



# REMUNERATION PROCEDURE

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### PURPOSE AND LEGAL APPLICABLE FRAMEWORK. APPLICABLE PRINCIPLES OF REMUNERATION

The main purpose of BRK FINANCIAL GROUP S.A. in terms of remuneration is to respect the principle of equity, taking into account the business strategy, organizational culture and values of the organization, the long-term interests of the company and shareholders.

Regarding the remuneration, it refers to the Executive Directors of SSIF BRK FINANCIAL GROUP S.A., natural persons to whom the management of BRK was delegated by the Board of Directors, in accordance with the provisions of art. 143 of Law 31/1990 on companies, and which carries out its activity under a mandate contract. In the case of BRK, the General Manager and the Deputy General Manager are the only directors within the meaning of Law 31/1990 and also to the non-executive directors of BRK, regardless of the date of appointment or termination date.

The remuneration policy aims at adequate and responsible remuneration by ensuring that the level and component of remuneration correspond to the organizational culture of the S.S.I.F. BRK FINANCIAL GROUP S.A., its long-term objectives and strategy as well as its control environment, and the connection with performance is clearly determined. All remunerations approved in accordance with the principles provided by this Remuneration Policy are aligned with the best market practices, but also with the strategy, objectives, values of S.S.I.F. BRK FINANCIAL GROUP S.A., shareholders' interests and activity performance.

The remuneration policy is based on the following key principles:

- To contribute to the successful implementation of the company's strategy;
- To create the appropriate framework for cultivating the skills necessary for the sustainable development of BRK FINANCIAL GROUP S.A.;
- To ensure the adequate involvement of shareholders in establishing the remuneration policy and in monitoring its implementation;
- To contribute to the promotion of the mission and values of BRK FINANCIAL GROUP S.A.;
- To prevent situations of conflict of interest;
- Provide the necessary and flexible tools to remunerate directors in accordance with their responsibilities, competencies and performance;
- Ensure compliance with applicable legal requirements.

This Policy has been developed taking into account the following normative acts:

- Law 31/1990 on companies, with subsequent amendments and completions;
- Law 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

### INTERNAL RESPONSIBLE STRUCTURES

Within SSIF BRK FINANCIAL GROUP S.A., the Board of Directors is responsible for adopting and maintaining the remuneration policy and supervising its implementation to ensure its full functionality.

### REMUNERATION AND PERFORMANCE

#### REMUNERATION OF NON-EXECUTIVE ADMINISTRATORS

Chairman of the board (net)	1300 EUR/mo	<ul style="list-style-type: none"> <li>• The net monthly allowance, as well as the additional allowances are subject to the annual OGMS approval;</li> <li>• Therefore, the remuneration policy will be updated accordingly with the values approved by the OGMS or with other benefits / as the case may be</li> </ul>
Vice president of the board (net)	900 EUR/mo	
Member of the board CA	800 EUR/mo	
Board secretary (net)	300 EUR/mo	
Member of special committees (net), regardless of how many committees the administrator is part of	400 EUR/mo	
Independent member of Audit	100 EUR/mo	

#### Fixed allowance

Non-Executive Directors are entitled to a fixed monthly allowance related to the activity within the Board of Directors and to additional fixed allowances if they exercise other functions within the Board of Directors, within the Special Committees.

#### Management contracts of Non-Executive Directors

The terms of office of the Non-Executive Directors shall be four years and may be exercised only after obtaining individual approval from the Financial Supervisory Authority.

In the event of the appointment of a Non-Executive Director to a vacant position of director, the newly elected Non-Executive Director shall take over the remaining term of office of his predecessor and may not exceed the term of office of the other Non-Executive Directors.

ate the management contract with a notice period of 60 (ten) days from the date of notification. If BRK unilaterally terminates the management contract without its termination being attributable to the Non-Executive Director, the Non-Executive Director is

entitled to a gross compensation equal to the gross value of all fixed indemnities for a period of 2 (two) months.

## RMUNERATION OF DIRECTORS

In accordance with legislation and sound remuneration policies, there are two types of remuneration paid: fixed and variable.

### *Fixed remuneration*

Remuneration is fixed when the conditions for granting it:

- They are based on predetermined criteria;
- They are transparent regarding the individual amount granted to each director;
- They are permanent; ie maintained over a period of time closely linked to the specific role and organizational responsibilities;
- They are irrevocable; the permanent amount is changed only by negotiation or subsequent renegotiation in accordance with national legislation on wage setting;
- Cannot be reduced, suspended or canceled by the company without the employee's consent;

### *Variable remuneration*

Remuneration is variable when it does not meet the conditions for its inclusion in the fixed remuneration category.

The value of variable remuneration is based on:

- Evaluation of individual performance;
- The general results of the company

The evaluation of individual performance takes into account both financial and non-financial aspects such as: Gradul de satisfactie al clientilor fata de serviciile companiei

- Development of new products and / or improvement of existing ones
- Development and / or improvement of the work environment / procedures / processes and internal flows
- Improving industry-specific indicators / scores on: corporate governance, investor relations and / or other indicators that measure the fulfillment of standards and good practices in the business environment.

The remuneration structure is a combination of fixed and variable elements as well as a set of benefits for which it is considered to ensure an adequate balance to remain competitive on the market and to prevent taking risks that exceed the risk tolerance of S.S.I.F BRK FINANCIAL GROUP S.A.

Fixed remuneration	Monthly fixed remuneration	<p>The net monthly remuneration of the Directors is approved by the Board of Directors and is found in the individual mandate contracts of the Directors</p> <p>The net fixed monthly remuneration may vary between EUR 2,500 and EUR 3,500.</p> <p>The executive directors benefit from an annual leave remuneration equivalent to a monthly remuneration.</p>
Variable remuneration	Variable remuneration	<p>The variable annual remuneration of the General Manager and of the Deputy General Manager will be granted only to the extent of meeting the performance objectives and is approved by the Board of Directors in compliance with the maximum limits according to the regulations in force.</p> <p>The variable annual remuneration of the General Manager and the Deputy General Manager will be granted only to the extent of meeting the performance objectives and is approved by the Board of Directors in compliance with the maximum limits according to the regulations in force.</p> <p>The remuneration policy will be updated accordingly with the values approved by the OGMS and / or CA or with other benefits / as the case may be.</p>

### *Compensations*

If the Board of Directors decides to terminate the term of office of an Executive Director early, without just cause, the Executive Director shall be entitled to a number of compensatory remunerations in accordance with the mandate contract.

### *Governance and elaboration of remuneration policies and practices in the context of MiFID requirements regarding norms of conduct and conflicts of interest*

The remuneration policy is designed so as not to create incentives that could cause the relevant persons to favor their own interest or the interests of the company (business interests) to the potential detriment of customers or shareholders.

S.S.I.F. BRK FINANCIAL GROUP S.A. is designed so that it does not generate a direct link between remuneration and the sale of certain financial instruments or a certain category of

financial instruments, in this situation S.S.I.F. BRK FINANCIAL GROUP S.A. demonstrating compliance with MiFID requirements on rules of conduct or conflicts of interest.

### *Common provisions Non-Executive Directors / Directors*

#### *Professional liability insurance*

BRK has contracted on behalf of the Non-Executive Directors / Directors a professional liability insurance policy in the amount of EUR 1,000,000 (maximum amount of compensation).

### CRITERIA USED TO MEASURE PERFORMANCE (cumulated):

- Specific indicators in the field of financial intermediation: (i) number of clients / new clients (ii) total value of clients' assets (iii) turnover (iv) profit margins (v) number, frequency and / or size of operations / services corporate (vi) return on equity.
- The results of different perception studies / feedbacks ordered by the company (among customers / employees / shareholders, variety of products)
- Implementation of projects within BRK with a focus on innovative / high value-added projects
- Improving industry-specific indicators / scores on: corporate governance, investor relations and / or other indicators that measure the fulfillment of standards and good practices in the business environment.
- Achieving individual and departmental objectives
- Achieving the objectives set by the Board
- The bonus is granted for the achievement of the targets set by the Board of Directors which may decide - justifiably and respecting the principles of equity and payment for performance - to grant the bonus in full or in part for a level of achievement of the targets set.
- For periods shorter than 12 months by reference to a calendar year, the variable bonus will be calculated pro rata.

These criteria are applicable separately to the two directors according to the internal segregation of tasks.

### FINAL PROVISIONS

Any other previous provisions of the General Meeting of Shareholders of the Company regarding the remuneration of the Executive Directors and of the Directors are annulled together with the approval of the present remuneration policy.

The Board of Directors is mandated to update this Remuneration Policy accordingly by including OGMS remuneration decisions (such as, but not limited to, the annual approval of the Non-Executive Directors' Fixed Allowance, Stock Option Plan).



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