



## SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia  
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**ISO 22000 REGISTERED**

### CURRENT REPORT

**In accordance with the provisions of art. 224 of the Law no. 297/2004**

Date of the report: *April 7, 2015*

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 April 07, 2015 at 11.00 o'clock, in accordance with the Law 31/1990, the Law 297/2004 and the Regulation 6/2009 of CNVM, the **Ordinary General Meeting of Shareholders** of the company SC "BERMAS" SA based in str. Humorului nr. 61 Șcheia was convened and followed at 13.00 o'clock by the **Extraordinary General Meeting of Shareholders** of SC "BERMAS" SA.

**The Ordinary General Meeting and the Extraordinary 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. 1205/06.03.2015, in "Bursa" newspaper no. 44(5379) /05.03.2015 and in "Crai nou" newspaper no. 6789 /05.03.2015. The shareholders registered in the Shareholders Register on the reference date of 2303.2015 have the right to attend the two meetings.

Of 21.553.049 shares issued, 13.202.461 shares representing 61,26% of the total shares issued were present and represented.

The Ordinary General Meeting and the Extraordinary General Meeting of Shareholders are legally established.

**I.** The Ordinary General Meeting of Shareholders of SC "BERMAS" SA adopted the Resolution no. 1/ 2015 with a total number of expressed votes 14.430.541 of which: 12.078.262 by personal attendance, 1.124.199 by power of attorneys and 1.228.080 by ballot. Consequently, with 14.430.541 votes "In favour" it was decided:

**1.** The approval of the individual financial statements for the year ended on 31.12.2014 based on the Directors' Report and of the Financial Auditor's Report.

**2. a).** The approval of the distribution of net profit realised in 2014 amounted to 932.523 lei as follows:

- ✓ Legal reserve to be established = 56.462 lei;
- ✓ Dividends = 862.122 lei;
- ✓ Other reserves = 13.939 lei.

**b).** The approval of the gross value of dividend / share amounted to 0.04 lei.

**c).** The approval of the dividend payment date on 15.06.2015 within 6 months from the date of the Ordinary General Meeting of Shareholders, by which SC "BERMAS" SA will make the dividend distribution ways available to shareholders.

- d). The approval of the dividend distribution costs to be borne by shareholders.
- 3. The approval of the financial discharge of directors for the financial year 2014.
- 4. The approval of the Income and Expenditure Budget established based on the activity schedule for 2015;
- 5. a) – The approval of the remuneration due to the members of the Board of Directors for the period 01.05.2015 - 01.05.2016 as follows:
  - ✓ President of the Board of Directors --- 3.500 lei;
  - ✓ Vice president of the Board of Directors --- 3.000 lei;
  - ✓ Member of the Board of Directors --- 2.700 lei.
- b) - It mandates the Board of Directors through its President acting as proxy to set the remuneration due to the executive managers and also the fee for the financial auditor during the period 01.05.2015 – 01.05.2016.
- 6. The approval of the **date of 09.06.2015** (ex-date 08.06.2015) as registration date in accordance with the provisions of art. 238 paragraph 1 of the Law 297/2004 on the capital market.
- 7. The approval of the mandate of Mrs. Tebrea Iridenta - economic manager to sign all documents issued following the Ordinary General Meeting of Shareholders.

**II. The Extraordinary General Meeting of Shareholders of SC "BERMAS" SA** adopted the Resolution no. 1/ 2015 with a total number of expressed votes 14.430.541 of which: 12.078.262 by personal attendance, 1.124.199 by power of attorneys and 1.228.080 by ballot. Consequently, with 14.430.541 votes "In favour" it was decided:

- 1. The approval of the investment program for the period 2015-2016.
- 2. a) – The approval of the medium-term credit limits amounted to 510.000 € for supplementing the financial sources for the investment objectives to be achieved during the period 2015 - 2016;
- b) – The approval of the pledge and mortgage of certain immovable and movable property in the patrimony of the company in favour of banks financing the investment objectives in order to guarantee the investment credits.
- c) – The approval of the mandate granted to the Board of Directors for the determination of the financing bank, the negotiation of the credit terms and conditions and the individualization of the assets mortgaged to guarantee the investment credits.
- 3. The approval of the buy-back by the company of its own shares in accordance with the legal provisions applicable under the following conditions: maximum 1.293.183 shares (6% of total shares composing the share capital) with a nominal value of 0.7 lei / share at a minimum price equal to the market price at the BSE at the time of purchase and a maximum price of 1.3 lei per share for a period not exceeding 18 months from the date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette Part IV in order to implement a loyalty program for employees for a period of at least 3 years and grant to the Board of Directors of a mandate in order to implement this resolution.
- 4. a) The approval of the limits for the short-term credits to partially finance the production activity, within the total amount of 7.500.000 lei.
- b) The approval of the pledge and mortgage of movable and immovable assets in favour of the financing banks to guarantee the credits contracted so as to obtain guarantees and letters of bank guarantee following the request of the company request for third parties (public institutions, suppliers).
- c) – The approval of the mandate of the Board of Directors to determine by Resolution the financing bank, the negotiation of credit terms and conditions, and the individualization of assets in the patrimony of the company mortgaged to guarantee these credits.
- 5. It approves the legal documents concluded for granting temporary and free of charge use by the customers of the company of goods and accessories for selling beer, namely: dispensers, KEG

type stainless steel barrels, packaging for selling bottled beer, CO2 tubes, vehicles for distribution, advertising logistics, etc. in order to achieve the objective of the company;

**6.** The approval of the **registration date of June 9, 2015** (ex-date 08.06.2015) for identifying shareholders who are affected by this EGMS.

**7.** The approval of the mandate for Mrs. Tebrean Iridenta, economic manager to perform all legal formalities and to sign all necessary documents for the registration of the resolutions adopted in this EGMS.

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