

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:** April 26<sup>th</sup>, 2021

**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:**

**A. The Extraordinary General Meeting of the Shareholders held on April the 26<sup>th</sup>, 2021, at the first convocation; Decisions adopted.**

**B. The Ordinary General Meeting of Shareholders held on April the 26<sup>th</sup>, 2021, at the first convocation; Decisions adopted.**

**A. The Extraordinary General Meeting of the Shareholders held on April the 26<sup>th</sup>, 2021, at the first convocation; Decisions adopted.**

The Extraordinary General Meeting of the Shareholders of BRK Financial Group SA carried out its works at the first convocation, on April the 26<sup>th</sup>, 2021, at 11:00, at the registered office of BRK Financial Group SA, Calea Moșilor no. 119, Cluj-Napoca. According to the Convener, the shareholders who were entitled to participate were those who held BRK Financial Group stocks on the 14<sup>th</sup> of April 2021, which was the reference date.

The presence at the meeting was made up of shareholders, who participated personally, through a proxy or voted through correspondence. The participants held a number of 172.536.027 voting shares, representing 51,13% of the total number of BRK Financial Group shares (the total number of voting shares represents 337,429,952 and 319,967 are shares without voting rights, redeemed by BRK Financial Group, and representing 0.09% of the total share capital).

The Extraordinary General Meeting was chaired by Mr. Robert Iulian Dănilă, Chairman of the Board of Directors of BRK Financial Group SA.

Within the Extraordinary General Meeting, all the items on the agenda were discussed, the shareholders deciding the following:

#### **Decision no 1**

It is approved the reduction of the share capital of SSIF BRK Financial Group SA is approved, based on 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 treasury shares acquired by the company, within the redemption program of shares.

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**Decision no 2**

It is approved 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 assets fixed assets, for each of the financial years 2021, 2022 and 2023.

**Decision no 3**

It is approved 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.

**Decision no 4**

It is approved the authorization and empowerment 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.

**Decision no 5**

It is approved 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.

#### **Decision no 6**

It is approved 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.

#### **Decision no 7**

It is approved the updating of the company's articles of association in accordance with the legal provisions in force and in accordance with the proposals of the Board of Directors, as presented in the convocation.

#### **Decision no 8**

It is approved 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.

#### **Decision no 9**

It is approved the date of **17.05.2021** as the date of registration (ex-date 14.05.2021) of the shareholders on whom the effects of the decisions adopted by the Extraordinary General Meeting of Shareholders are reflected, according to art. 86 of Law no. 24/2017.

#### **Decision no 10**

It is approved 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, to file and pick-up documents and to 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.

### **B. The Ordinary General Meeting of Shareholders held on 26.04.2021 at the first convocation; Decisions adopted.**

The Ordinary General Meeting of the Shareholders of BRK Financial Group SA carried out its works at the first convocation, on the 26<sup>th</sup> of April 2021, at 12<sup>00</sup>, at the registered office of BRK Financial Group SA, Calea Moșilor no. 119, Cluj-Napoca. According to the Convener, the shareholders who were entitled to participate were those who held BRK Financial Group stocks on the 14<sup>th</sup> of April 2021, which was the reference date.

The presence at the meeting was made up of shareholders, who participated personally, through a proxy or voted through correspondence. The participants held a number of 183.565.403 voting shares, representing 54,40% of the total number of

BRK Financial Group stock (the total number of voting shares represents 337,429,952 and 319,967 are shares without voting rights, redeemed by BRK Financial Group, and representing 0.09% of the total share capital).

The Ordinary General Meeting was chaired by Mr. Robert Iulian Dănilă, Chairman of the Board of Directors of BRK Financial Group SA.

All the items on the agenda were debated in the Ordinary General Meeting, the shareholders deciding the following:

**Decision no 1**

It is approved the audited individual annual financial statements of the Company, related to the financial year 2020 and prepared in accordance with the International Financial Reporting Standards, on the basis of the Report of the directors and the Report of the financial auditor of the Company.

**Decision no 2**

Are approved the audited consolidated annual financial statements of the Company, related to the financial year 2020 and prepared in accordance with the International Financial Reporting Standards, based on the Directors' Report and the Company's Financial Auditor's Report.

**Decision no 3**

It is approved the ratification of the investment decisions in the subsidiaries Romlogic Technology SA, GoCab Software SA, Firebyte Games SA from 2020 and of the financing granted to the subsidiaries.

**Decision no 4**

It is approved the distribution of the net profit related to the financial year 2020 as follows: the amount of 93,954 lei (5% of the profit) is distributed for the establishment of the legal reserve and the difference remaining undistributed.

**Decision no 5**

It is approved the discharge of the directors of the Company for the activity carried out in the financial year 2020, based on the reports presented.

**Decision no 6**

It is approved 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 2021 and until the first OGMS regarding the financial statements approval in 2022.

**Decision no 7**

It is approved the remuneration policy of the non-executive administrators and of the company's managers in accordance with art. 92 ^ 1 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.

**Decision no 8**

It is elected the financial auditor JPA Audit & Consultanta S.R.L. for the financial years 2022 and 2023 and the Board of Directors is mandated to sign the contract with the financial auditor.

**Decision no 9**

It is approved the Investment Program and the Revenue and Expenditure Budget for the financial year 2021.

**Decision no 10**

It is approved the date of 17.05.2021 as the date of registration (ex-date 14.05.2021) of the shareholders affected by the effects of the decisions adopted by the Ordinary General Meeting of Shareholders, according to art. 86 of Law no. 24/2017.

**Decision no 11**

It is approved the mandate, with the possibility of substitution, of Mrs. Ivan Monica-Adriana and Mr. Raț Răzvan Legian, to carry out together or separately, all the procedures and formalities provided by law, including the amendment of the constitutive act for carrying out the decisions of the Assembly to 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 with other public or private entities.

**Monica Ivan**  
General Manager