

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: February 25, 2025
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 50,614,492.80
Regulated market where issued securities are traded: Bucharest Stock Exchange, Premium Tier, market symbol: BRK

Important events to be reported: OGMS & EGMS Meeting Announcement

Notice of the Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders on April 2/3, 2025

Today, **February 25, 2025**, the Board of Directors of **SSIF BRK FINANCIAL GROUP S.A.**, registered with the Cluj Trade Register under no. J12/3038/1994, Tax ID 6738423, with its registered office in Cluj-Napoca, Moșilor Street no. 119, Cluj County (hereinafter referred to as "the **Company**"), in accordance with the provisions of Law no. 31/1990 on commercial companies, Law no. 126/2018 on financial instrument markets and the FSA regulations for its application, as well as the provisions of the Company's Articles of Association, at the request of Mrs. Ileana Herling (an entitled shareholder and holder of 9.91% of the Company's share capital) registered under no. 513/31.01.2025 (BRK registration number of the shareholder's request), pursuant to art. 117 paragraph (1) and art. 119 paragraphs (1) and (2) of the Companies Law no. 31/1990, republished with subsequent amendments and completions, and art. 105 point 23 of Law no. 24/2017 on financial instrument issuers and market operations, with subsequent amendments and completions,

CONVENE

Ordinary General Meeting of the Company's Shareholders ("OGMS") is scheduled for **April 2, 2025, at 12:00**, at the Company's registered office in Cluj-Napoca, Moșilor Street no. 119, Cluj County. All shareholders registered in the register as of the close of business on March 20, 2025 (the Reference Date) are invited to participate. In the event that the statutory conditions or any other validity requirements are not met, the OGMS will be held on **April 3, 2025, at 12:00** at the same location, following the same agenda for all shareholders registered as of the Reference Date.

And

The Extraordinary General Meeting of the Company's Shareholders ("EGMS") is scheduled for **April 2, 2025, at 12:30**, at the Company's registered office in Cluj-Napoca, Moșilor Street no. 119, Cluj County. All shareholders registered in the register as of the close of business on March 20, 2025 (the Reference Date) are invited to participate. In the event that the statutory conditions or any other validity requirements are not met, the EGMS will be held on **April 3, 2025, at 12:30** at the same location, following the same agenda for all shareholders registered as of the Reference Date.

Agenda for the Ordinary General Meeting of Shareholders

- I. **The OGMS will have the following items on its agenda:**
 1. **The submission for revision by the Board of Directors of the '2023-2028 Strategy' – the initial version adopted by Resolution no. 8 of the OGMS on April 28, 2023, and its amendment adopted by Resolution no. 2 on March 13, 2024**

(hereinafter referred to as 'the Strategy') – in order to identify possible actions regarding the increase of revenues from specific activities and the reduction of expenses, with the aim of optimizing profitability.

The Board of Directors will be requested to evaluate the implementation of the approved strategy and propose adjustments, as follows:

An amendment to the Strategy to remove the following paragraph:

“ We will continue to support BRK group subsidiaries by pursuing alternative financing sources as well as through our own investments to achieve self-sustainability. To that end, we are allocating capital up to a maximum of 5% of our equity value (according to the latest audited and approved Consolidated Financial Statements) for new financings granted to companies where BRK’s stake exceeds 10% of the share capital (qualified investments), until 2028. These financings may be provided as equity contributions for capital increases or as loans. We also approve the extension of the loans granted to these companies, including the capitalization of accrued interest or the conversion of receivables into equity contributions. For clarity, the aforementioned cap refers to net additional exposures in value. Additionally, the rescheduling of current loans and their associated interest or their conversion is not included in this cap. In companies where we have—and will continue to have—active involvement, once they reach a stage of sustainable growth, we will capitalize on these investments through either complete exits, partial exits, or by attracting high-caliber national and international investors for accelerated development.”

Additional analysis of the following aspects related to the Strategy:

- The degree of implementation of the proposed measures.
- The impact on costs and operational efficiency.
- The reaction of the market and investors.
- The identification of possible risks and opportunities

2. **The revocation, with the cessation of future effects, of Resolution no. 3 adopted by the Ordinary General Meeting of Shareholders on March 13, 2024**, which approved the continuation of granting loans and/or the extension of existing loans by SSIF BRK Financial Group S.A. in the case of **Romlogic Technology S.A.**
3. **The revocation, with cessation of future effects, of Resolution no. 4 adopted by the Ordinary General Meeting of Shareholders on March 13, 2024**, which approved the continuation of granting loans and/or the extension of existing loans by SSIF BRK Financial Group S.A. in the case of **GoCab Software S.A.**
4. **Mandate the Board of Directors to analyze the contractual provisions of the agreements entered into with Romlogic Technology S.A., GoCab Software S.A., and Firebyte Games S.A., and to determine the method for recovering the receivables** arising from these contracts.
5. The approval of April 25, 2025 as the registration date (ex-date April 24, 2025) for shareholders to whom the effects of the resolutions adopted by the Ordinary General Meeting of Shareholders apply, pursuant to Art. 87(1) of Law no. 24/2017.
6. The approval of the mandate, with the possibility of substitution, for Mrs. Monica-Adriana Ivan to carry out all procedures and formalities provided by law, including amending and signing the Articles of Association to execute the resolutions of the Meeting, to submit and collect documents, and to sign on behalf of the Company in dealings with the Trade Register, FSA, BVB, and other public or private entities.

II. The EGMS will have the following items on its agenda:

1. **Mandate the Board of Directors to adopt and implement a company reorganization plan** aimed at increasing efficiency and optimizing operations, including a review and reorganization of human resources by identifying and restructuring potentially unproductive positions and roles. For clarity, the reorganization plan may include the following essential measures:
 - i. Reorganization of human resources by identifying and restructuring certain positions and roles to increase operational efficiency.

- ii. Optimization of operational costs through the analysis and reduction of non-essential expenses.
 - iii. Aligning the business strategy with the new economic conditions and the requirements of the capital market.
2. The approval of April 25, 2025 as the registration date (ex-date April 24, 2025) for shareholders to whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders apply, pursuant to Art. 87(1) of Law no. 24/2017.
3. The approval of the mandate, with the possibility of substitution, for Mrs. Monica-Adriana Ivan to carry out all procedures and formalities provided by law, including amending and signing the Articles of Association to execute the resolutions of the Meeting, to submit and collect documents, and to sign on behalf of the Company in dealings with the Trade Register, FSA, BVB, and other public or private entities.

GENERAL INFORMATION REGARDING EGMS AND OGMS

At the EGMS and OGMS, all shareholders registered as of the close of business on March 20, 2025, established as the Reference Date, are entitled to participate and vote.

Access for shareholders entitled to participate in the EGMS and OGMS is granted upon simple proof of identity. For individual shareholders, this is done by presenting an identity document; for corporate shareholders and individual shareholders represented by another party, this is done with a special or general power of attorney, the identity document of the representative, and the identity document of the individual being represented. The power of attorney form can be obtained from the Company's headquarters starting February 28, 2025, and from the website www.brk.ro, available in both Romanian and English.

Special or general power of attorney must be prepared in three original copies (one for the Company, one for the grantor, and one for the attorney). The powers of attorney, along with a copy of the identity document or the registration certificate and the certificate issued by the Trade Register (or any other document issued by a competent authority in the state where the shareholder is legally registered, dated no more than 3 months prior to the publication of the meeting notice), must be submitted/transmitted in original to the Company's headquarters or sent via e-mail by March 31, 2025—by 12:00 for the OGMS and 12:30 for the EGMS—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 the shareholder and accompanied by a self-declaration issued by the credit institution that has been granted the power of attorney, stating that:

- The credit institution provides custody services for the respective 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 the respective shareholder,
- The special power of attorney is signed by the shareholder.

On the date of the meeting, upon entering the general meeting room, the designated representative shall present the original power of attorney—in cases where it was transmitted by email with an embedded electronic signature—along with a copy of his/her identification documents.

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

Proposals for the introduction of new items to the agenda of the general meetings, as well as draft resolutions for items included or proposed to be included on the agenda, must be accompanied by copies of the identification documents of the initiators. These documents refer to identity documents (ID card) for natural persons, and registration certificates and/or any other document issued by a competent authority in the state where the shareholder is legally registered (dated no more than 2 months prior to the publication of the general meeting notice), indicating the legal representatives for corporate shareholders of the Company. Documents attesting to legal representative status that are prepared in a language other than English must be accompanied by a translation prepared by an authorized translator in either Romanian or English, and the verification of legal representative status will be based on the shareholders list provided by the Central Depository. Proposals must be submitted to the Company's headquarters no later than March 17, 2025, at 17:00, in a sealed envelope bearing the clear, capitalized inscription 'FOR THE EXTRAORDINARY / ORDINARY GENERAL MEETING OF SHAREHOLDERS', or transmitted by email with an embedded electronic signature in accordance with Law no. 455/2001 on electronic signatures, within the same deadline, to the email address: office@brk.ro, with the subject 'FOR THE EXTRAORDINARY / ORDINARY GENERAL MEETING OF SHAREHOLDERS'."

Shareholders are informed that with regard to proposals for introducing new items to the agenda of the meetings, it is required that for each item proposed by the initiators there be a justification or a draft resolution proposed for adoption at the general meeting.

The latest updated version of the proxies and postal voting ballots will be available on the company's website starting March 19, 2025, at 17:00.

Each shareholder has the right to submit written questions to the Board of Directors before the general meeting date regarding the items on the agenda, in accordance with Articles 198-199 of FSA Regulation no. 5/2018. An answer is deemed provided if the requested information is published on the company's website.

Shareholders registered as of the reference date in the shareholder register have the option to vote by mail, prior to the meeting date, using the postal voting form. The postal voting form, along with a copy of the identity document and/or the registration certificate and the certificate issued by the Trade Register—or any other shareholder document issued by a competent authority in the state in which the shareholder is legally registered (dated no more than 3 months prior to the publication of the general meeting notice)—must be submitted to the Company in original form at its headquarters or sent via e-mail with an extended electronic signature, embedded in accordance with Law no. 455/2001, to the email address office@brk.ro, by March 31, 2025, at 12:00 for the OGMS and 12:30 for the EGMS. The forms shall be completed either in Romanian or in English. Shareholders who have voted by special proxies or postal voting ballots may change their initial voting option or the method of expressing their vote, with the last vote expressed and recorded by March 31, 2025, at 12:00 for the OGMS and 12:30 for the EGMS being considered valid.

If a shareholder who has voted by mail participates in person or through a representative at the general meeting, the postal vote submitted for that meeting will be canceled. In this case, only the vote expressed in person or through the representative will be considered.

The postal voting ballots, the special proxy forms (both available in Romanian and in English), and the documents and informational materials regarding the issues included on the agenda, including draft resolutions, will be made available to shareholders starting February 28, 2025, at 17:00 on the company's website at www.brk.ro and at the company's headquarters in Cluj-Napoca, Motilor Street no. 119.

Documents provided in a language other than English (except for identity documents valid within Romania) shall be accompanied by a translation prepared by an authorized translator in Romanian or English.

The Board of Directors recommends that shareholders consult the supporting materials for the EGMS and OGMS, available on the website www.brk.ro starting from the publication date of the Notice in the Monitorul Oficial of Romania, Part IV.

Monica Ivan
General Manager