



SC "BERMAS" SA Suceava

Str. Humorului nr. 61 Șcheia
Tax identification number: RO 723636
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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: *April 7, 2023*

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 7 April 2023, starting 11⁰⁰, it was convened in accordance with Law 31/1990, Law 24/2017 and Regulation 5/2018 of ASF 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 12⁰⁰ 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. 1086 /07.03.2023, in "Bursa" newspaper no. 43(7316) /07.03.2023 and in "Monitorul de Suceava" newspaper no. 44(8096) /07.03.2023.

The two meetings are attended by the shareholders registered in the Shareholders Register on the reference date of 27.03.2023.

From the total of 21.553.049 issued shares were present and represented 14.369.994 shares representing 66,67% 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.

The number of shareholders present at the two shareholders' meetings was 15 (fifteen) shareholders with a number of 12.279.919 shares representing 56,98% of the share capital and were represented a number of 182 shareholders with a number of 2.090.075 shares representing 9,70% of the share capital.

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 meeting:

1. Approves election of the secretaries of the Extraordinary General Meeting of Shareholders, namely the shareholders Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, having their identification data available at the company headquarters, who will verify the fulfilment of the formalities required by the law and the articles of incorporation for the holding of the meeting and will draw up the minutes of the meeting. The election was made with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% 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 Extraordinary 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 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

3. a) Is approved of the investment program for 2023 – 2025 with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

b) Is approved of the ceilings for medium-term loans of 5(five) years in order to finance the investment objectives to be achieved in the amount of 5.700.000 EURO (or RON equivalent) with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

c) Is approved of pledging and mortgaging of immovable and movable assets from the company's patrimony in favor of the financing banks of the investment objectives to guarantee the loans granted with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

d) Is approved appointment of the board of directors for the establishment by Decision of the financing bank, the negotiation of credit conditions, as well as the individualization of assets from the heritage to guarantee loans for investments.

4. a) Is approved of the limits for short-term loans for the partial financing of the production activity, within the total value of 16.000.000 lei with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

b) It approves the pledge and mortgage of movable and immovable assets from the patrimony in favor of the financing banks both for guaranteeing the contracted loans and for obtaining guarantees such as letters of bank guarantee at the company's request in favor of third parties (public institutions, suppliers) with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

c) It is approved the mandate of the Board of Directors for the establishment by decision of the financing banks and the negotiation of the credit conditions as well as the individualization of the assets from the mortgaged patrimony in order to guarantee these loans;

5. It is approved of legal documents granting temporary and free use by the customers of the company of certain assets and accessories for selling beer: dispensers, KEG type stainless steel barrels, packaging for selling beer in glasses, CO2 tubes, transport means for distribution, advertising logistics, etc. in order to achieve the objects of the company with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

6. Approves the date of **July 27, 2023** (ex-date July 26, 2023) as the registration date, respectively the date on which the identification of the shareholders on whom the effects of the decision of this AGEA are reflected, with a number of 14.369.994 votes "for" representing 100% of validly cast votes and 66,67% of the share capital.

7. Authorizes the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the Extraordinary General Meeting of Shareholders and any other related documents and to perform any act or formality required by law for the registration and execution of the resolutions of the EGMS, including the formalities of publication and registration of them at the Trade Registry or any other public institution, with a number of 14.369.994 "for" votes representing 100% of the validly cast votes and 66,67% of the share capital. The President of the Board of Directors may delegate all or part of the powers conferred above to any competent person to fulfill 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 meeting:

1. Approves election of the secretaries of the ordinary general meeting of shareholders, namely the shareholders Hongu Mărioara, Vatrautas Irina Rozalia and Boanță Gabriela, having their identification data available at the company headquarters, who will verify the fulfilment of the formalities required by the law and the articles of incorporation for the holding of the meeting and will draw up the minutes of the meeting. The election was made with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% 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 14.369.994 votes "in favour" representing 100% of the valid votes cast and 66,67% of the share capital.

3. It approves the financial statements for the year 2022 ended on December 31, 2022 based on the **Directors' Report** and the **Financial Auditor's Report** for the financial year 2022, with a number of 13.921.596 votes "for" representing 97,92% of the valid votes cast and 64,59% of the share capital. Yabstained from voting a number of 448.398 votes representing 2,08% of the share capital.

4.- a) - Approves the distribution of the net profit realized in 2022 in the total amount of 1.467.509 lei, with a number of 14.369.994 votes "for" representing 100% of the valid votes cast and 66,67% of the share capital as follows:

✓ Dividends --- 1.465.607 lei;

✓ Other reserves --- 1.902 lei.

b) – It approves a dividend in the gross amount of 0,068 lei per share;

c) – It approves the date of **17.08.2023** as date of payment of dividends within six months from the date of the Ordinary General Meeting of Shareholders;

5. Approves the discharge of the directors for the financial year 2022, with a number of 13.921.596 votes "for" representing 97,92% of the valid votes cast, and 64,59% of the share capital.

Yabstained from voting a number of 448.398 votes representing 2,08% of the share capital.

6. Approves the Remuneration Report for the financial year 2022, with a number of 14.369.994 votes "for" representing 100% of the validly cast votes and 66,67% of the share capital.

7. It approves the Budget of income and expenses in 2023, with a number of 14.369.994 votes "for" representing 100% of the valid votes cast and 66,67% of the share capital.

8. Is approval the capitalization of dividends not received by shareholders for more than 3 consecutive years by registering under "Equity" - "Other reserves", with a number of 14.369.994 votes "for" representing 100% of the valid votes cast and 66,67% of the share capital.

9. Approves of the general limits for the pay of the members of the Board of Directors and authorization of the Chairman of the Board of Directors as representative to establish the pay granted to executives and the fee of the financial auditor, with a number of 14.369.994 votes "for" representing 100% of the valid votes cast and 66,67% of the share capital.

10. Is approved as registration date i.e. the date of identification of shareholders who are affected by the decision of this OGMS. The Board of Directors proposes as registration date - July 27, 2023 (ex-date 26.07.2023) with 14.369.994 votes "in favour" representing 100% of the valid votes cast and 64,67% of the share capital.

11. Authorizes the Chairman of the Board of Directors to sign on behalf of the shareholders the resolutions of the Ordinary General Meeting of Shareholders and any other related documents and to perform any act or formality required by law for the registration and execution of the resolutions of the OGMS, including the formalities of publication and registration of them at the Trade Registry or any other public institution, with a number of 14.369.994 "for" votes representing 100% of the validly cast votes and 66,67% of the share capital. The President of the Board of Directors may delegate all or part of the powers conferred above to any competent person to fulfill this mandate.

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