

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, 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:

A. The Extraordinary General Meeting of Shareholders from 26.04.2022, at the first convocation; Decisions adopted.

B. The Ordinary General Meeting of Shareholders from 26.04.2022, at the first convocation; Decisions adopted.

A. The Extraordinary General Meeting of Shareholders from 26.04.2022, at the first convocation; Decisions adopted.

The presence at the meeting was made up of shareholders who participated personally, through a proxy or by correspondence, shareholders holding a number of 130,945,425 voting shares, representing 39.1991% of the total number of voting shares in the share capital of BRK Financial Group SA (334,052.453 voting shares; 3,697,466 shares, representing 1.1069% of the share capital, are shares without voting rights, redeemed by BRK Financial Group SA).

The Extraordinary General Meeting of Shareholders 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 and approved in the Extraordinary General Meeting, the shareholders deciding the following:

Decision no 1

It is approved 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:
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.	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.
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.	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.

Decision no 2

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: 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.

Decision no 3

It is approved 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.

Decision no 4

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, 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.

B. The Ordinary General Meeting of Shareholders from 26.04.2022, at the first convocation; Decisions adopted.

The Ordinary General Meeting of Shareholders of BRK Financial Group SA held at the first convocation, on 26.04.2021, at 12:00, at the registered office of BRK Financial Group SA, Calea Moșilor no. 119, Cluj-Napoca. According to the Convener, the persons with the quality of shareholder on the reference date, 15.04.2022, were entitled to participate and vote.

The presence at the meeting was made up of shareholders who participated personally, through a proxy or by correspondence, shareholders holding a number of 129,745,425 voting shares, representing 38.8398% of the total number of voting shares in the share capital of BRK Financial Group SA (334,052.453 voting shares; 3,697,466 shares, representing 1.1069% of the share capital, are shares without voting rights, redeemed by BRK Financial Group SA).

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

At the Ordinary General Meeting, all the items on the agenda were debated and approved, the shareholders deciding the following:

Decision no 1

It is approved 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.

Decision no 2

It is approved 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.

Decision no 3

It is approved the 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.

Decision no 4

It is approved 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, the 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).

Decision no 5

It is approved the discharge of the directors of the Company for the activity carried out in the financial year 2021, 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 2022 and until the first OGMS balance sheet in 2023.

Decision no 7

It is approved 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.

Decision no 8

It is approved the remuneration report of the management structure of the company related to the financial year 2021, subject to the consultative vote of the OGMS, according to the provisions of art. 107 of Law no. 24/2017.

Decision no 9

It is approved the Investment Program and the Revenue and Expenditure Budget for the financial year 2022.

Decision no 10

It is approved the 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.

Decision no 11

It is approved 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.

Decision no 12

It is approved 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.

Decision no 13

It is approved 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.

Decision no 14

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 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, FSA, BVB, as well as other public or private entities.

Monica Ivan
General Manager