

SC "BERMAS" SA Suceava
Location: Șcheia, str. Humorului, no. 61 Jud. Suceava
Nr. ORC: J33 / 37/1991
CUI: RO 723636

THE DECISION
THE BOARD OF DIRECTORS OF SC "BERMAS" SA
Nr. 1 of January 28, 2019

On January 28, 2019, at 1200, a meeting of the Board of Directors of SC BERMAS SA took place, attended by the members of the Board of Directors elected by the Ordinary General Meeting of Shareholders dated March 22, 2018 respectively: Anisoai Elena, Dragan Sabin- Adrian and Vescan Maria Aurora, as well as the Executive Directors.

Agenda according to the convocation of the meeting stipulates:

"Approval of the selection criteria for persons who will receive free of charge actions for the implementation of the employees' loyalty scheme for a period of 5 (five) years, based on the mandate given to the Board of Directors by the Extraordinary General Meeting of Shareholders of 27 April 2017 when approved the redemption by the company of its own shares under the following conditions: a maximum of 1,293,183 shares (6% of the total shares of the share capital) with a face value of 0.7 lei / share at a minimum price equal to the market price of the BVB from the moment of the purchase and a maximum price of 1.3 lei / share within a period of maximum 18 months from the date of publication of the EGMS Decision in the Official Gazette of Romania "

Following the end of the repurchase period (18 months), SC BERMAS SA redeemed 1,293,183 own shares representing 6% of the share capital in compliance with the conditions approved by the EGMS / 27 April 2017.

After presenting and analyzing the informative materials from the agenda, the Board of Directors of SC BERMAS SA,

DECIDES:

1. a). Approving the allocation of 1,293,183 free shares to the members of the Board of Directors, Executive Directors, Chief Offices (IT, CTC Laboratory, Energy, Mechanics, Human Resources, Legal Advisor, Financial-Accountant, Marketing) Heads of Production Boards (Fierbiere, Fermentation, Glass Beer Bottling, Beer Bottling at KEG, Air Cooling Central, Thermal Central, Malster) as well as their locals, office specialists, commercial representatives and other categories of employees within SC BERMAS SA Suceava (qualified trades, certified and unqualified).

b). The allocation of 1,293,183 shares to directors, executives and employees according to paragraph 1 (a) is made free of charge, at a price of 0 lei / share and the shares thus acquired can not be alienated for a period of 5 years from the date of transfer of their ownership right by SC "DEPOSITARUL CENTRAL" SA.

2. The criteria for the selection of employees and management bodies of the company that will receive shares free of charge are approved as follows:

a) For administrators and executives:

- have a mandate / management contract in force with the company at the time of assignment;
- fulfill, at the time of assignment, a management function as defined in company documents;
- accept the conditionalities of the loyalty scheme approved by the Board of Directors for the years 2019-2024.

b) For employees:

- be employed by the company on the basis of a contract of indefinite duration, without interruption or suspension of the employment relationship;
- occupies key positions in the company structure;
- against them, no disciplinary measure has been ordered by society for the last 3 (three) years;
- have been particularly involved in achieving the objectives of society;
- assumes the company's objectives from current and prospective plans (2019-2024);
- accept the conditions of the loyalty scheme approved by the Board of Directors for the years 2019 - 2024;
- have a moral, professional, and social conduct in accordance with the Inland Regulation;
- at least at the time of the annual assessments they have attained a good rating, individual performance and key tasks, according to the Fact Sheet.

The persons responsible for checking / applying the selection criteria are the directors of the company, Mrs. Anisoï Elena - General Manager.

3. Approves the mandate of Mrs. Anisoï Elena - General Manager of the company to carry out all legal steps and to sign all the documents necessary for the registration of the decision adopted at the meeting on 28 January 2019.

Chairman of the Board of Directors,
ec. Anisoï Elena

Secretary C.A.
ec. Tebrean Iridenta