



SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia
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CURRENT REPORT according to the provisions of the Law no. 24/2017 on issuers of financial instruments and market operations

Date of the report: *March 22, 2018*
Name of the issuer company: *SC „BERMAS” SA*
Headquarters: *Șcheia, str. Humorului nr. 61, Suceava County*
Phone/fax number: *0230526545; 0230526542*
Tax identification number: *RO 723636*
Registration number with the Trade Register: *J33/37/1991*
Subscribed and paid capital: *15.087.134,30 RON*
Regulated market where the issued securities are traded: *Bucharest Stock Exchange*

On 22 March 2018, starting 11:00, it was convened in accordance with Law 31/1990, Law 24/2017 and Regulation 6/2009 of CNVM at SC "BERMAS" SA headquarters in Humorului no. 61 of the **Extraordinary General Meeting of the Shareholders and the Ordinary General Meeting of the Shareholders** of SC "BERMAS" SA was convened from 12:00 onwards.

The Extraordinary General Meeting and the Ordinary General Meeting of Shareholders are at the first notice to attend. The notice to attend was published in the Official Gazette of Romania part IV no. 681 /16.02.2018, in "România Liberă" newspaper no. 7081 /19.02.2018 and in "Crai nou" newspaper no. 7668 /16.02.2018. The two meetings are attended by the shareholders registered in the Shareholders Register on the reference date of 08.03.2018.

From the total of 21.553.049 issued shares were present and represented 16.188.697 shares representing 75,11% of the total issued shares both in the Extraordinary General Meeting of Shareholders and in the Ordinary General Meeting of Shareholders, the legal and statutory conditions for the holding of the two General Meetings of the Shareholders.

I. - Following the debates the **Extraordinary General Meeting of Shareholders** of SC "BERMAS" SA adopted the following resolutions on the items on the agenda of the Convocation:

- 1.** a) It approves the investment program for 2018 - 2019;
b) – It approves the limits for the medium term loans required for financing the investment objectives to be performed in the period between 2018 and 2019 amounted to maximum 300.000 Euros
c) - It approves the mortgage and pledge of certain intangible and tangible assets in the patrimony in favour of the banks that will grant credits for investments.
d) - It approves the mandate of the Board of Directors to decide the financing bank and to negotiate the credit conditions and the individualisation of the assets in the patrimony mortgaged to guarantee these loans.

- 2.** a) - It approves the limits for the short term loans for partially financing the production activity, within the total value of 7.500.000 lei.
b) - Approval of the pledge and mortgage of movable and immovable assets in favour of the financing banks so as to guarantee loans and obtain guarantees and letters of guarantee at the request of the company for third parties (public institutions, suppliers).

c) It approves the mandate of the Board of Directors to decide the financing bank and to negotiate the credit conditions and the individualisation of the assets in the patrimony mortgaged to guarantee these loans.

3. It approves the legal documents concluded for granting temporary and free use for the company's customers of goods and accessories specific for selling beer during trade relations;

4. a) - It approves the redemption by the company of its own shares in accordance with the applicable legal provisions under the following conditions: a maximum of 1.293.183 shares (6% of the total shares of the share capital) with a nominal value of 0,7 lei / share at a minimum price equal to the market price on the Bucharest Stock Exchange at the moment of purchase and a maximum price of 1,3 lei / share for a period of maximum 18 months from the date of publication of the Resolution of the EGMS in the Official Journal of Romania part IV in order to implement a loyalty program for management and employees over a period of at least 3 years.

b) Mandate of the Board of Directors to establish the criteria for the allocation - distribution as a bonus of the redeemed shares for the enforcement of this resolution.

5. It approves the capitalization of uncollected dividends by shareholders for more than 3 consecutive years by registering it under "Own Shares" - "Other reserves" section.

6. Approval of **31 May 2018** (ex-date 30 May 2018) as **registration date** in accordance with art. 86 paragraph (1) of the Law no. 24/2017 regarding the issuers of financial instruments and market operations respectively the date of identification of the shareholders affected by the resolutions of this EGMS.

7. It approves mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the decisions of the EGMS and any other documents related thereto and to carry out any act or formalities required by the law for the registration and enforcement of the resolutions of the EGMS including the 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 person competent to carry out this mandate.

II. - Following the debates the **Ordinary General Meeting of Shareholders** of SC "BERMAS" SA adopted the following resolutions on the items on the agenda of the Convocation:

1.- It approves the financial statements for the year ended on December 31, 2017 based on the Directors' Report and the Financial Auditor's Report for the financial year 2017;

2.- a) - It approves the distribution on destinations of the net profit for 2017

b) – It approves a dividend in the gross amount of 0,07 lei per share;

c) – It approves the date of 18.06.2018 as date of payment of dividends within six months from the date of the Ordinary General Meeting of Shareholders;

3. – It approves the directors' discharge for the financial year 2017;

4. – It approves the Budget of income and expenses in 2018.

5. It Choose by secret ballot the new managers in number of 3 (three) who form the new Board of Directors of the company for a four-year term, as follows:

- Anisoai Elena - with 13,342,835 votes representing 82.42% of the total votes validly cast;
- Dragan Sorin Adrian - with 13,342,835 votes representing 82.42% of the total votes validly cast;
- Vescan Aurora Maria - with 13,342,835 votes representing 82.42% of the total votes validly cast.

6. Approves the general limitations of imbursement of the members of the Board of Directors and empowers the Board of Directors through its Chairman as to establish the imbursement granted to the executive directors as well as the fee of the financial auditor.

7. It approves the registration date i.e. date of identification of shareholders who are affected by this resolution of the OGMS. The Board of Directors proposes as registration date the date of **May 31, 2018** (ex-date 30.05.2018);

8. It approves mandate of the Chairman of the Board of Directors to sign on behalf of the shareholders the decisions of the EGMS and any other documents related thereto and to carry out any act or formalities required by the law for the registration and enforcement of the resolutions of the EGMS including the 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 person competent to carry out this mandate.

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