

To:
Financial Supervisory Authority
Financial Instruments and Investments Sector

Bucharest Stock Exchange

CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of the report: March 23, 2022

Name of issuer: SSIF BRK Financial Group SA

Headquarters: Cluj-Napoca, 119 Moșilor Street, Cluj County

Telephone/fax no: 0364-401.709/0364-401.710

Tax Identification Code: 6738423

Trade Register no/date: J12/3038/1994

Subscribed and paid share capital: RON 54,039,987.04

Regulated market where issued securities are traded: Bucharest Stock Exchange, - Premium Tier, market symbol: BRK

Important events to be reported: Decision of the Board of Directors regarding the convening of the Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Shareholders for April 26/27, 2022

Convening of the Ordinary General Meeting of Shareholders dated April 26 / 27, 2022

Pursuant to the Decision on **23.03.2022**, the Board of Directors of SSIF BRK FINANCIAL GROUP S.A., registered at ORC Cluj under no. J12/3038/1994, CUI 6738423, with registered office in Cluj-Napoca, str. Moșilor no. 119, (hereinafter referred to as "the Company"), in accordance with the provisions of Law no. 31/1990 regarding the commercial companies, Law no. 126/2018 on the markets of financial instruments and of the FSA regulations for its application, as well as with the provisions of the Company's articles of association, convenes the Ordinary General Meeting of Shareholders (used hereinafter abbreviated as "OGMS"), according to legal and of the constitutive act, for the date of **26.04.2022**, at **12:00**, at the company's headquarters, Cluj-Napoca, str. Moșilor no. 119, Cluj County, for all shareholders registered in the register of shareholders at the end of **15.04.2022**, established as a reference date. In case of non-fulfillment of the statutory conditions or any other conditions of validity, the OGMS will be held on **27.04.2022**, at **12:00**, in the same place, having the same agenda for all shareholders registered in the shareholders register on the same reference date.

The Ordinary General Meeting of Shareholders will have the following items on the agenda:

1. Presentation, discussion and approval of the audited individual annual financial statements of the Company for the financial year 2021 and prepared in accordance with International Financial Reporting Standards, based on the Directors' Report and the Company's Financial Auditor's Report.
2. Presentation, discussion and approval of the audited consolidated annual financial statements of the Company, for the financial year 2021 and prepared in accordance with the International Financial Reporting Standards, based on the Report of the Directors and the Report of the Financial Auditor of the Company.
3. Ratification of the investment decisions in the subsidiaries of Romlogic Technology SA, GoCab Software SA, Firebyte Games SA from 2021 and of the financing granted to the subsidiaries.
4. Approval of the distribution of the net profit related to the financial year 2021 as follows: the amount of 1,100,034 lei (5% of the profit) is distributed for the establishment of the legal reserve, distribution of dividends by approving a gross dividend / share of RON 0.0211 / share and allocation of the difference of amounts for undistributed net profit (retained earnings).

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5. Approval of the discharge of the directors of the Company for the activity carried out in the financial year 2021, based on the reports presented.
 6. Establishing and approving the remuneration of the members of the Board of Directors and the additional remuneration of the members of the Board in charge of specific functions, for the financial year 2022 and until the first OGMS balance sheet in 2023.
 7. Approval of the remuneration policy of the non-executive directors and of the company's managers in accordance with art. 106 of Law no. 24/2017 regarding the issuers of financial instruments and market operations and the mandate of the Board of Directors for the fulfillment of the formalities.
 8. Submission of the remuneration report of the management structure of the company related to the financial year 2021 to the consultative vote of the OGMS, according to the provisions of art. 107 of Law no. 24/2017.
 9. Presentation, discussion and approval of the Investment Program and the Revenue and Expenditure Budget for the financial year 2022.
 10. Election of an independent member of the Audit Committee in the person of Mr. Nadir Ali for a term of 3 years starting with the date of appointment, in accordance with Art. 65 of Law 162/2017.
 11. Benefits granted to BRK FINANCIAL GROUP SA employees. Approval of the establishment of a credit facility for the employees of BRK Financial Group SA, in the sense that BRK Financial Group will grant margin loans to the employees of the Company for the purchase of shares of the company "BRK" on the regulated market with an interest capped at the interest rate "ROBOR - Three months" communicated by the National Bank of Romania within the maximum limit of RON 3 million for a period of 2 years.
The provisions of the previous paragraph are also applicable to contracts in which the spouse, relatives or relatives are involved up to the 4th degree of the employee of BRK FINANCIAL GROUP SA; also, the loan may be granted under the same conditions as in the previous paragraph and to a civil or commercial company in which one of the persons mentioned above (in the previous paragraph) has the quality of administrator or holds, alone or together with other persons, a share of at least 50% of the value of the subscribed share capital. The Board of Directors of the Company is empowered to implement this decision.
 12. Approval of the implementation of a "stock option plan" from the Company's own shares, to the Company's directors, directors and employees, by allocating a maximum of 1.77% of the total shares issued by the Company under the following conditions:
 - (a) The members of the Board of Directors have the right to participate in the "stock option plan" type program, this representing additional remuneration according to art. 153 ^ 18 (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.177% of the shares issued by the company.
 - (b) The Board of Directors shall be empowered to take all necessary measures and to complete all formalities required for the approval and implementation of the stock option plan, such as, but not limited to, (i) the determination of the criteria under to whom the actions of the directors and staff of the Company will be granted, (ii) the determination of the positions in the organizational chart for which the stock option plan will be applicable; (iii) the conditions for acquiring shares; (iv) preparation and publication of information documents in accordance with the law, etc.
 13. Approval of the date of **17.06.2022** as the date of registration (ex-date **16.06.2022**) of the shareholders affected by the effects of the decisions adopted by the Ordinary General Meeting of Shareholders, according to art. 87 para. (1) of Law no. 24/2017 and the approval of the date of **08.07.2022** as the date of payment, according to art. 87 para. (2) of Law no. 24/2017.
 14. Approval of the mandate, with the possibility of substitution, of Mrs. Ivan Monica-Adriana and Mr. Raț Răzvan Legian, so that together or separately, to carry out all the procedures and formalities provided by law, including the modification of the constitutive act for carrying out the decisions of the Assembly, submit and take documents and sign for this purpose on behalf of the Company, in relation to the Trade Register, ASF, BVB, as well as other public or private entities.

At the Ordinary General Meeting of Shareholders are entitled to participate and vote all registered shareholders at the end of the day of **15.04.2022** set as the reference date.

The access of the shareholders entitled to participate in the "OGMS" is allowed by the simple proof of their identity, made in the case of the natural shareholders with the identity document, and in the case of the legal shareholders and of the represented natural shareholders, with special or general power of attorney. the natural person who also represents the identity document of the representative. The power of attorney form can be obtained from the Company's headquarters starting with **25.03.2022** and from the website www.brk.ro, being available in both Romanian and English.

The special or general power of attorney will be drawn up in three original copies (one for the company, one for the principal, one for the agent). Proxies and a copy of the identity document or certificate of registration and the certificate of registration issued by the trade register

or any other document issued by a competent authority of the state in which the shareholder is legally registered (up to 3 months old compared to the date of publication of the convening notice of the general meeting) will be submitted / sent in original at the Company's headquarters or sent by e-mail until **24.04.2022** at **12.00**, to the email address **office@brk.ro**.

In the case of a special power of attorney granted by a shareholder to a credit institution providing custody services, it shall be signed by that shareholder and shall be accompanied by a statement on its own responsibility given by the credit institution that received the power of attorney, which shows that:

- the credit institution provides custody services for that shareholder,
- the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder,
- the special power of attorney is signed by the shareholder.

On the date of the meeting, at the entrance to the meeting room of the general assembly, the designated representative will hand over the original power of attorney, if it was sent by e-mail with the electronic signature incorporated, and a copy of his identification documents.

One or more shareholders, representing individually or together at least 5% of the share capital, have the right to enter items on the agenda of the General Meetings.

Proposals for the introduction of new items on the agenda of the general meeting, ie draft decisions for items included or proposed to be included on the agenda of the general meeting, will be accompanied by copies of the identification documents of the initiators. These refer to the identity documents (identity card / identity card) in the case of natural persons and the registration and ascertaining certificates or any other document issued by a competent authority of the state where the shareholder is legally registered (with a maximum age of 2 months compared to the date of publication of the convening notice of the general meeting) indicating the holders of the quality of legal representatives for the legal persons shareholders of the Company. Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator, in Romanian or in English, and the determination of the status of legal representative will be based on the list of shareholders provided by the Central Depository. The proposals will be submitted at the Company's headquarters no later than **11.04.2022**, at **17.00**, in a sealed envelope, with the statement written in clear and capital letters "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS" or sent by e-mail, with signature electronic incorporation according to Law no. 455/2001, regarding the electronic signature, in the same term at: **office@brk.ro**, mentioning on the subject "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS".

Shareholders are informed that with regard to the proposals for the introduction of new items on the agenda of the meeting, it is necessary that for each item proposed by the initiators there is a justification or a draft decision proposed for adoption by the general meeting.

The latest updated version of the proxies and ballot papers by mail will be available on the company's website starting with **14.04.2022**, at **17.00**.

Each shareholder has the right to address written questions to the Board of Directors before the date of the general meeting, regarding the items on the agenda, according to art. 198-199 of the FSA Regulation no. 5/2018. The answer is considered given if the requested information is published on the company's website.

Shareholders registered on the reference date in the register of shareholders have the opportunity to vote by mail, before the date of the meeting using the voting form by mail. The voting form by correspondence, together with a copy of the identity document and / or the certificate of registration and the certificate of verification issued by the ORC or any other document of the shareholder, issued by a competent authority of the state in which the shareholder is legally registered (with a seniority of no more than 3 months compared to the date of publication of the convening notice of the general meeting) will be sent to the Company, in original, at its headquarters or by e-mail, with extended electronic signature, incorporated according to Law no. 455/2001, at the email address **office@brk.ro**, until **24.04.2022** at **12.00**. The forms will be written in either Romanian or English. Shareholders who voted by special proxies or ballot papers by mail may change their initial voting option or means of voting, being considered valid the last vote cast and registered until **24.04.2022**, **12.00**.

In the event that the shareholder who cast his vote by mail participates in person or through a representative at the general meeting, the vote by mail cast for that general meeting will be canceled. In this case, only the vote cast in person or by the representative shall be taken into account.

Mailing ballot forms, special proxy forms (both available in Romanian and English), documents and information materials on the issues on the agenda, including draft decisions, are made available to shareholders from of **25.03.2022**, **17.00** on the company's website at **www.brk.ro** and at the company's headquarters in Cluj-Napoca, str. Moșilor no. 119.

The Board of Directors recommends to the shareholders to consult the support materials for the OGMS, available on the website **www.brk.ro** starting with the date of publication of the document in the Official Gazette of Romania, part IV.

Convening of the Extraordinary General Meeting of Shareholders on April 26 / 27, 2022

Pursuant to the Decision of **23.03.2022**, the Board of Directors of SSIF BRK FINANCIAL GROUP S.A., registered at ORC Cluj under no. J12 / 3038/1994, CUI 6738423, with its registered office in Cluj-Napoca, str. Moșilor no. 119, (hereinafter referred to as "the Company"), in accordance with the provisions of Law no. 31/1990 regarding the commercial companies, Law no. 126/2018 on the markets of financial instruments and ASF regulations for its application, as well as with the provisions of the Articles of Association of the Company, convenes the Extraordinary General Meeting of Shareholders (used hereinafter abbreviated as "EGMS"), according to legal and of the constitutive act, for the date of **26.04.2022**, at **11:00**, at the company's headquarters, Cluj-Napoca, str. Moșilor no. 119, Cluj County, for all shareholders registered in the register of shareholders at the end of **15.04.2022**, established as a reference date. In case of non-fulfillment of the statutory conditions or any other conditions of validity, the EGMS will be held on **27.04.2022**, at **11:00**, in the same place, having the same agenda for all shareholders registered in the shareholders register on the same reference date.

The Extraordinary General Meeting of Shareholders will have the following items on the agenda:

1. Approval of the correction of material errors related to Decision no. 1 and Decision no. 8 of the Extraordinary General Assembly of 26.04.2021, as follows:

Decision no. 1 and Decision no. 8 adopted in the EGMS on 26.04.2021:	Decision no. 1 and Decision no. 8 of the EGMS on 26.04.2021, as a result of the correction of material errors:
<p>Decision no. 1: Reduction of the share capital of SSIF BRK FINANCIAL GROUP SA, pursuant to art.207 paragraph (1) letter c) of Law no.31 / 1990, from 54,039,987.44 lei to 53,988,792.32 lei, following cancellation of a number of 319,967 treasury shares acquired by the company, within the share repurchase program.</p> <p>Decision no. 8: Reduction of the share capital of the company, pursuant to art.207 paragraph (1) letter b) of Law no.31 / 1990 from 53,988,792.32 lei to 50,614,492.76 lei, with a loss of 3,374,299.52 lei, by reducing the nominal value of BRK shares from 0.16 lei / share to 0.15 lei / share.</p>	<p>Decision no. 1: Reduction of the share capital of SSIF BRK FINANCIAL GROUP SA, pursuant to art.207 paragraph (1) letter c) of Law no.31 / 1990, from 54,039,987.04 lei to 53,988,792.32 lei, following cancellation of a number of 319,967 treasury shares acquired by the company, within the share repurchase program.</p> <p>Decision no. 8: Reduction of the company's share capital, pursuant to art.207 paragraph (1) letter b) of Law no. 31/1990, from RON 53,988,792.32 to RON 50,614,492.80, with a loss of 3,374,299 lei , 52 lei, by reducing the nominal value of BRK shares from 0.16 lei / share to 0.15 lei / share.</p>

2. Approval of the redemption by the Company of its own shares, within the market where the shares are listed or by conducting public takeover bids, in accordance with the applicable legal provisions, under the following conditions: maximum 6,000,000 shares (representing maximum 1.776% of the capital social),

- a. in case of redemption in the market where the shares are listed, at a minimum price equal to the market price from BVB at the time of acquisition and a maximum price equal to the lowest value of (i) 2 lei per share and (ii) the highest value between the price of the last independent transaction and the highest price from the respective moment of the purchase offer, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council as regards regulatory technical standards for the conditions applicable to redemption programs and stabilization measures.
- b. in case of redemption by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the redemption program is up to 1,500,000 lei. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to employees and directors of the Company, as well as to members The Board of Directors approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Redemption transactions may have as their object only fully paid-up shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.

3. Approval of the date of **17.06.2022** as the date of registration (ex-date **16.06.2022**) of the shareholders affected by the effects of the decisions adopted by the Extraordinary General Meeting of Shareholders, according to art. 87 of Law no. 24/2017.

4. Approval of the mandate, with the possibility of substitution, of Mrs. Ivan Monica-Adriana and Mr. Raț Răzvan Legian, so that together or separately, to carry out all the procedures and formalities provided by law, including the amendment of the constitutive act for carrying out the decisions of the Assembly, submit and take documents and sign for this purpose on behalf of the Company, in relation to the Trade Register, FSA, BVB, as well as with other public or private entities.

At the Extraordinary General Meeting of Shareholders are entitled to participate and vote all registered shareholders at the end of the day of **15.04.2022** set as the reference date.

The access of the shareholders entitled to participate in the "EGMS" is allowed by the simple proof of their identity, made in the case of the individual shareholders with the identity document, and in the case of the legal shareholders and of the represented natural shareholders, with special or general power of attorney. the natural person who also represents the identity document of the representative. The power of attorney form can be obtained from the Company's headquarters starting with **25.03.2022** and from the website www.brk.ro, being available in both Romanian and English.

The special or general power of attorney will be drawn up in three original copies (one for the company, one for the principal, one for the agent). Proxies and a copy of the identity document or certificate of registration and the certificate of registration issued by the trade register or any other document issued by a competent authority of the state in which the shareholder is legally registered (up to 3 months old compared to the date of publication of the convening notice of the general meeting) will be submitted / sent in original at the Company's headquarters or sent by e-mail until **24.04.2022** at **12.00**, to the email address office@brk.ro .

In the case of a special power of attorney granted by a shareholder to a credit institution providing custody services, it shall be signed by that shareholder and shall be accompanied by a statement of responsibility given by the credit institution that received the power of attorney. , which shows that:

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On the date of the meeting, at the entrance to the meeting room of the general assembly, the designated representative will hand over the original power of attorney, if it has been sent by e-mail with the electronic signature incorporated, and a copy of his identification documents. One or more shareholders, representing individually or together at least 5% of the share capital, have the right to enter items on the agenda of the General Meetings.

Proposals for the introduction of new items on the agenda of the general meeting, ie draft decisions for items included or proposed to be included on the agenda of the general meeting, will be accompanied by copies of the identification documents of the initiators. These refer to the identity documents (identity card / identity card) in the case of natural persons and the registration and ascertaining certificates or any other document issued by a competent authority of the state where the shareholder is legally registered (with a maximum age of 2 months compared to the date of publication of the convening notice of the general meeting) indicating the holders of the quality of legal representatives for the legal persons shareholders of the Company. Documents certifying the status of legal representative drawn up in a foreign language other than English will be accompanied by a translation made by a certified translator, in Romanian or in English, and the determination of the status of legal representative will be based on the list of shareholders. provided by the Central Depository. The proposals will be submitted at the Company's headquarters, no later than **11.04.2022**, at **17.00**, in a sealed envelope, with the statement written in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS" or sent by e-mail, with electronic signature incorporated according to Law no. 455/2001, regarding the electronic signature, in the same term at the address: office@brk.ro, mentioning on the subject "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS".

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The latest updated version of the proxies and ballot papers by mail will be available on the company's website starting with **14.04.2022**, at **17.00**.

Each shareholder has the right to ask written questions to the Board of Directors before the date of the general meeting, regarding the items on the agenda, according to art. 198-199 of the FSA Regulation no. 5/2018. The answer is considered given if the requested information is published on the company's website.

Shareholders registered on the reference date in the register of shareholders have the opportunity to vote by mail, before the date of the meeting using the voting form by mail. The voting form by correspondence, together with a copy of the identity document and / or the certificate of registration and the certificate issued by the ORC or any other document of the shareholder, issued by a competent authority in which the shareholder is legally registered (with a seniority of no more than 3 months compared to the date of publication of the convening notice of the general meeting) will be sent to the Company, in original, at its headquarters or by e-mail, with extended electronic signature, incorporated according to Law no. 455/2001, at the email address office@brk.ro, until **24.04.2022** at **12.00**. The forms will be written in either

Romanian or English. Shareholders who have voted by special proxies or ballot papers by mail may change their initial voting option or means of voting, being considered valid the last vote cast and registered until **24.04.2022, 12.00**.

In the event that the shareholder who cast his vote by mail participates in person or through a representative at the general meeting, the vote by mail cast for that general meeting will be canceled. In this case, only the vote cast in person or by the representative shall be taken into account.

Mailing ballot forms, special proxy forms (both available in Romanian and English), documents and information materials on the issues on the agenda, including draft decisions, are made available to shareholders from of **25.03.2022, 17.00** on the company's website at www.brk.ro and at the company's headquarters in Cluj-Napoca, str. Moșilor no. 119.

The documents provided in a foreign language, other than English (except for the identity documents valid on the Romanian territory), will be accompanied by the translation made by an authorized translator in Romanian or in English.

The Board of Directors recommends to the shareholders to consult the support materials for the EGMS, available on the website www.brk.ro starting with the date of publication of the document in the Official Gazette of Romania, part IV.

Monica Ivan
General Manager