



SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia

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CURRENT REPORT

according to the provisions of Law no. 24/2017 on issuers of securities and market operations

Date of the report: **18 April 2022**

Name of the issuing 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-up share capital: **15.087.134,30 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange**

The Ordinary General Meeting of Shareholders of SC "BERMAS" SA was convened on 18 April 2022 at 11:00 o'clock in accordance with Law 31/1990, Law 24/2017 and Regulation 5/2018 of the Financial Supervisory Authority, at the headquarters of SC "BERMAS" SA based in str. Humorului nr. 61 Șcheia.

The Ordinary General Meeting is at its first convocation. The convocation was published in the Official Gazette of Romania part IV no. 1112 /16.03.2022, in "National" newspaper no. 7054 /17.03.2022 and in "Monitorul de Suceava" newspaper no. 51(7855) /16.03.2022.

The meeting is attended by shareholders registered with the Shareholders' Register on the reference date 06.04.2022.

According to the Minutes drawn up and presented by the secretariat of the Ordinary General Meeting of Shareholders, the meeting was attended and represented by shareholders holding 14.295.074 shares with voting rights, representing 66,33% of the total 21.553.049 of issued shares with voting rights, the legal and statutory conditions for holding the Ordinary General Meeting of Shareholders having been met.

The number of shareholders attending the Ordinary Meeting of Shareholders was 16 (sixteen) shareholders with a total of 12.304.919 shares representing 57,09% of the share capital and 172 shareholders were represented with 1.990.155 shares representing 9,23% of the share capital.

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 meeting:

1. It approves the election of the secretaries of the Ordinary General Meeting of Shareholders, namely of the shareholders Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, with identification data available at the company's registered office, who will check that the formalities required by law and the articles of association for holding the meeting have been met and who will draw up the minutes of the meeting.

The election was made with 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

2. It approves the election of the committee to count the votes cast by shareholders on the items on the agenda of the Ordinary General Meeting of Shareholders composed of: Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, with identification data available at the company's registered office. The election was made with 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

3. It approves the annual financial statements as at 31 December 2021 based on the **Directors' Report** and the **Financial Auditor's Report** for the financial year 2021 with 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

4. a). It approves the distribution of the net profit achieved in 2021 in the total amount of 1.669.686 with a number of 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital in lei as follows:

- ✓ Dividends --- 1.616.479 lei;
- ✓ Other reserves --- 53.207 lei.

b). It approves the amount of the gross dividend/share of 0,075 lei.

c). It approves the dividend payment date: 17.08.2022, within 6 months from the date of the Ordinary General Meeting of Shareholders, by which date SC "BERMAS" SA will provide the shareholders with the dividend distribution methods.

5. It approves the discharge of the directors for the financial year 2021 with a number of 13.825.820 votes "in favour" representing 96,72% of the valid votes cast and 64,15% of the share capital. A total of 469.254 votes were "abstention" representing 3,28% of the total valid votes cast and 2,18% of the share capital.

6. It approves the Income and Expenditure Budget for the year 2022 with a number of 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

7. a) It elects by secret ballot 3 (three) new directors to form the new Board of Directors of the company for a term of 4 years as follows:

- Sauciu Aurel - with 14.295.074 votes representing 100% of the total valid votes cast;
- Anisoii Elena - with 14.295.074 votes representing 100% of the total valid votes cast;
- Dragan Sorin Adrian - with 14.295.074 votes representing 100% of the total valid votes cast;

b) It elects by secret ballot the new financial auditor of the company for a period of two (2) years and at the same time it mandates the President of the Board of Directors of the company to negotiate and sign the Financial Audit Services Contract.

TED EXPERT SRL Suceava is elected as the new financial auditor of the company with 14.295.074 votes "in favour" representing 100% of the total valid votes cast.

It approves the general remuneration limits for the members of the Board of Directors and mandates the Board of Directors through its president as trustee to determine the remuneration granted to the executive managers as well as the fee of the financial auditor.

8. a) It approves the net monthly allowances for the period 01.05.2022 - 01.05.2023 of the members of the Board of Directors with a number of 14.295.074 votes "in favour" representing 100% of the total valid votes cast and 66,33% of the share capital, as follows:

- President of the Board of Directors – 9500 lei;
- Vice-president of the Board of Directors – 7000 lei;
- Member of the Board of Directors – 4500 lei.

b) It mandates the Board of Directors, through its President, to determine the remuneration of the Executive Managers and the fees of the Financial Auditor for the period May 2022 - May 2023.

9. It approves the **Remuneration Report** of the Company's senior management (directors and managers) for the financial year 2021 based on the **Remuneration Policy** approved by the Resolution of the Ordinary General Meeting of Shareholders of 16.04.2021, with a number of 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

10. It approves the date of **27 July 2022** (ex-date 26 July 2022) as registration date in accordance with Article 86(1) of Law 24/2017 on issuers of financial instruments and market operations, i.e. the date on which the shareholders affected by the resolution of this Ordinary General Meeting of Shareholders are identified, with a number of 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital.

11. It approves the mandate of the President of the Board of Directors to sign on behalf of the shareholders the resolutions of the Ordinary General 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 Ordinary General Meeting of Shareholders, including the formalities for their publication and registration with the Trade Register or any other public

institution, with a number of 14.295.074 votes "in favour" representing 100% of the valid votes cast and 66,33% of the share capital. The President 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*