

**Election of a new Board of Directors consisting of 3 (three) members  
for a term of 4 years, following the expiration of the mandates of the current members of  
the Board of Directors**

**A. COMPANY MANAGEMENT**

SC BERMAS SA is currently managed by a Board of Directors composed of 3 (three) members, elected by the General Meeting of Shareholders for a term of 4 years, with the possibility of being re-elected.

On 31 December 2025, the composition of the Board of Directors was as follows: Mrs. Anisoï Elena –president, Mr. Sauciuc Aurel – vice-president and Mr. Drăgan Sabin Adrian –member.

1. The Board of Directors has decision-making powers regarding the management of the company in the interval between the general meetings of shareholders, except for the decisions that the law or the Articles of incorporation of the company provide exclusively for the general meeting.

2. The Board of Directors shall elect a president and a vice-president from its members. According to the Articles of Incorporation, the president also holds the position of General Manager of the company. The responsibilities of the president and the vice-president are established by the internal regulations of the company approved by the Board of Directors.

3. The Board of Directors delegates part of its powers to one or more managers (the president of the Board of Directors also has the position of General Manager) within the limits established by law, the Articles of Incorporation and the resolutions of the Board of Directors.

4. The Board of Directors shall have the following basic powers, which may not be delegated:

- To establish the main directions of activity and development of the company;
- To establish the accounting policies and the financial audit system, as well as approving the financial plan;
- To appoint and dismiss managers appointed under Law no. 31/1990, as subsequently amended and supplemented and to establish their remuneration;
- To supervise the activity of the managers appointed under Law no. 31/1990;
- To prepare the annual report, organization of the general meeting of shareholders and implementation of its resolutions;
- To submit the petition for the opening of the company's insolvency procedure.

**B. LIST OF DOCUMENTS IN THE APPLICATION FILE**

1. Forwarding address with the description of the attached documents;
2. Nomination for the position of director under an authorized signature where applicable;
3. Curriculum vitae in Europass format dated and signed;
4. Copies of the certificates of long-term secondary and higher education, graduated with a bachelor's degree, certified by the handwritten signature true copies;
5. Copy of the identity document, certified for conformity by handwritten signature by the holder of the identity document;
6. Self-declaration according to annex no. 1 showing that during the period in which he/she held the position of director / manager within a company, company has achieved positive economic and financial results (profit) over the last 5 years (Annex 1);
7. Excerpt from the Trade Register Office regarding the status of the company in which he/she held the position of director / manager;
8. Self-declaration stating that he/she complies with the legal provisions in force regarding the activity to be carried out, that he/she is not in the situations of incompatibility provided for by the legislation in force (Annex 2);

9. Criminal record certificate issued by the competent authority for directors of companies regulated by Companies Law no. 31/1990, as subsequently amended and supplemented, within a validity period of 30 days;
10. Tax clearance certificate within the validity period of 30 days (according to GO no. 39/2015);
11. Statement of account showing the status of shareholder and the number of shares held, in original or true copy.

The application files shall be sent to the company's headquarters in a closed, sealed envelope, on which it should be clearly mentioned in capital letters "FOR THE ORDINARY GENERAL MEETING of 17/18 April 2026", in order to be registered until 24 March 2026, at 12 o'clock, as follows:

- by any form of courier;
- by email to the address [office@bermas.ro](mailto:office@bermas.ro) with extended electronic signature.

### **C. LIST OF CANDIDATES FOR THE POSITIONS OF DIRECTORS**

In accordance with the provisions of art. 137<sup>1</sup> of Law no. 31/1990, current members of the Board of Directors or shareholders have the right to nominate candidates for the positions of director.

Candidates are entered on the list and on the voting documents (ballot papers, postal ballot papers and special powers of attorneys) in the chronological order in which they were submitted.

### **D. PROCEDURE FOR THE ELECTION OF DIRECTORS**

The term of office of the directors to be elected by the general meeting will be 4 years, starting from 18.04.2026.

The election of the members of the Board of Directors shall be made by *secret ballot*, according to the provisions of art. 130 paragraph (2) of Law no. 31/1990 and chap. V art. 13 of the Articles of Incorporation of the Company.

At this point on the agenda requiring a secret ballot, shareholders present or represented at the OGMS shall only use the voting method provided by the company for casting their vote, which ensures the secrecy of the vote, and shall not vote openly by a show of hands.

In the case of votes cast prior to the OGMS by correspondence, the votes cast by shareholders shall only be disclosed to the secretariat of the OGMS when the other votes cast in secret by shareholders present or shareholder representatives attending the meeting are known.

The company has ensured through the internal procedures adopted that the vote cast by the shareholders on the agenda which requires a secret ballot remains confidential.

Candidates shall be entered on the voting papers (ballot papers, postal ballot papers and special powers of attorney) in the chronological order in which they were submitted.

Candidates shall be entered on the ballot papers under point 7 of the agenda. These documents are drafted in such a way that shareholders have the opportunity to vote "In favour", "Against" or "Abstention" for each candidate on the list.

Votes are cast by marking an "X" next to the voting option for each candidate: "In favour", "Against" or "Abstention". A maximum of three candidates, the limit of the number of seats on the Board of Directors, shall be voted "In favour".

The Secretariat of the OGMS shall sum up the valid votes cast by shareholders and representatives present and the votes cast by mail, according to the options "In favour", "Against" or "Abstention" for each candidate.

The first 3 (three) candidates shall be declared elected in descending order of the number of "In favour" votes obtained, provided that the votes obtained represent 50% plus one of the total valid votes cast at the general meeting of shareholders.

Following the election by the OGMS, the elected directors must expressly accept the appointment as directors, in accordance with the provisions of art. 153<sup>12</sup> paragraph (3) of Law no. 31/1990.

The directors must cumulatively meet the general conditions provided by Law no. 31/1990 for the exercise of this position and the Articles of Association of the Company which stipulate that the members of the Board of Directors shall meet the minimum requirements regarding integrity, qualification, professional experience provided for by regulations and legal provisions and those approved by the General Meeting of Shareholders.

In this sense, the Updated Articles of Incorporation approved by the Extraordinary General Assembly of 12 February 2022 establishes the eligibility and independence criteria for the members of the Board of Directors as follows:

1. – To have a good reputation, qualification and professional experience for achieving the proposed objectives for creating the necessary premises for carrying out the company's activity, in accordance with the provisions of Law no. 31/1990 (as subsequently republished) and to ensure the safe, prudent and transparent management of its activities, in order to protect the interests of all stakeholders (shareholders, collaborators, employees, etc.);
2. - To have graduated full-time higher studies, a bachelor's degree and to have a professional experience of at least 5 years in the management activity in trade companies;
3. - To have previously been in the position of director in a company / companies that has / have registered profit during their term of office over the last 5 years;
4. - To have managerial skills taking into account a number of at least 100 subordinate employees;
5. - To have the capacity to make decisions in the capacity of director according to the scope of the necessary competencies, responsibilities and related risks;
6. - The person appointed to the position of director shall be deemed to comply with the requirements of good repute and integrity if there are no objective reasons giving reasonable doubt for the last 10 years of activity.

The reputation and integrity of the designated person mentioned above shall be called into question where there is, but is not limited to, information on the existence of any of the following situations:

- a) - Final conviction in cases concerning:
    - Offences against property or other crimes in the economic / financial field;
    - Offenses under company law, bankruptcy, insolvency, and consumer protection law;
    - Offenses under financial-banking legislation, including offenses under money laundering and terrorist financing legislation.
  - b) - Professional conduct that causes reasonable doubts regarding the person's ability to exercise the duties corresponding to the position, in order to ensure the correct and prudent management of the specific activity of BERMAS SA.
7. – To meet the governance requirements, namely:
- (i) - That there is no possible conflict of interest in that situation or circumstance which may arise in the operational or decision-making process in which the personal interest, directly or indirectly, of the members of the Board of Directors could affect the independence and impartiality of decision-making, professional performance or the timely and objective performance of duties or which could by their nature affect the integrity or stability of the company;
  - (ii) - There are no restrictions and incompatibilities between the position of member of the Board of Directors and the positions held within those entities;
  - (iii) – The ability of the person to perform his / her duties independently as well as relevant aspects that may result from the analysis of the information obtained, relating to:
    - Activities carried out in previous and current positions within other companies;
    - Personal, professional or other economic relations with these companies or with the shareholders of other companies.
8. - Not to be members of the Board of Directors, directors or shareholders of other competing companies,

The list of candidates who applied is as follows:

No.	Surname, first name	Residence locality	Professional qualification	Proposed by:
1.				
2.				
3.				
4.				

The list shall be permanently updated with the application files.

**ANNEX 1.**

**DECLARATION,**

I the undersigned \_\_\_\_\_, \_\_\_\_\_ citizen, born on \_\_\_\_\_, in \_\_\_\_\_ locality, \_\_\_\_\_ county, residing in \_\_\_\_\_, holder of the identity card type CI series \_\_\_\_\_, no . \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number (CNP), hereby declare on my own responsibility that over the last 5 years I have held the position of director / manager at the following companies:

<i>Name of the company</i>	<i>Position</i>	<i>Number of employees</i>	<i>Achieved results (profit)</i>				
			<i>2025</i>	<i>2024</i>	<i>2023</i>	<i>2022</i>	<i>2021</i>

Given and signed today, under my own responsibility, being aware that false statements are punishable by law.

*Date* \_\_\_\_\_

*Signature* \_\_\_\_\_

## Annex 2

### DECLARATION

I the undersigned \_\_\_\_\_ residing in \_\_\_\_\_, holder of the identity card type \_\_\_\_1, series \_\_\_\_\_, no .\_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number (CNP)\_\_\_\_\_, as candidate for the position of member in the board of directors of SC BERMAS SA, hereby declare as follows:

- ***I comply with the legal provisions in force concerning the activity which I shall carry out as a member of the Board of Directors of SC BERMAS SA and that***
- ***I am not in any situation of incompatibility provided for by the legislation in force.***

Given and signed today, under my own responsibility, being aware that false statements are punishable under the law.

Date \_\_\_\_\_

Signature \_\_\_\_\_

Fill in BI/CI for the identity card or PAS for passport, in the case of foreign individuals.