of shareholders composed of Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, whose identification data are available at the company headquarters.

3. a) Approval of the increase of the ceilings on short-term loans for the partial financing of the production activity by the amount of 3.000.000 (three million lei) namely from 10.000.000 lei la 13.000.000 lei, for the period 2022 – 2023.

b) Approval of the pledging and mortgaging of movable and immovable assets in the company's property in favour of the financing banks both to guarantee the loans contracted and to obtain guarantees such as bank letters of guarantee at the company's request in favour of third parties (public institutions, suppliers, etc.).

c) Mandate of the Board of Directors to establish by resolution the financing banks, to negotiate the loan conditions, as well as to identify the assets of the patrimony mortgaged to guarantee these loans.

4. Approval of the investment programme for 2022 - 2023.

5. Approval of the conclusion of legal acts concerning the granting of temporary and free use to the company's customers of goods and accessories for the sale of bottled beer, CO<sub>2</sub> tubes, means of transport for distribution, advertising logistics, etc. for the purpose of achieving the company's object of activity.

6. Approval of the amendment of the Articles of Incorporation of the company as follows:

### **CHAPTER III SHARE CAPITAL, SHARES**

ART.9. TRANSFER OF SHARES shall be read as follows:

„Transfer of shares is permitted both between shareholders and between shareholders and third parties.

Transfer shall be completed under the conditions and in accordance with the procedure laid down by law.

Shares are indivisible with respect to the company, which recognises only one owner for each share”.

### **CHAPTER IV GENERAL MEETING OF SHAREHOLDERS**

ART.10. RESPONSIBILITIES

The provisions contained in subpoint “u”, point 6(a) and point 9) shall be amended as follows:

Point 6(a) shall be read as follows:

-Final condemnation in cases concerning:

- Offences against property or other economic/financial offences;
- Offences under company, bankruptcy, insolvency and consumer protection law;
- Offences under financial-banking legislation including offences under money laundering and terrorist financing legislation.

The other provisions of point 6 shall remain unchanged.

Point 9 shall be read as follows:

„One or more members of the Board of Directors may be independent”.

The other provisions of point (9) shall remain unchanged.

### **CHAPTER V BOARD OF DIRECTORS**

ART.13. ORGANISATION

Paragraph 2 of this article shall be read as follows: “One or more of the directors may be independent. The majority of the directors shall be non-executive”.

The other provisions of ARTICLE 13 - ORGANISATION – shall remain unchanged.

## **CHAPTER VI MANAGERS**

### **ART:15. RESPONSIBILITIES**

Paragraphs (2) and (3), shall be amended as follows:

#### **Paragraph 2:**

“For the conclusion of any legal acts which create or may create obligations for the company, the company shall be legally represented by the General Manager and the Economic Manager, acting only jointly. For any other act of representation or management of the company, the General Manager shall act individually, legally representing the company. The Managers may mandate other persons to represent the company. The principal and the agent shall be jointly and severally liable to the company for legal acts concluded”.

#### **Paragraph 3:**

“The General Manager together with the Economic Manager of the company shall have the power to conclude, in the name and on behalf of the company, any legal act necessary for the conduct of the day-to-day business with a value of up to 1.500.000 (one million five hundred thousand) EURO”.

The other provisions of this article shall remain unchanged.

## **CHAPTER VII AUDIT**

ART.16.FINANCIAL AUDIT, shall be read as follows:

“The financial statements of the company shall be examined by the financial auditor elected by the Ordinary General Meeting of Shareholders, in accordance with the law.

The Board of Directors shall register with the Trade Register any change in the person of the financial auditor”.

## **CHAPTER VIII ACTIVITY OF THE COMPANY**

ART.21. PROFIT CALCULATION AND DISTRIBUTION, shall be read as follows:

“- The profit of the company shall be determined on the basis of the annual financial statements approved by the General Meeting of Shareholders.

- The profit remaining after the payment of the profit tax shall be distributed according to the resolution of the General Meeting of Shareholders.

- Payment of dividends due to shareholders shall be made by the company in accordance with the law after approval of the annual financial statements by the General Meeting of Shareholders, within a period of time set by the General Meeting of Shareholders.”.

## **CHAPTER IX AMENDMENT TO THE LEGAL FORM, LIQUIDATION, MERGER, DIVISION**

ART.22. AMENDMENT TO THE LEGAL FORM, shall be read as follows:

„Amendment to the legal form of the company may be made only on the basis of a resolution of the Extraordinary General Meeting of Shareholders and with the fulfilment of all the formalities provided for by law and the articles of incorporation”.

ART.23. DISSOLUTION, shall be read as follows:

„The Company is dissolved by:

- a) impossibility of achieving the company’s object of activity;
- b) the opening of bankruptcy proceedings;
- c) a resolution of the Extraordinary General Meeting of Shareholders, adopted by unanimous vote;
- d) other causes provided for by law or by the articles of incorporation

The resolution to dissolve the company shall be registered with the Trade Register and published in the Official Gazette of Romania, Part IV”.

The other provisions of the ARTICLE OF INCORPORATION shall remain unchanged.

7. Approval of the date of 20 May 2022 (ex-date 19 May 2022) as the date of registration in accordance with Article 87 paragraph (1) of Law no. 24/2017 on issuers of financial instruments and market operations, i.e. the date on which the identification of the shareholders affected by the resolution of the present Extraordinary General Meeting of Shareholders.

8. Mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the General Extraordinary Meeting of Shareholders and any other documents related thereto and to perform any act or formality required by law for the registration and implementation of the resolutions of the General Extraordinary Meeting of Shareholders, including the formalities for their publication and registration with 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.

Shareholders registered with the Register of Shareholders issued by DEPOSITARUL CENTRAL S.A. on the reference date: 02 February 2022, may attend the General Extraordinary Meeting of Shareholders in person (in case of individuals); by legal representatives (in case of legal entities) or by power-of-attorney on the basis of a „Special power-of-attorney” or „General power-of-attorney” and may vote directly, by proxy or by postal ballot.

Access of individual shareholders entitled to attend the General Extraordinary Meeting of Shareholders is allowed by simply proving their identity, and legal shareholders may attend through a legal representative.

The capacity of legal representative shall be ascertained on the basis of the list of shareholders on the reference date received from Depozitarul Central SA. If the data on the capacity of legal representative have not been updated at Depozitarul Central SA by the shareholder legal entity corresponding to the reference date, the proof of legal representative shall be made on the basis of a certificate issued by the trade register in a certified copy of the original, or any other document issued by a competent authority of the State in which the shareholder is legally registered and attesting the capacity of legal representative, issued no later than 90 days before the date of publication of this convocation.

The documents attesting the capacity of legal representative, drawn up in a foreign language other than English, shall be accompanied by a translation into Romanian or English by a certified translator.

According to the provisions of Article 117<sup>1</sup> paragraph (1) of Law no. 31/1990 and Article 105 paragraph (3) of Law no. 24/2017, one or more shareholders representing individually or jointly at least 5% of the share capital of the company may request the Board of Directors of the company to include additional items on the agenda of the General Extraordinary Meeting of Shareholders and/or to submit draft resolutions for items included or proposed to be included on the agenda of the EGM under the following conditions:

(i)- In case of individual shareholders, requests must be accompanied by a copy of the identity card and the account statement showing the capacity of shareholder and the number of shares held, issued by Depozitarul Central SA;

(ii)- In case of legal entity shareholders, requests must be accompanied by:

An excerpt of the company details, in original or certified true copy, issued by the Trade Register or any other document, in original or certified true copy, issued by a competent authority of the State in which the shareholder is legally registered, not older than 3 months from the date of publication of the convocation of the general meeting, attesting the capacity of legal representative;

The account statement showing the shareholder’s capacity and the number of shares held issued by Depozitarul Central SA.

(iii)- To be accompanied by a justification and/or a draft resolution proposed for adoption;

(iv)- To be submitted and registered at the company headquarters in Șcheia, str. Humorului no. 61, jud. Suceava by any form of courier, with acknowledgement receipt no later than 28

January 2022, at 12.00 o'clock in original, signed and stamped as appropriate by the shareholders or their legal representatives. The same identification requirements will also apply to the legal representative of the shareholders asking questions on items on the agenda of the Extraordinary General Meeting of Shareholders.

Shareholders may address questions to the company in a written form sent and registered at the company headquarters in Șcheia, str. Humorului no. 61, jud. Suceava by any form of courier, with acknowledgement of receipt, no later than 28 January 2022, at 12.00 o'clock in original, signed and, if applicable, stamped by the shareholder or his legal representatives as of 12 January 2022.

### **Documents relating to the Extraordinary General Meeting of Shareholders**

Documents relating to the General Extraordinary Meeting of Shareholders including the draft resolutions, the postal ballot and special power-of-attorney forms are available to shareholders on the website [www.bermas.ro](http://www.bermas.ro) and can also be consulted at the company headquarters on working days (Monday - Friday 9 a.m. - 2 p.m.).

In view of the extension of the state of alert in Romania and the evolution of the COVID-19 pandemic, BERMAS SA expressly recommends that shareholders to cast their right to vote by postal ballot.

To this end, the company recommends the following protection/prevention measures to shareholders:

- To access information materials for the General Extraordinary Meeting of Shareholders in electronic format available on the company's website;
- To vote by mail using the postal ballot made available by the company through the website [www.bermas.ro](http://www.bermas.ro) as an alternative method to direct or proxy participation;
- Use as a means of communication with the company, with priority, the electronic communication channels made available by the company, namely the email address [office@bermas.ro](mailto:office@bermas.ro), using the embedded extended electronic signature, in accordance with Law no. 455/2001 on electronic signature, for any document sent to the company in connection with the General Extraordinary Meeting of Shareholders, avoiding as far as possible sending them in physical copy, by mail, courier services or depositing them personally at the company's registry.

Attending events in closed spaces, under the conditions imposed by the authorities, may expose participants to possible contamination with the SARCOV-2 coronavirus, and BERMAS SA and its management cannot be held liable for such a risk.

If shareholders expressly wish to participate directly or through a legal representative, they are requested to notify the company by 07 February 2022 at 14.00 o'clock, at [office@bermas.ro](mailto:office@bermas.ro), so that the company can take all the necessary protective measures in the given context, such as disinfecting the space where the meeting shall be held, requesting a sworn statement from the participating shareholder regarding their state of health, measures to protect the company's staff involved in the conduct of the general meeting.

The Company shall closely monitor the evolution of the COVID-19 pandemic and shall continue to comply with its legal obligations to inform shareholders/investors of any relevant information.

Shareholders shall complete and sign special power-of-attorneys in three original copies: one for the shareholder, one for the representative and one for the Company. The completed and signed copy for the company shall be submitted in person or transmitted:

- By any form of courier - the original form of special power-of-attorney, together with the accompanying documents to the company headquarters in Șcheia, str. Humorului, no. 61, Suceava county, so that it can be registered with the company no later than 09 February 2022, at 12.00 o'clock, under penalty of loss of voting rights;
- By email with electronic signature incorporated in accordance with Law no. 455/2001 on electronic signature at [office@bermas.ro](mailto:office@bermas.ro) no later than 10 February 2022, at 12.00 o'clock, under penalty of loss of voting rights.

The Company shall accept a general power-of-attorney for participation and voting in the General Extraordinary Meeting of Shareholders given by a shareholder as a client to an intermediary (defined according to Art. 2 (1) item 20 of Law 24/2017) or a lawyer, without requiring any additional documents relating to that shareholder if the general power-of-attorney complies with the provisions of Law 24/2017, signed by that shareholder and accompanied by an affidavit given by the legal representative of the intermediary or the lawyer who received the power-of-attorney by the general power-of-attorney stating that:

- The power-of-attorney shall be granted by that shareholder as a client to the intermediary or, as the case may be, to the lawyer:
- The power-of-attorney shall be signed by the shareholder.

The declaration given by the legal representative of the intermediary or the attorney who received the power-of-attorney by general power-of-attorney must be filed with the company in original, signed and if necessary stamped, together with the general power-of-attorney not later than 10 February 2022.

Prior to the submission of the special or general power-of-attorney, shareholders may notify the company of the appointment of a proxy by sending an email to office@bermas.ro.

Shareholders have the possibility to vote by mail prior to the general meeting of shareholders by using the postal ballot provided by the company.

Under penalty of losing the voting rights, the postal ballots completed and signed by the shareholders, together with the accompanying documents, shall be submitted to the company headquarters for registration by 10 February 2022, at 12.00, as follows:

- By any form of courier;
- By email to office@bermas.ro with electronic signature incorporated.

The following requirements shall be complied with for sending special power-of-attorneys, postal ballots and accompanying documents by post or any form of courier:

\* The special power-of-attorney or postal ballot, completed and signed in original by the shareholder (according to the procedure in this convocation) shall be placed in an envelope clearly marked in capital letters: „Special power-of-attorney”/”Postal ballot” - name, surname/name of shareholder, CNP/CUI;

\* The envelope mentioned above, together with the accompanying documents, shall be sent to the company in another envelope clearly marked in capital letters: „FOR the Extraordinary General Meeting of Shareholders”.

In case the shareholder who has voted by postal ballot attends the General Meeting in person, the vote cast by postal ballot shall be cancelled. In this case, only votes cast in person or by power-of-attorney shall be taken into account.

If the person representing the shareholder by personal attendance at the general meeting is other than the person who cast the postal vote, then for the validity of their vote they shall submit to the meeting a written revocation of the postal vote signed by the shareholder or the representative who cast the postal vote. This is not necessary if the shareholder or his legal representative attends the general meeting.

All materials for the Extraordinary General Meeting of Shareholders shall be available on the company's website www.bermas.ro as well as at the company headquarters in Șcheia, 61 Humorului Street, Suceava County.

Further information can be obtained daily between 10.00-14.00 at the company headquarters after the date of publication of this notice, contact person - Andriciu Maria – phone no. 0230526543.

**CHAIRMAN OF THE BOARD OF DIRECTORS OF THE COMPANY**  
**SC „BERMAS” SA SUCEAVA**  
**ec. ANISOI ELENA**