



SC “BERMAS” SA Suceava

Str. Humorului nr. 61 Șcheia

Tax identification number: RO 723636

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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: *7 March 2024*

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 07.03.2024, **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 11 April 2024, at 11⁰⁰ at the company’s headquarters in Șcheia, str. Humorului no. 61 Suceava County and then **THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**, on the same day and the same place at 12⁰⁰, for all shareholders registered with the Register of Shareholders of SC „BERMAS” SA, at the end of 28 March 2024, day established as **reference date** for both general meetings, with the mention that only the persons (individuals and legal entities) who are shareholders on that date of 28 March 2024 have the right to participate and vote in the convened general meetings.

I. 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) Analysis and approval of the investment program for 2024 - 2026;

b) Approval of the ceilings for medium-term loans in order to finance the investment

objectives to be achieved in the period 2024 - 2026 in the amount of 1.000.000 EURO (or RON equivalent);

c) Approval of pledging and mortgaging of immovable and movable assets from the company's patrimony in favor of the financing banks of the investment objectives to guarantee the loans granted;

d) Appointment of the board of directors for the establishment by Decision of the financing bank, the negotiation of credit conditions, as well as the individualization of assets from the heritage to guarantee loans for investments.

4. a) Approval of the limits for short-term loans for the partial financing of the production activity, within the total value of 16.000.000 lei.

b) Approval of the pledge and mortgage of some movable and immovable assets from the patrimony in favour of the financing banks both for guaranteeing the contracted credits and for obtaining guarantees such as letters of bank guarantee at the request of the company in favour of third parties (public institutions, suppliers);

c) - Mandate of the Board of Directors for the establishment by Resolution of the financing bank, the negotiation of the crediting conditions, as well as the individualization of the mortgaged assets for the guarantee of these loans.

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

6. Approval of the date of **26 July 2024** (ex-date 25 July 2024) as **registration date** in accordance with art. 86 paragraph (1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, respectively the date on which the identification of the shareholders affected by the effects of the resolution of this EGMS is reflected.

7. Mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the EGMS and any other documents related to them and to fulfil any act or formality required by law for the registration and enforcement of resolutions of the EGMS, 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.

II. THE ORDINARY 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) Presentation and approval of the annual financial statements concluded on 31 December 2023 based on the **Directors' Report**.

b) Presentation of the Financial Auditor's Report for the financial year 2023.

4. a) Discussion and approval of the proposal of the Board of Directors for the distribution of the net profit related to the financial exercise of the year 2023 in the amount of 1.150.178 lei.

b) The Board of Directors proposes the distribution of the net profit related to the financial year 2023 amounted to 1.150.178 lei for dividends.

At the same time, the Board of Directors proposes the redistribution to dividends of the amount of 293.896 lei from other reserves constituted from the net profit of the previous years.

The gross dividend per share to be granted for a share held on the registration date is set at 0,067 lei / share.

c) The approval as the date of the payment of dividends is date 19.08.2024 within the period of 6 months from the date of the Ordinary General Meeting of Shareholders, by which date SC "BERMAS" SA will make available to the shareholders the methods of distribution of dividends.

5. Discharge of the directors for the financial year 2023.

6. Presentation and submission to the advisory vote of the Remuneration Report for the financial year of 2023.

7. Presentation and approval of the Revenue and Expenditure Budget for 2024.

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. Approve the July 26, 2024 (ex-date July 25, 2024) as registration date in accordance with art. 87 paragraph (1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations, respectively the date on which the identification of the shareholders on whom the effects of the decision of this AGOA are reflected

10. 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.

If on 11 April 2024 the quorum conditions provided by law and by the Articles of Incorporation will not be met, the General Meetings of Shareholders: Extraordinary and Ordinary will be held on 12 April 2024 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: 28 March 2024, may participate in general meetings 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 EGMS / OGMS and / or to submit draft resolutions for points included or proposed for inclusion on the EGMS / 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 25 March 2024, at 12⁰⁰, 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 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 25 March 2024, at 12⁰⁰ 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 Meeting of Shareholders, including the draft resolutions and the forms for voting by mail and special power of attorney, are available to shareholders on the website www.bermas.ro and can also be consulted at the company's working days (Monday - Friday 9-14 hours) as follows:

- The Report of the Board of Directors and the Financial Statements, from the date of publication of this notice, respectively March 8, 2024;

- The rest of the materials related to the agenda, including the draft resolution of the AGEA and AGOA will be made available to the shareholders starting on 12 March 2024.

The models of the special power of attorney forms will be available in Romanian and English starting on March 12, 2024 at the company's headquarters and on the website 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, completed and signed, is 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 9 April 2024, at 12⁰⁰, 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 until the latest on 9 April 2024, at 12⁰⁰ under the sanction of losing the right to vote.

The company will accept a general power of attorney for participation and voting in the General Meeting of Shareholders given by a shareholder as a client to an intermediary (defined according to art. 2 of Law 24/2017) or a lawyer, without requesting any additional documents regarding to the respective shareholder if the general power of attorney complies with the provisions of Law no. 24/2017, signed by the respective shareholder and accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation through the general power of attorney, from which it appears 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 9 April 2024.

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 .

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 9 April 2024 at 12⁰⁰, 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 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 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 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 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.

Additional information can be obtained daily between 10.00 -14.00, 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**