



100,57	30,35	37,29	0,52	0,2	38,46	7,13	1,94	69,93
3,79	30,35	37,29	1,93	1,4	72,54	7,13	1,94	27,18
71,73	26	36,2	1,94	1,52	78,35	37,03	19,49	16,93
25,05	26	36,2	2,02	1,75	86,63	52,37	19,49	66,67
169,88	284,56	55,7	6,2	3,97	64,03	16,76	8,81	85,64
16,74	9,33	31,85	100,57	38,89	64,03	0,2	1,19	1,06
3,8	86,89	6,82	20,27	1,95	38,67	1,4	38,46	69,78
69,94	127,51	4,42	38,4	36,11	51,45	1,52	72,54	14,8
57,35	1,2	4,42	38,4	44,07	36,11	1,75	78,35	48,35
48,4	0,84	-1,92	-8,63	11,04	44,07	3,97	86,63	48,35
8,95	58,68	-1,92	-15,08	45,22	26,62	3,97	64,03	3,47
43,91	0,11			1,17	6,99			

REMUNERATION POLICY 2024



www.brk.ro

REMUNERATION POLICY FOR MANAGEMENT STRUCTURE IN SSIF BRK FINANCIAL GROUP S.A.

PURPOSE AND APPLICABLE LEGAL FRAMEWORK PRINCIPLES OF THE REMUNERATION POLICY AREA OF APPLICABILITY

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

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

The remuneration policy aims at adequate and responsible remuneration by ensuring that the level and component of remuneration correspond to the organizational culture of SSIF BRK FINANCIAL GROUP S.A., the long-term objectives and strategy as well as its control environment, and the link with performance is clearly determined. All remunerations approved in accordance with the principles set out in 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., shareholder interests and business performance.

The remuneration policy is based on the following key principles:

- Contribute to the successful implementation of the company's strategy;
- To create the appropriate framework for cultivating the necessary skills 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 conflict of interest situations;
- To provide the necessary and flexible tools to remunerate managers according to their responsibilities, skills and performance;
- Ensure compliance in accordance with legal requirements;
- Contribute to BRK's business strategy, business as well as sustainability and long-term interests.

This Policy was developed taking into account the following normative acts:

- Law 31/1990 on companies, with subsequent amendments and additions;
- Law 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and additions.

INTERNAL STRUCTURES WITH RESPONSIBILITY

Within SSIF BRK FINANCIAL GROUP S.A., the Board 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 BOARD MEMBERS

Remuneration for the Chairman of the Board (net)	1800 EUR /month	<ul style="list-style-type: none"> the net monthly remuneration, as well as the additional remuneration, is subject to annual OGMS approval; therefore, the remuneration policy will be updated accordingly with the values approved by the OGMS or with other advantages/as the case may be
Remuneration for the Vice-president of the Board (net)	1.400 EUR /month	
Remuneration Board member (net)	1.300 EUR /month	
Supplementary remuneration for the Board secretary (net)	500 EUR /month	
Additional remuneration for members of Special Committees (net), regardless of the number of committees of which he is a member	400 EUR /month	
Remuneration for the independent member of the Audit Committee (net)	200 EUR /month	

Fixed remuneration

The Non-Executive Board Members are entitled to a fixed monthly remuneration related to the activity within the Board and to additional fixed remuneration if they also exercise other functions within the Board, within the Special Committees.

Management contracts of Non-Executive Board Members

The mandates of the Non-Executive Board Members have a duration of four years and can only be exercised after obtaining individual approval from the Financial Supervisory Authority.

Both BRK and the Non-Executive Board Member have the right to unilaterally terminate the administration contract with a notice period of 60 (sixty) days from the date of notification. If BRK unilaterally terminates the administration contract without its termination being attributable to the Non-Executive Administrator, the Non-Executive Administrator is entitled to a gross compensation equal to the gross value of all fixed remunerations for a period of 2 (two) months.

REMUNERATION OF MANAGERS

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

Fixed remuneration

Remuneration is fixed when the conditions for granting are:

- based on predetermined criteria;
- transparent regarding the individual amount granted to each direction;

- permanent; that is, maintained over a period of time closely related to the specific role and organizational responsibilities;
- irrevocable; the permanent amount is changed only by negotiation or subsequent renegotiations in accordance with the national legislation on the establishment of wages;
- 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 amount of variable remuneration is based on:

- Evaluation of individual performance;
- General results of the company

Individual performance evaluation takes into account both financial and non-financial aspects such as:

- The degree of customer satisfaction with the company's services
- Development of new products and/or improvement of existing ones
- Developing and/or improving the work environment/procedures/internal processes and flows
- Improvement of industry specific indicators/scores regarding to: corporate governance, relationship with investors 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 in order to remain competitive on the market and to prevent the assumption of risks that exceed the risk tolerance of S.S.I.F BRK FINANCIAL GROUP S.A.

Fixed monthly remuneration	The Managers' net monthly remuneration is approved by the Board and can be found in the Managers' individual mandate contracts The net fixed monthly remuneration varies between EUR 4000 and EUR 7000. The executive managers benefit from an annual leave remuneration, equivalent to a monthly remuneration.
The benefits	Directors benefit a car from the company, as well as the benefits stipulated in the Collective Labor Agreement (meal vouchers, subscription to medical services, etc.).

Variable remuneration	<p>The annual variable 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 in compliance with the maximum limits according to the regulations in force. The annual variable remuneration of Managers is determined through internal remuneration policies. These policies are approved by the Board.</p> <p>The remuneration policy will be updated accordingly with the values approved by OGMS and/or Board or with other advantages/as the case may be.</p> <p>Variable monthly remuneration is granted depending on the performance measured by the established criteria.</p>
-----------------------	--

Compensation

If the Board decides on the early termination of the mandate of an executive manager, without just cause, the executive manager is entitled to a number of compensatory remunerations according to the mandate contract as well as the payment of unused vacation days.

Governance and development of remuneration policies and practices in the context of MiFID requirements regarding rules of conduct and conflict of interests

The remuneration policy is designed in such a way as not to create incentives that could lead the relevant persons to favor their own interest or the interests of the company (business interests) to the potential detriment of clients or shareholders.

Remuneration policy of 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 regarding rules of conduct or conflicts of interest.

Common provisions Non-Executive Board Members / Managers

Professional liability insurance

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

CRITERIA USED TO MEASURE PERFORMANCE (cumulative):

- 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 various perception/feedback
- Implementation of projects within BRK with a focus on innovative projects/with high added value
- Improvement of industry specific indicators/scores regarding to: corporate governance, relationship with investors and/or other indicators that measure the fulfillment of standards and good practices in the business environment.
- Achievement of individual and departmental objectives
- Fulfillment of the objectives set by the Board
- The bonus is granted upon the achievement of the targets set by the Board, which can decide

– justifiably and respecting the principles of fairness and payment for performance – to grant the bonus in full or in part for a level of achievement of the set targets.

- 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 managers depending on the internal segregation of duties.

FINAL PROVISIONS

Any other previous provisions of the General Meeting of the Company's Shareholders regarding the remuneration of Executive Managers and Board Members are canceled with the approval of this remuneration policy.

The Board is mandated to properly update this Remuneration Policy by including OGMS decisions on remuneration (such as, but not limited to, the annual approval of the fixed remuneration of Non-Executive Board Members, Stock Option Plan).



SSIF BRK FINANCIAL GROUP S.A.

📍 Cluj-Napoca, Calea Moșilor 119

☎ (+4) 0364 401 709

✉ office@brk.ro



BRK FINANCIAL GROUP

www.brk.ro

