

**DRAFT RESOLUTION**  
**of the Extraordinary General Meeting of Shareholders**  
**12/14.02.2022**

On 12/14 February 2022 was held **Extraordinary General Meeting of Shareholders of SC "BERMAS" SA**, where they were legally present and represented in which legally registered shareholders registered in the Shareholders' Registry on the date of reference 02.02.2022 holding a number of \_\_\_\_\_ shares representing \_\_\_\_\_ % of the share capital with a total number of \_\_\_\_\_ votes validly cast out of which: \_\_\_\_\_ by presentation and \_\_\_\_\_ by representation, the following resolutions were adopted:

The Extraordinary General Meeting of Shareholders of SC "BERMAS" SA decided unanimously / with majority of votes as follows:

**1.** Approves 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.** Approves 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)** Approves 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)** Approves 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)** Approves the 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.** Approves of the investment programme for 2022 - 2023.

**5.** Approves 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.** Approves 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**

**DIVISION AMENDMENT TO THE LEGAL FORM, LIQUIDATION, MERGER,**

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. Approves 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. Approves authorizing 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.

*President of the Board of Directors,  
ec. Anisoii Elena*

*EGMS Secretaries,*