

## Convening of Extraordinary General Meeting of Shareholders

Based on the Decision of **25.03.2021**, the Board of Directors of SSIF BRK FINANCIAL GROUP S.A., registered at ORC Cluj under no. J12 / 3038/1994, CUI 6738423, with headquarters in Cluj-Napoca, 119 Moșilor Street (hereinafter referred to as "the Company"), in accordance with the provisions of Law no. 31/1990 on commercial companies, Law no. 126/2018 on the financial instruments markets and ASF regulations for its application, as well as with the provisions of the Articles of Association of the Company, summons **The Extraordinary General Assembly of the Shareholders** (hereinafter abbreviated as "EGMS"), in accordance with the legal provisions and the constitutive act, for **26.04.2021**, at **11:00**, at the headquarters of the company, Cluj-Napoca, 119 Moșilor Street, Cluj County, for all shareholders registered in the shareholder register at the end of **14.04.2021**, as the reference date. In the event of non-fulfillment of the statutory conditions or any other conditions of validity, the EGMS shall be held on the same day with the same agenda on **27.04.2021**, at **11:00**, with the same agenda for all shareholders registered in the shareholders' register at the same reference date.

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

1. Approval of the reduction of the share capital of SSIF BRK Financial Group SA, pursuant to art. 207 para. (1) lit. c) of Law no. 31/1990, from 54,039,987.44 lei to 53,988,792.32 lei, as a result of the cancellation of a number of 319,967 shares acquired by the company, within the redemption program of treasury shares.
2. Approval of the conclusion by the directors of the company of the acts of acquisition, alienation, exchange or constitution of some assets from the category of fixed assets of the company, whose value exceeds, individually or cumulatively, during a financial year, 20% of the total fixed assets, for each of the financial years 2021, 2022 and 2023.
3. Approval of the issue of non-convertible bonds by the Company (regardless of whether they are guaranteed or unsecured, in materialized or de-materialized form, whether they will be listed on any stock exchange or not and / or denominated in RON, EUR, any other currency or any combination of the above), having a maximum total face value of RON 50,000,000 or the equivalent of this amount in any other currency, calculated at the official exchange rate published by the National Bank of Romania on the date of issue of the bonds, with an annual interest maximum of 8% and with a maturity of at least 3 (three) years, maximum 7 (seven) years, calculated from the date of each issue ("Bonds"), in one or more issues and / or tranches (whether they have the same different characteristics and / or characteristics, including the form of the bonds, the nominal value, the interest rate, the method of paying the interest and the principal, the possibility of early redemption, the method of guarantee and / or the date expired). The Bonds will be placed in accordance with: (i) one or more public offerings addressed to the public and / or certain qualified and / or professional investors and / or on the basis of any other exceptions to the publication of a prospectus in connection with the issuance of such Bonds. ; and / or (ii) one or more private placements to investors through an offer addressed to qualified investors and / or to fewer than 150 natural or legal persons, other than qualified investors, in a Member State, in accordance with the provisions legal. The above approval is valid in connection with the Bonds with the maximum maturity above, up to a maximum total face value of RON 50,000,000 or the equivalent of this amount in any other currency, regardless of whether the issuance of these Bonds will end during one or more many.
4. Authorization and power of attorney of the Board of Directors, with the possibility of sub-delegation of this authorization and power of attorney, to any person, as it deems necessary and / or appropriate, as the case may be:
  - i. to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and facts for the fulfillment of the decisions to be adopted by the EGMS of the Company in accordance with point 3 above, inclusive, without limit to, negotiate as well as establish and approve the following in connection with each bond issue or tranche: (a) the amount of the issue or tranche, as applicable; (b) the price of the Bonds; and (c) any other terms and conditions of the Bonds, including, without limitation, the form of the bonds, maturity, early redemption, interest, taxes and commissions, guarantees and / or mortgages issued and / or instituted in connection with the issuance of the Bonds and, after case, the prospectus prepared in connection with the issuance of the Bonds; and (d) the intermediaries for the issue and sale of the Bonds, as the case may be;
  - ii. to negotiate, approve and sign any contracts and / or arrangements regarding the Bonds and / or on the basis of which the Bonds are issued, sold and / or admitted to trading on a stock exchange, guarantee contracts, guarantee commitments, offer documents , any underwriting, sales, agency, trust, consulting, certificates, statements, records, notices, additional documents and any other necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary for to give full effect to the issuance of the Bonds and / or the offer in connection with them and their sale and / or related guarantees (as the case may be) and to negotiate, approve and sign any other documents and perform any other operations and / or formalities that are necessary or useful to implement and grant full effects to the above and the issuance of Bonds;

- iii. to decide whether the Bonds or any issue and / or their tranche will be listed on any stock exchange and, if necessary, to negotiate, approve and sign any document and to carry out any operations and / or formalities that are necessary in the connection with the admission of the Bonds on such a stock exchange (including, if applicable, the negotiation and approval of the prepared prospectus in connection with the admission of these bonds to trading on the stock exchange);
  - iv. to negotiate and approve and sign any contracts and / or arrangements regarding the operations mentioned in point 3 above, and to carry out any actions and / or formalities that are necessary in connection with these operations.
5. Approval of the implementation of a “stock option plan” of its own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% 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 10% of the shares repurchased 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) determining the criteria under to whom the shares 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.
6. 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: representing maximum 1% of the share capital),
- 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. 596/2014 of the European Parliament and of the Council regarding the technical regulatory standards for the conditions applicable to redemption programs and stabilization measures.
  - B. in case of redemption through the development of public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the redemption program is up to 1,600,000 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. The redemption transactions may have as object only fully paid shares and will be performed only from the distributable profit or from the available reserves of the Company, registered in the last approved annual financial statement, except for the legal reserves.

7. Approval of the amendment of the articles of association as follows:

Current form	Proposed form
<p><b>Article 13: Board of Directors</b></p> <p>1. The Board of Directors shall consist of 3 non-executive members elected for a term of 4 years. The members of the board of directors are eligible for re-election. At the date of the present Constitutive Act, the Board of Directors has the following composition: Danila Robert Iulian-Chairman of the Board, Goia Gabriel-Vice-Chairman of the Board and Constantin Sorin.</p> <p>2. Prior to taking office, the members of the board of</p>	<p><b>Article 13: Board of Directors</b></p> <p>1. The Board of Directors shall consist of 3 non-executive members elected for a term of 4 years. The members of the board of directors are eligible for re-election. At the date of the present Constitutive Act, the Board of Directors has the following composition: Danila Robert Iulian-Chairman of the Board, Goia Gabriel-Vice-Chairman of the Board and Constantin Sorin.</p> <p>2. Prior to taking office, the members of the board of</p>

<p>directors shall be authorized by the FSA.</p> <p>3. (1) The Board of Directors shall meet at least once a month  (2) The Board of Directors will have its own organization and functioning regulations.</p> <p>4. Decisions of the board of directors shall be taken by a simple majority of the members on a quorum basis. In order to be a quorum, at least three directors must attend the meeting of the board of directors. In the event of a tie, the chairman of the board of directors shall have the casting vote.</p> <p>5. Participation in the meetings of the board of directors may also take place through the means of distance communication: videoconference, telephone conference, etc.</p> <p>6. In exceptional cases, justified by the urgency of the situation and for the interest of BRK FINANCIAL GROUP S.A., with the unanimous agreement of the members obtained in advance, a meeting may be convened by email. The vote and any objections to the items on the agenda shall be sent in writing by e-mail, without the need for a further meeting. This procedure may not be used in the case of decisions of the board of directors concerning the annual financial statements or the authorized capital.</p> <p>7. The remuneration of the members of the board of directors, the form and the content of the management contract shall be established and approved by the ordinary general meeting of shareholders.</p> <p>8. The directors of the company, the directors of departments, other employees and guests may be convened without the right to vote at the meetings of the board of directors.</p>	<p>directors shall be authorized by the FSA.</p> <p>3. The Board of Directors will have its own organization and functioning regulations. Decisions of the board of directors shall be taken by a simple majority of the members on a quorum basis. In order to be a quorum, at least three directors must attend the meeting of the board of directors. Participation in the meetings of the board of directors can also take place through the means of distance communication: videoconference, telephone conference, etc. In exceptional cases, justified by the urgency of the situation and for the interest of BRK FINANCIAL GROUP S.A., with the unanimous agreement of the members obtained in advance, a meeting may be convened by email. The vote and any objections to the items on the agenda shall be sent in writing by e-mail, without the need for a further meeting. This procedure may not be used in the case of decisions of the board of directors concerning the annual financial statements or the authorized capital. The directors of the company, the directors of departments, other employees and guests may be convened without the right to vote at the meetings of the board of directors.</p> <p>4. The remuneration of the members of the board of directors, the form and the content of the management contract shall be established and approved by the ordinary general meeting of shareholders, through the remuneration policy.</p>
<p><b>Article 16: Company auditors</b></p> <p>1. BRK FINANCIAL GROUP S.A. will hire financial auditors who meet the criteria and conditions established by the specific legislation in force</p> <p>2. The attributions, responsibilities and competencies of the financial auditors are included in the specific legislation in force and will be provided in the contract for the provision of financial audit services concluded with the company, by the persons empowered in this respect.</p> <p>3. The financial auditor is elected by the GMS at the proposal of the board of directors. The ordinary general assembly votes according to the legal provisions the financial auditor for a term of maximum 3 years.</p> <p>4. At the date of the present Articles of Incorporation, the financial auditor of the company is the company JPA AUDIT &amp; CONSULTANTA SRL, a Romanian company, headquartered in Bucharest - sector 3, Bd. Mircea Voda, no. 35, et. 3, sect.3, registered at the Trade Register Office attached to the Bucharest Tribunal with number J40 / 8636/2002, having CUI RO14863621, represented by Mr. Toma Florin, for the financial years 2019, 2020 and 2021.</p>	<p><b>Article 16: Company auditors</b></p> <p>1. BRK FINANCIAL GROUP S.A. will contract financial auditors who meet the criteria and conditions established by the specific legislation in force</p> <p>2. The attributions, responsibilities and competencies of the financial auditors are included in the specific legislation in force and will be provided in the contract for the provision of financial audit services concluded with the company, by the persons empowered in this respect.</p> <p>3. The financial auditor is elected by the GMS at the proposal of the board of directors. The ordinary general assembly votes according to the legal provisions the financial auditor for a maximum term of 3 years, with the possibility of extension.</p> <p>4. At the date of this Articles of Incorporation, the financial auditor of the company is the company JPA AUDIT &amp; CONSULTANTA SRL, a Romanian company, headquartered in Bucharest - sector 3, Bd. Mircea Voda, no. 35, et. 3, sect.3, registered at the Trade Register Office attached to the Bucharest Tribunal with number J40 / 8636/2002, having CUI RO14863621, represented by Mr. Toma Florin, for the financial years 2019, 2020 and 2021.</p>

Article 17: Investment Committee	Article 17: Investment Committee
<p>1. At the level subordinated to the Board of Directors, the Investment Committee on the company's own funds is established, composed of three persons appointed by the company's Board of Directors, which has a decision-making role regarding the administration and investment of own funds and all operations and activities. in which the company's own funds or real estate assets are involved, within approved legal limits.</p> <p>The competence ceiling of the CIH, the way the decisions are taken, respectively the requirements for reporting and formalizing the decisions will be established by the Board of Directors through internal policies, procedures and regulations.</p> <p>2. The decisions of the Committee will be formalized and reported monthly and whenever the case of the Board of Directors.</p>	<p>1. At the level subordinated to the Board of Directors, the Investment Committee on the company's own funds is established, composed of three persons appointed by the company's Board of Directors, which has a decision-making role regarding the administration and investment of own funds and all operations and activities. in which the company's own funds or real estate assets are involved, within approved legal limits.</p> <p>The competence ceiling of CIH, the way the decisions are taken, respectively the reporting and formalization requirements of the decisions will be established by the Board of Directors through internal policies, procedures and regulations.</p> <p>2. The decisions of the Committee will be formalized and reported monthly and whenever the case of the Senior Management is.</p>

8. Decrease of the share capital with the loss in value of 3,374,299.52 by reducing the nominal value of the acts. Approval of the reduction of the share capital of SSIF BRK FINANCIAL GROUP SA with the amount of 3,374,299.52 lei, by decreasing the nominal value of BRK shares by 0.01 lei / share. The new nominal value will be 0.15 lei / share, the new value of BRK's share capital will be 50,614,492.76 lei. The decrease of the share capital aims to cover the losses from the previous financial years.

9. Approval of the date of **17.05.2021** as the date of registration (ex-date **14.05.2021**) of the shareholders affected by the resolutions adopted by the Extraordinary General Meeting of Shareholders, according to art. 86 of the Law no. 24/2017.

10. Approval of the mandate, with the possibility of substitution, of Mrs. Ivan Monica-Adriana and of 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 articles of association for carrying out the decisions of the Assembly, to submit and to take over acts and to sign for this purpose on behalf of the Company, in relation with the Trade Registry, FSA, BSE, as well as with other public or private entities.

At the Extraordinary General Meeting of Shareholders, they are entitled to participate and vote to all shareholders registered at the end of **14.04.2021** set as the reference date.

The access of the shareholders to participate in the "EGMS" is allowed by the simple proof of their identity, made in the case of the natural persons shareholders with the identity act, and in the case of legal shareholders and natural persons represented, by special or general power of attorney the natural person who represents them and the identity of the representative. The Procuration Form can be obtained from the Company's headquarters starting **26.03.2021** and from [www.brk.ro](http://www.brk.ro), available in both Romanian and English.

The special or general proxy will be drafted in three original copies (one for the company, one for the agent, one for the trustee). The Procuration Form and a copy of the identity card or certificate of registration and the certificate of attestation issued by the trade register or any other document issued by a competent authority in the state where the shareholder is legally registered (with a maximum of 3 months in relation to the date of publication of the convocation of the general meeting) will be filed / transmitted originally at the Company's headquarters or sent by e-mail no later than **23.04.2021** at **12**, at email [office@brk.ro](mailto:office@brk.ro).

In the case of a special power of attorney granted by a shareholder to a credit institution that provides custody services, it will be signed by that shareholder and will be accompanied by a declaration on own responsibility given by the credit institution that has received the power of representation through the special power of attorney, which states that:

- the credit institution provides custody services for that shareholder,
- instructions under 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.

At the date of the meeting, at the entrance to the general meeting room, the appointed representative will hand over the original of the power of attorney if it was transmitted by e-mail with the embedded electronic signature and a copy of its identification documents.

One or more shareholders representing individually or collectively, at least 5% of the share capital, have the right to place items on the agenda of the General Assemblies.

Proposals on the introduction of new items on the agenda of the general meeting, respectively the projects of the decisions for the items included or proposed to be included on the agenda of the general meeting shall be accompanied by copies of the identification documents of the initiators. These refer to identity documents (identity card) for natural persons and registration and finding certificates or any other document issued by a competent authority in the state where the shareholder is legally registered (with a maximum age of 2 months reported on the date of publication of the convocation of the general meeting) indicating the quality representatives of legal representations for the legal persons of the Company. Documents attesting the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation by an authorized translator in Romanian or English and the finding of the legal representative will be based on the list of shareholders made available by the Central Depository. Proposals will be submitted at the Company's headquarters, no later **09.04.2021**, at **17:00**, in a sealed envelope, with the written reference in clear and capital letters "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS" or transmitted also by e-mail with electronic signature incorporated according to the Law no.455 / 2001 regarding the electronic signature within the same term at office@brk.ro, referring to the topic "FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS".

It is known to the shareholders that with regard to proposals for the introduction of new points on the agenda of the meeting, there must be a justification or a draft decision proposed for adoption by the general assembly for each point proposed by the initiators.

The latest updated version of the proxies and ballots papers by correspondence will be available on the company's website starting from **12.04.2021**, at **17.00**.

Each shareholder has the right to submit written questions to the Board of Directors prior to 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 information requested is published on the company's website.

Shareholders registered as of the date of reference in the Shareholders' Registry have the option to vote by correspondence before the date of the meeting by the use of the correspondence ballot. The correspondent ballot form together with the copy of the identity card and / or the certificate of registration and the certificate issued by ORC or any other document of the shareholder issued by a competent authority in the state where the shareholder is legally registered 3 months old at the date of publication of the convocation of the general meeting) shall be transmitted to the Company in original at its registered office or by e-mail, with an extended electronic signature, incorporated according to Law no. 455/2001, at the email office@brk.ro, until **23.04.2021** at **12.00**. The forms will be written either in Romanian or in English.

Shareholders who voted through special powers of attorney or ballot papers by correspondence may change their initial voting option or the means of voting, and the last vote expressed and registered until **23.04.2021** at **12.00** is valid.

In case the shareholder who has expressed the vote by correspondence participates personally or by a representative at the general meeting, the vote by correspondence expressed for that general meeting will be canceled. In this case, only the vote expressed in person or by a representative shall be considered.

Letter forms for correspondence ballots, special proxy forms (both available in Romanian and English), documents and informative materials on issues included on the agenda, including draft resolutions, are made available to shareholders starting with the date from **26.03.2021**, at **17.00**, on the company's website at www.brk.ro and at the headquarters of the company in Cluj-Napoca, 119 Motilor Street.

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 the shareholders to consult the support materials for the EGMS, available on the www.brk.ro website starting with the date of publication of the Convocation in the Monitorul Oficial, part IV.

Dănilă Robert Iulian  
President of the Board