

**Special power of attorney  
for natural person shareholders**  
for the Extraordinary General Meeting of Shareholders  
(EGMS) of SSIF BRK FINANCIAL GROUP SA  
of 26/27 April 2021

I, the undersigned, [\_\_\_\_\_],

(to be filled in with the first and last name of the individual shareholder)

identified with identity card/passport series [ ], no. [\_\_\_\_\_], issued by [\_\_\_\_\_] , on [\_\_\_\_\_], personal registration number [\_\_\_\_\_] , domiciled in [\_\_\_\_\_], legally represented by [\_\_\_\_\_],

(to be filled in with the first name and last name of the legal representative of the individual shareholder only in case of shareholders who are natural persons lacking exercise capacity or having limited capacity)

identified with identity card/passport series [ ], no. [\_\_\_\_\_], issued by [\_\_\_\_\_] , on [\_\_\_\_\_], personal registration number [\_\_\_\_\_] , domicile in [\_\_\_\_\_],

holding a number of [\_\_\_\_\_] shares representing [ ] % from a total of 337.429.952 shares with voting rights issued by SSIF BRK Financial Group S.A., registered with the Cluj Trade Registry under no. J12/3038/1994, having sole registration code 6738423, headquartered in Cluj-Napoca, str. Motilor no. 119, Cluj County, Romania (the Company),

which entitles me to a number of [\_\_\_\_\_] voting rights, representing [ ] % of the paid-up share capital and [ ] % of the total voting rights in EGMS, hereby empower: [\_\_\_\_\_]

(to be filled in with the first name and last name of the empowered individual being granted this power of attorney)

identified with identity card/passport series [ ], no. [\_\_\_\_\_], issued by [\_\_\_\_\_] , on [\_\_\_\_\_], personal registration number [\_\_\_\_\_] , domiciled in [\_\_\_\_\_],

**OR**

[\_\_\_\_\_]

(to be filled in with the legal name of the empowered legal person being granted this power of attorney)

headquartered in [\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_] , having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_],

legally represented by [\_\_\_\_\_]

(to be filled in with the first name and last name of the legal representative)

identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_\_], issued by [\_\_\_\_\_  
\_\_\_\_], on [\_\_\_\_\_], personal registration number [\_\_\_\_\_  
\_\_\_\_], domiciled in [\_\_\_\_\_],

as my representative in the EGMS of the Company which will take place on **26-27.04.2021 at 11:00 o'clock**, at company headquarters, Cluj-Napoca, str. Motilor no. 119, Cluj County Romania, to exercise the voting rights pertaining to my holdings registered in the shareholders' registry as at the reference date, as follows:

1. **For the item 1 on the agenda**, respectively the *Approval of the reduction of the share capital of SSIF BRK Financial Group SA, pursuant to 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 shares acquired by the company, within the redemption program of treasury shares.*

FOR	AGAINST	ABSTENTION

2. **For the item 2 on the agenda**, respectively the *Approval of 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 fixed assets, for each of the financial years 2021, 2022 and 2023.*

FOR	AGAINST	ABSTENTION

3. **For the item 3 on the agenda**, respectively the *Approval of 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.*

FOR	AGAINST	ABSTENTION

**4. For the item 4 on the agenda, respectively Authorization and power of attorney 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.*

FOR	AGAINST	ABSTENTION

**5. For the item 5 on the agenda**, respectively *Approval of 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.*

FOR	AGAINST	ABSTENTION

**6. For the item 6 on the agenda**, respectively *Approval of 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.*

FOR	AGAINST	ABSTENTION

**7. For the item 7 on the agenda** respectively *Approval of the amendment of the articles of association as follows:*

Current form	Proposed form
<p><b>Article 13: Board of Directors</b></p> <p>1. The Board of Directors shall consist of 3 non-executive members elected for a term of 4 years. The members of the board of directors are eligible for re-election. At the date of the present Constitutive Act, the Board of Directors has the following composition: Danila Robert Iulian-Chairman of the Board, Goia Gabriel-Vice-Chairman of the Board and Constantin Sorin.</p> <p>2. Prior to taking office, the members of the board of directors shall be authorized by the FSA.</p> <p>3. (1) The Board of Directors shall meet at least once a month (2) The Board of Directors will have its own organization and functioning regulations.</p> <p>4. Decisions of the board of directors shall be taken by a simple majority of the members on a quorum basis. In order to be a quorum, at least three directors must attend the meeting of the board of directors. In the event of a tie, the chairman of the board of directors shall have the casting vote.</p> <p>5. Participation in the meetings of the board of directors may also take place through the means of distance communication: videoconference, telephone conference, etc.</p> <p>6. 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 convened by email. The vote and any objections to the items on the agenda shall be sent in writing by e-mail, without the need for a further meeting. This procedure may not be used in the case of decisions of the board of directors concerning the annual financial statements or the authorized capital.</p> <p>7. The remuneration of the members of the board of directors, the form and the content of the management contract shall be established and approved by the ordinary general meeting of shareholders.</p> <p>8. The directors of the company, the directors of departments, other employees and guests may be convened without the right to vote at the meetings of the board of directors.</p>	<p><b>Article 13: Board of Directors</b></p> <p>1. The Board of Directors shall consist of 3 non-executive members elected for a term of 4 years. The members of the board of directors are eligible for re-election. At the date of the present Constitutive Act, the Board of Directors has the following composition: Danila Robert Iulian-Chairman of the Board, Goia Gabriel-Vice-Chairman of the Board and Constantin Sorin.</p> <p>2. Prior to taking office, the members of the board of directors shall be authorized by the FSA.</p> <p>3. The Board of Directors will have its own organization and functioning regulations. Decisions of the board of directors shall be taken by a simple majority of the members on a quorum basis. In order to be a quorum, at least three directors must attend the meeting of the board of directors. Participation in the meetings of the board of directors can also take place through the means of distance communication: videoconference, telephone conference, etc. 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 convened by email. The vote and any objections to the items on the agenda shall be sent in writing by e-mail, without the need for a further meeting. This procedure may not be used in the case of decisions of the board of directors concerning the annual financial statements or the authorized capital. The directors of the company, the directors of departments, other employees and guests may be convened without the right to vote at the meetings of the board of directors.</p> <p>4. The remuneration of the members of the board of directors, the form and the content of the management contract shall be established and approved by the ordinary general meeting of shareholders, through the remuneration policy.</p>

FOR	AGAINST	ABSTENTION

Current form	Proposed form
<p><b>Article 16: Company auditors</b></p> <p>1. BRK FINANCIAL GROUP S.A. will hire financial auditors who meet the criteria and conditions established by the specific legislation in force</p> <p>2. The attributions, responsibilities and competencies of the financial auditors are included in the specific legislation in</p>	<p><b>Article 16: Company auditors</b></p> <p>1. BRK FINANCIAL GROUP S.A. will contract financial auditors who meet the criteria and conditions established by the specific legislation in force</p> <p>2. The attributions, responsibilities and competencies of the financial auditors are included in the specific legislation</p>

<p>force and will be provided in the contract for the provision of financial audit services concluded with the company, by the persons empowered in this respect.</p> <p>3. The financial auditor is elected by the GMS at the proposal of the board of directors. The ordinary general assembly votes according to the legal provisions the financial auditor for a term of maximum 3 years.</p> <p>4. At the date of the present Articles of Incorporation, the financial auditor of the company is the company JPA AUDIT &amp; CONSULTANTA SRL, a Romanian company, headquartered in Bucharest - sector 3, Bd. Mircea Voda, no. 35, et. 3, sect.3, registered at the Trade Register Office attached to the Bucharest Tribunal with number J40 / 8636/2002, having CUI RO14863621, represented by Mr. Toma Florin, for the financial years 2019, 2020 and 2021.</p>	<p>in force and will be provided in the contract for the provision of financial audit services concluded with the company, by the persons empowered in this respect.</p> <p>3. The financial auditor is elected by the GMS at the proposal of the board of directors. The ordinary general assembly votes according to the legal provisions the financial auditor for a maximum term of 3 years, with the possibility of extension.</p> <p>4. At the date of this Articles of Incorporation, the financial auditor of the company is the company JPA AUDIT &amp; CONSULTANTA SRL, a Romanian company, headquartered in Bucharest - sector 3, Bd. Mircea Voda, no. 35, et. 3, sect.3, registered at the Trade Register Office attached to the Bucharest Tribunal with number J40 / 8636/2002, having CUI RO14863621, represented by Mr. Toma Florin, for the financial years 2019, 2020 and 2021.</p>
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FOR	AGAINST	ABSTENTION

Current form	Proposed form
<p><b>Article 17: Investment Committee</b></p> <p>1. At the level subordinated to the Board of Directors, the Investment Committee on the company's own funds is established, composed of three persons appointed by the company's Board of Directors, which has a decision-making role regarding the administration and investment of own funds and all operations and activities. in which the company's own funds or real estate assets are involved, within approved legal limits.</p> <p>The competence ceiling of the CIH, the way the decisions are taken, respectively the requirements for reporting and formalizing the decisions will be established by the Board of Directors through internal policies, procedures and regulations.</p> <p>2. The decisions of the Committee will be formalized and reported monthly and whenever the case of the Board of Directors.</p>	<p><b>Article 17: Investment Committee</b></p> <p>1. At the level subordinated to the Board of Directors, the Investment Committee on the company's own funds is established, composed of three persons appointed by the company's Board of Directors, which has a decision-making role regarding the administration and investment of own funds and all operations and activities. in which the company's own funds or real estate assets are involved, within approved legal limits.</p> <p>The competence ceiling of CIH, the way the decisions are taken, respectively the reporting and formalization requirements of the decisions will be established by the Board of Directors through internal policies, procedures and regulations.</p> <p>2. The decisions of the Committee will be formalized and reported monthly and whenever the case of the Senior Management is.</p>

FOR	AGAINST	ABSTENTION

- 8. For the item 8 on the agenda, respectively the *Decrease of the share capital with the loss in value of 3,374,299.52 by reducing the nominal value of the acts.***  
*Approval of 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.*

FOR	AGAINST	ABSTENTION

- 9. For the item 9 on the agenda,** respectively the *Approval of the date of 17.05.2021 as the date of registration (ex-date 14.05.2021) 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.*

FOR	AGAINST	ABSTENTION

- 10. For the item 10 on the agenda,** respectively the *Approval of the mandate, with the possibility of substitution, of Mrs. Ivan Monica-Adriana and of 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 articles of association 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.*

FOR	AGAINST	ABSTENTION

*Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration.*

This special power of attorney:

- is valid only for the EGMS it was requested for, and the representative has the obligation to vote in accordance with the instructions given by the appointing shareholder under the sanction of cancellation of the vote by the EGMS secretaries;
- the deadline for registering the special power of attorney at the Company is **23.04.2021, 12:00 o'clock;**
- is made in 3 originals: one original is for the principal, one original is for the empowered person and one original will be submitted to the Company's headquarters;
- shall be signed and dated by the principal shareholder;
- all the sections shall be filled in by the principal shareholder;
- contains information according to the Constitutive Act of the Company, Law 31/1990, Law 297/2004.

I attach to this special power of attorney:

- a copy of the identity card allowing my identification on the SSIF BRK Financial Group S.A. shareholders registry issued by Depozitarul Central SA, and a copy of the identity card of the empowered individual (identity document or identity card for Romanian citizens or passport for foreign citizens);
- in case of an empowered legal person, I also attach the original or true copy of the findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the

legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published;

- proof that the proxy is an intermediary in accordance with Article 2 para. (1) point (14) of Law no. 297/2004 or an attorney at law, and that the shareholder is the proxy's client.

In case of an empowered legal person, we also attach the original or true copy of the findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published.

The special power of attorney date:[\_\_\_\_\_]

(if the shareholder sends more than one special power of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney)

First and last name shareholder:[\_\_\_\_\_]

(to be filled in with the first and last name of the individual shareholder, legible, in capital letters)

**Signature of the SHAREHOLDER:** [\_\_\_\_\_]

(In case of collective shareholders, it will be signed by all the shareholders)

First and last name of the PROXY:[\_\_\_\_\_]

(In case of a legal entity proxy, the company name along with the name of its representative shall be inserted)

**Signature of the PROXY:**