

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 26, 2020

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: Board of Directors' Decision to convene the Ordinary General Meeting and the Extraordinary General Meeting of the Shareholders for April 27/28, 2020.

Convening of the Ordinary General Meeting of Shareholders

Based on the Decision of **25.03.2020**, the Board of Directors of SSIF BRK Financial Group SA, 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,

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Ordinary General Meeting of Shareholders (hereinafter abbreviated as "OGMS"), according to the legal provisions and the constitutive act, for **27.04.2020**, at **12.00**, 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 **14.04.2020**, established as the reference date. In case of non-fulfillment of the statutory conditions or any other conditions of validity, the OGMS shall be held on **28.04.2020**, at **12:00**, in the same place, having the same agenda for all shareholders registered in the shareholders' register at the same reference date.

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

1. Presenting, discussing and approving the Company's individual and audited consolidated financial statements for the year 2019 and prepared in accordance with International Financial Reporting Standards based on the Directors' Report and the Financial Auditor's Report of the Company.
2. Ratification of investment decisions in the subsidiaries Romlogic Technology SA and Firebyte Games SA from 2019.
3. Approval of the discharges of the Company's directors for the activity carried out in the financial year 2019, based on the reports presented.

4. Approval of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2019 on the following destinations: legal reserve (5% in the amount of 407,650.82 RON) and coverage of losses carried over from previous years.
5. Establishing and approving the remuneration of the members of the Board of Directors and of the additional remuneration of the members of the Board tasked with specific functions, for the financial year 2020 and up to the first balance sheet OGMS of 2021.
6. Presentation, discussion and approval of the Investment Program and the Revenue and Expenditure Budget for the financial year 2020.
7. Subject to the approval of the Project amendment to the Articles of Association by the EGMS dated 27.04.2020-28.04.2020, the members of the Board of Directors are revoked individually.
8. Subject to the approval of the Project amendment to the Articles of Association by the EGMS from 27.04.2020-28.04.2020, the members of the Board of Directors will be elected for the remaining vacant places, by secret vote, with the simple majority required by law.
9. Approval of the date of **18.05.2020** as the date of registration (ex-dates **15.05.2020**) of the shareholders on whom the effects of the decisions adopted by the Ordinary General Meeting of Shareholders, according to art. 86 of Law no. 24/2017.
10. Approval of the mandate, with the possibility of substitution, of Mr. Nicolae Gherguş and Mrs. Monica-Adriana Ivan, so that together or separately, to carry out all the procedures and formalities provided by law 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 Ordinary General Meeting of Shareholders are entitled to participate and vote all shareholders registered at the end of **14.04.2020** set as the reference date.

The access of the shareholders to participate in the "OGMS" is allowed by the simple proof of their identity, made in the case of the natural persons acting with the identity document, and in the case of the legal entities and the shareholders represented by the special or general power of attorney given the natural person who represents them and the identity of the representative. The Procuration Form can be obtained from the Company's headquarters starting **27.03.2020** and from 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 before the date of publication of the convene of the general meeting) will be filed / transmitted originally at the Company's headquarters or sent by e-mail no later than **24.04.2020** at **12** 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 declaration on own responsibility given by the credit institution which has received the power of representation by special power of attorney, from which it shall be stated that:

- the credit institution provides custody services for that shareholder,
- the instructions under the special power of attorney are the same as 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, will 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 registered office of the Company no later than **08.04.2020, 17:00**, in a sealed envelope bearing the inscription in clear and capital letters "ORDINARY GENERAL MEETING OF SHAREHOLDERS" or transmitted 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 subject "FOR THE ORDINARY GENERAL MEETING OF THE 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 correspondence ballots will be available on the company's website starting from **13.04.2020, at 17.00**.

Each shareholder has the right to submit questions to the Board of Directors prior to the date of the general meeting, regarding on 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 registration certificate and the certifying certificate issued by ORC or any other shareholder's document 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) will be transmitted to the Company in original at its registered office or by e-mail with an extended electronic signature incorporated under Law no. 455/2001, at office@brk.ro, until **24.04.2020 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 **24.04.2020 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 **27.03.2020, at 17:00** on the company's website at www.brk.ro and at the headquarters of the company in Cluj-Napoca, 119 Moșilor street.

Candidates for the position of administrator will submit their applications, accompanied by the documents below, to the secretariat of the company in original until **10.04.2020 at 17:00**. The list of candidates and their Curriculum Vitae will be published on the company's website and can be completed and consulted by the shareholders. Candidates will be enrolled on the ballot papers in alphabetical order, and after the secret vote, the first administrator is declared in the descending order of the number of votes. In the case of a tie of votes for the 1st place administrator, a ballot will be held for sharing, with the highest number of votes being elected. For the purpose of the approval by the Financial Supervisory Authority, the candidates for the position of administrator must cumulatively fulfill all the criteria and conditions provided by the Law no. 31/1990 republished and by the FSA Regulation no. 1/2019.

Any shareholder may make proposals in writing for candidates - natural persons - to fill the vacant position of the Board of Directors of BRK Financial Group SA. Proposals will include the following documents:

- a) The actual proposal, which may mention a candidate for membership in the Board of Directors of BRK Financial Group SA, under the authorized signature, where applicable;
- b) Copy of the identity document, the conformity of which with the original is certified by handwritten signature by the holder of the identity document;
- c) Curriculum Vitae of the candidate, updated, dated and signed, in the original (Europass format), specifying relevant studies and training, professional experience, including the name of all the organizations for which the candidate worked / worked, the nature and duration the duties performed, in particular with regard to activities relevant to the function of administrator; in the case of functions held during the last 10 years, when describing those activities, details must be provided of all the delegated powers, internal decision-making powers and areas of activity under the control of the

candidate or, where appropriate, where appropriate, mention the supervisory authority of the entities in which the applicant has been active;

d) Copy of the study document and other relevant certificates held, certified for compliance by the candidate;

e) Declaration on his own responsibility that he fulfills the legal and statutory conditions for being a manager, signed in the original;

f) Declaration by the applicant on his / her own responsibility, supplemented with the information provided in Annex no. 1 to the FSA Regulation no. 1/2019 .

g) the criminal record certificate and the fiscal record certificate within the legal validity period or other equivalent document issued by the competent authorities of the country where he/she has established his/her domicile and/or residence, as well as in the state of origin, if the domicile / the residence is in a state other than the one of origin; for persons who have established their residence in Romania for less than 3 years, the criminal and fiscal criminal record or other equivalent document issued by the competent authorities of the last countries in which they had previously established / established their domicile and / or residence

h) List of persons who can provide references, letters of recommendation on the reputation and experience of the evaluated person, including their contact details

i) Statement of Liability on Conflict of Interest

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

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

Convening of Extraordinary General Meeting of Shareholders

Based on the Decision of **25.03.2020**, 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,

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The Extraordinary General Assembly of the Shareholders (hereinafter abbreviated as "EGMS"), in accordance with the legal provisions and the constitutive act, for **27.04.2020**, 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 **14.04.2020**, 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 **28.04.2020**, 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 updating of the Company's Articles of Incorporation:

1.1. Art.9 is supplemented by points 8 and 9, as follows:

"8. Dividend distribution BRK FINANCIAL GROUP S.A. it will be made only from the net profit and only if it is found that the share capital is intact.

9. Profit and loss, respectively dividends, are redistributed to shareholders in proportion to the number of shares held on the date of registration of the General Meeting. "

2.1. Art. 11, point 7 is amended as follows:

"7. The candidates shall be registered on the ballot papers in alphabetical order, and following the secret ballot the first 3 administrators are declared elected in descending order of the number of votes, which collect half plus one of the validly cast votes. In the case of equality of votes for the administrator of the 3rd place, the division will be proceeded according to the European regulations regarding the corporate governance, and the method of division will result from the evaluations made by the nomination committee and presented for each candidate."

2.2. Art. 11, point 8 is amended as follows:

8. The members of the board of directors may also be elected by the method of cumulative vote. At the request of a significant shareholder, the election on the basis of this method will be made compulsory, the company having the obligation to modify accordingly the articles of incorporation, which will provide a number of 5 members in the board of directors. "

2.3. Article 13, point 1 is amended and will have the following content:

"1. The Board of Directors consists of 3 non-executive members elected for a 4-year term. The members of the board of directors are re-eligible. At the date of this Company's Articles of Incorporation, the Board of Directors has the following composition: [...] "

2. 4. Article 13, point 6 shall be amended and shall have the following content:

" 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 called by email. The vote and any objections to the items on the agenda will be sent in writing by electronic mail, without the need for a meeting. This procedure cannot be used in the case of the decisions of the Board of Directors regarding the financial statements"

2.5. Art. 13, point 7 is amended and will have the following content:

"7. The remuneration of the members of the board of directors, the form and content of the management contract, are established and approved by the ordinary general meeting of the shareholders. "

2.6. Art. 13, point 8 is amended and will have the following content:

"8. At the meetings of the board of directors may be called to participate without voting rights the directors of the company, the department directors, other employees and guests. "

2.7. Article 15, point 3 is amended and will have the following content:

"3. The executive directors are responsible for the compliance by the company and its employees with the rules in force on the capital market. "

2.8. Art. 17, point 1 is amended and will have the following content:

"1. At the level subordinated to the Board of Directors, the Investment Committee on the company's own funds is set up, composed of three persons appointed by the Board of Directors of the company, which has a decisive role regarding the management and investment of own funds and all operations and to the activities carried out in which the own funds or real estate assets of the company are involved, within approved legal limits."

The competence ceiling of the CIH, the way the decisions are made and the requirements for reporting and formalizing the decisions will be established by the Board of Directors through internal policies, procedures and regulations. "

2. Approval of the date of **18.05.2020** as the date of registration (ex-date **15.05.2020**) 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.
3. Approval of the mandate of Mr. Nicolae Gherghus and Mrs. Monica-Adriana Ivan to jointly or separately carry out all the procedures and formalities required by law to carry out the decisions of the Assembly to deposit and take over documents and to sign for this purpose on behalf of the Company, in relation to the Trade Registry, FSA, BSE, as well as to 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 **14.04.2020** 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 **27.03.2020** and from 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 **24.04.2020** at **12**, at email 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 **08.04.2020**, 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 **13.04.2020**, 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 **24.04.2020** 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 **24.04.2020** 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 **27.03.2020**, at **17.00**, on the company's website at www.brk.ro and at the headquarters of the company in Cluj-Napoca, 119 Moșilor Street.

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.

Monica Ivan
General Manager