



## 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)



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

Date of the report: *15 March 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** regarding the trade companies as subsequently republished, amended and supplemented, of **Law no. 24/2017** regarding the issuers of financial instruments and market operations, of the Articles of Incorporation of the company and with the resolution adopted in the meeting of 14.03.2022, **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 AORDINARY GENERAL MEETING OF SHAREHOLDERS** on 18 April 2022, at 11.00 at the company’s 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 06 April 2022, day established as **reference date** for general meeting, with the mention that only the persons (individuals and legal entities) who are shareholders on that date of 06 April 2022 have the right to participate and vote in the convened general meeting.

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

1. Election of the secretaries of the Ordinary 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 Ordinary General Meeting of Shareholders composed of Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, whose identification data are available at the company headquarters.

3. Presentation and approval of the annual financial statements concluded on 31 December 2021 based on the **Directors’ Report** and the **Financial Auditor’s Report** for the financial year 2021.

4. Discussion and approval of the proposal of the Board of Directors for the distribution of the net profit related to the financial year 2021, amounting to 1,669,686 lei. The Board of

Directors proposes the distribution of the net profit of 1,669,686 lei as follows:

- ✓ Dividends --- 1.616.479 lei;
- ✓ Other reserves --- 53.207 lei.

The gross dividend per share to be granted for one share held on the registration date is set at 0,075 lei / share.

5. Discharge of the directors for the financial year 2021.

6. Presentation and approval of the Revenue and Expenditure Budget for 2022.

7. a) Election of a new Board of Directors consisting of 3 (three members) for a term of 4 years, following the expiration of the terms of office of the current members of the Board of Directors;

b) Appointment of the financial auditor of the company and establishment of the duration of the Financial Audit Contract as a result of the expiration of the current contract.

8. Establishment and approval of the general limits for the pay of the members of the Board of Directors and mandate of the Board of Directors through its chairman as representative to establish the pay granted to the executive directors as well as the fee of the financial auditor.

9. Presentation and submission of the advisory vote of the Remuneration Report for the financial year.

10. Approval of the registration date and the identification date of the shareholders affected by the resolution of this OGMS. The Board of Directors proposes as registration date the date on 27 July 2022 (ex-date 26 July 2022) and the dividend payment date on 17 August 2022.

11. Mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the OGMS and any other documents related to it and to fulfil any act or formality required by law for the registration and enforcement of the resolutions of the OGMS, including 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 competent person to fulfil this mandate.

Concerning point 7 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](http://www.bermas.ro) web page. The deadline for submitting proposals for candidates for the position of Director is 25 March 2022

If on 18 April 2022 the quorum conditions provided by law and by the Articles of Incorporation will not be met, the Ordinary General Meeting of Shareholders will be held on 19 April 2022 at the same place, at the same time and with the same agenda regardless of the quorum met and shall adopt resolutions by the majority of the validly casted votes.

Shareholders registered with the Register of Shareholders issued by Depozitarul Central SA, on the reference date: 06 April 2022, may participate in general meeting in person (in case of individuals), through legal representatives (in case of legal entities) or through a representative based on "Special Power of Attorney" or "General Power of Attorney" and may vote directly, through a representative or by postal ballot.

Access of shareholders natural persons entitled to participate in general meetings is allowed by simply proving their identity.

Shareholders legal entities may participate in the two general meetings through a 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 certified translator.

According to the provisions of art. 117 ^ 1 alin. (1) of Law no. 31/1990 and of art. 105 paragraph (3) of Law no. 24/2017, one or more shareholders representing individually or together at least 5% of the company's share capital may request the Board of Directors of the company to introduce additional points on the agenda of the OGMS and / or to submit draft resolutions for points included or proposed for inclusion on the OGMS agenda in accordance with 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, issued by Depozitarul Central SA;

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

- ✓ A confirmation of company details 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 to the general meeting, certifying the capacity of legal representative;
- ✓ The statement of account attesting the capacity of shareholder and the number of shares held issued by Depozitarul Central SA

(iii) – To be accompanied by a supporting document and / or draft resolution proposed to be adopted;

(iv) – To be transmitted and registered with 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 31 March 2022, at 12.<sup>00</sup>, 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 OGMS agenda.

Shareholders can address questions to the company through a document that will be sent and registered at the company's headquarters in Șcheia, str. Humorului no. 61, Suceava County by any form of courier, with confirmation of receipt, no later than 31 March 2022, at 12.00 in original, signed and, as the case may be, stamped by the shareholder or their legal representatives.

#### **Documents related to the general meetings of shareholders**

The documents related to the general meetings of shareholders, including draft resolutions and the postal ballot forms and special power of attorney are made available to shareholders on the website [www.bermas.ro](http://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 15.03.2022;
- 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 17.03.2022.

The special power of attorney and postal ballot forms are made available to shareholders as of 17 March 2022 at the company headquarters and on the website [www.bermas.ro](http://www.bermas.ro).

Shareholders will complete 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 shall be submitted in person or sent:

- By any form of courier - the original special power of attorney form, together with the accompanying documents at the company's headquarters in Șcheia, str. Humorului, no. 61, Suceava county, so that it can be registered with the company no later than 15 April 2022, at 12.<sup>00</sup>, under the sanction of losing the right to vote;

- By email with electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature at [office@bermas.ro](mailto:office@bermas.ro) until the latest on 15 April 2022, at 12.<sup>00</sup> under the sanction of losing the right to vote.

The Company will accept a general power of attorney for shareholders to attend and vote in general meeting given by a shareholder acting as client to an intermediary (defined in accordance with Article 2 of Law 24/2017) or to an attorney-at-law without requesting 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 a self-declaration given by the legal representative of the intermediary or by the attorney-at-law who has been given the power of attorney through general power of attorney stating that:

The Company will accept a general power of attorney for shareholders to attend and vote in general meeting given by a shareholder acting as client to an intermediary (defined in accordance with Article 2 of Law 24/2017) or to an attorney-at-law without requesting 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 a self-declaration given by the legal representative of the intermediary or by the attorney-at-law who has been given the power of attorney through general power of attorney stating that:

- ❖ The power of attorney is granted by that shareholder, acting as client to their intermediary, or as the case may be, to their 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 power of attorney must be submitted to the company in original, signed and stamped as appropriate, with the general power of attorney no later than 15 April 2022.

Prior to the submission of 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](mailto:office@bermas.ro).

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

Under the sanction of losing the right to vote, the postal ballot forms filled in and signed by the shareholders, together with the accompanying documents, must be sent to the company's headquarters to be registered by 15 April 2022 at 12.<sup>00</sup>, as follows:

- ✓ By any form of courier;
- ✓ By email at [office@bermas.ro](mailto: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 postal ballot form, 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 capital letters: "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, must be sent to the company in another envelope, which indicates clearly and in capital letters: " FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS".

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 by personally attending the general meeting is other than the person who has casted their vote by postal ballot, then for the validity of their vote, they must submit during the meeting a written revocation of the postal ballot signed by the shareholder or by the representative who cast their vote by postal ballot. This is not necessary if the shareholder or their legal representative is attending the general meeting.

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

Additional information can be obtained daily between 10.<sup>00</sup> -14.<sup>00</sup>, at the company's headquarters after the date of publication of this notice to attend, from the contact person - Andriciu Maria - phone 0230526543.

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