REMUNERATION POLICY

FOR THE MANAGEMENT STRUCTURE OF

SSIF BRK FINANCIAL GROUP S.A.

Purpose and applicable legal framework. Scope of application

The main purpose of BRK FINANCIAL GROUP S.A. with regard to remuneration is to observe the principle of fairness, taking into account the business strategy, the organisational culture and the values of the organisation, as well as the long-term interests of the company and of its shareholders.

Remuneration refers to the Executive Directors of SSIF BRK FINANCIAL GROUP S.A. — individuals to whom the management of BRK has been delegated by the Board of Directors, in accordance with the provisions of Article 143 of Company Law no. 31/1990, and who carry out their activity under a mandate agreement. In the case of BRK, the General Manager and the Deputy General Manager are the only directors within the meaning of Law no. 31/1990. The policy also applies to the non-executive administrators of BRK, irrespective of the date of their appointment or of the date on which their mandate ends.

The remuneration policy aims at adequate and responsible remuneration, by ensuring that the level and the structure of the remuneration correspond to the organisational culture of SSIF BRK FINANCIAL GROUP S.A., to its long-term objectives and strategy, as well as to its control environment, and that the link with performance is clearly determined. All remuneration approved in accordance with the principles set out in this Remuneration Policy is aligned with market best practices, as well as with the strategy, objectives and values of SSIF BRK FINANCIAL GROUP S.A., with the interests of the shareholders and with the performance of the business.

Key principles

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 developing the skills required for the sustainable development of BRK FINANCIAL GROUP S.A.;
- to ensure the adequate involvement of the shareholders in setting the remuneration policy and in monitoring its implementation;
- to contribute to promoting the mission and values of BRK FINANCIAL GROUP S.A.;
- to prevent conflicts of interest;
- to provide the necessary and flexible instruments for remunerating the directors in line with their responsibilities, competencies and performance;
- to ensure compliance with the applicable legal requirements;
- to contribute to the business strategy of BRK, as well as to its sustainability and long-term interests.

This Policy has been drawn up taking into account the following legal acts:

- Law no. 31/1990 on companies, as subsequently amended and supplemented;
- Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

Internal structures with responsibility

Within SSIF BRK FINANCIAL GROUP S.A., the Board of Directors is responsible for adopting and maintaining the remuneration policy and for supervising its implementation, so as to ensure that it is fully operational.

Remuneration and performance

Remuneration of the non-executive administrators

Position	Net indemnity
Chairman of the Board of Directors (net)	EUR 1,500 / month EUR 1,300 / month *
Vice-Chairman of the Board of Directors (net)	EUR 1,300 / month EUR 1,200 / month *
Member of the Board of Directors (net)	EUR 1,200 / month EUR 1,100 / month *
Secretary of the Board of Directors (net)	EUR 500 / month
Additional indemnity for members of the Special Committees (net), irrespective of the number of committees they belong to	EUR 400 / month
Independent member of the Audit Committee	EUR 200 / month

** The values marked with an asterisk shall apply where the Board of Directors is composed of 4 or 5 members.*

The net monthly indemnity, as well as the additional indemnities, are subject to annual approval by the Ordinary General Meeting of Shareholders (OGMS); consequently, the remuneration policy will be updated accordingly with the values approved by the OGMS or with other benefits, as the case may be.

Fixed indemnity

The Non-Executive Administrators are entitled to a fixed monthly indemnity for their activity within the Board of Directors, and to additional fixed indemnities if they also perform other functions within the Board of Directors or within the Special Committees.

Variable indemnity

In the event that a Stock Option Plan is approved by the Company, each of the administrators will be allocated options amounting to 1% of the company's net profit corresponding to the financial statements to which the ESOP programme refers.

Administration agreements of the Non-Executive Administrators

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

Both BRK and the Non-Executive Administrator are entitled to unilaterally terminate the administration agreement, subject to a notice period of 60 days from the date of notification. Should BRK unilaterally terminate the administration agreement without such termination being attributable to the Non-Executive Administrator, the Non-Executive Administrator is entitled to gross compensation equal to the gross value of the fixed indemnity for a period of 3 (three) months, provided that he/she accepts the revocation of the agreement and immediately waives the right to bring court proceedings against the Company in respect of the revocation.

Remuneration of the Directors

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

Fixed remuneration

Remuneration is fixed where the conditions for granting it:

- are based on predetermined criteria;
- are transparent as regards the individual amount granted to each director;

- are permanent, i.e. maintained over a period of time closely linked to the specific role and organisational responsibilities;
- are irrevocable — the permanent amount is changed only through negotiation or subsequent renegotiations, in accordance with the national legislation on the setting of salaries;
- cannot be reduced, suspended or cancelled by the company without the employee's consent.

Variable remuneration

Remuneration is variable where it does not meet the conditions for being included in the fixed remuneration category.

The amount of the variable remuneration is based on:

- the assessment of individual performance;
- the overall results of the company.

The assessment of individual performance takes into account both financial and non-financial aspects, such as:

- the degree of client satisfaction with the company's services;
- the development of new products and/or the improvement of existing ones;
- the development and/or improvement of the working environment, internal procedures, processes and workflows;
- the improvement of industry-specific indicators/scores regarding corporate governance, investor relations and/or other indicators measuring the fulfilment of standards and good practices in the business environment.

The remuneration structure is a combination of fixed and variable elements, together with a set of benefits, designed to ensure an appropriate balance so as to remain competitive on the market and to prevent risk-taking that exceeds the risk tolerance of SSIF BRK FINANCIAL GROUP S.A.

Fixed monthly remuneration	The net monthly remuneration of the Executive Directors is approved by the Board of Directors and is set out in the individual mandate agreements of the Directors. The net fixed monthly remuneration may range between EUR 4,000 and EUR 7,000. The Executive Directors may benefit from an annual holiday allowance equivalent to one monthly remuneration.
Benefits package	The Directors are entitled to a company car, as well as to the benefits provided for in the Collective Labour Agreement (meal vouchers, medical services subscription, etc.).
Variable remuneration	The annual variable remuneration of the Executive Directors shall be granted only to the extent that the performance objectives are met and is approved by the Board of Directors, in compliance with the maximum limits set out in the regulations in force. The annual variable remuneration of the Directors is established through the internal remuneration policies. These policies are approved by the Board of Directors. The remuneration policy will be updated accordingly with the values approved by the OGMS and/or by the Board of Directors, or with other benefits, as the case may be. The variable remuneration of the Executive Directors will be included in ESOP-type programmes and will be paid in shares of the Company, in order to align their interests with the market value of the shares.

Compensation

Should the Board of Directors decide the early termination of the mandate of an executive director, without just cause, the executive director is entitled to a number of compensatory remunerations in accordance with the mandate agreement, as well as to payment for the untaken holiday days. The compensatory remunerations are granted provided that he/she accepts the revocation of the agreement and immediately waives the right to bring court proceedings against the Company in respect of the revocation.

Governance and the design of remuneration policies and practices in the context of the MiFID requirements on conduct of business rules and conflicts of interest

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

The remuneration policy of SSIF BRK FINANCIAL GROUP S.A. is designed in such a way that it does not create a direct link between remuneration and the sale of certain financial instruments or of a certain category of financial instruments; in this respect, SSIF BRK FINANCIAL GROUP S.A. demonstrates compliance with the MiFID requirements on conduct of business rules and conflicts of interest.

Common provisions for Non-Executive Administrators / Directors

Professional liability insurance

BRK has taken out, on behalf of the Non-Executive Administrators / Directors, a professional civil liability insurance policy amounting to EUR 1,000,000 (maximum value of the indemnities).

Remuneration of key / critical personnel and other functions

Where an ESOP (Equity Stock Option Plan) programme is implemented, the Board of Directors will also include within the programme employed personnel who do not benefit from a variable indemnity under the Remuneration Policy / Regulation.

Criteria used for measuring performance (cumulative)

- Indicators specific to the financial intermediation sector: (i) the number of clients / new clients; (ii) the total value of client assets; (iii) turnover; (iv) profit margins; (v) the number, frequency and/or size of corporate operations/services; (vi) return on equity.
- The results of various perception studies / feedback.
- The implementation of projects within BRK, with a focus on innovative projects / projects with high added value.
- The improvement of industry-specific indicators/scores regarding corporate governance, investor relations and/or other indicators measuring the fulfilment of standards and good practices in the business environment.
- The achievement of individual and departmental objectives.
- The fulfilment of the objectives set by the Board of Directors.
- The bonus is granted upon achievement of the targets set by the Board of Directors, which may decide — on justified grounds and observing the principles of fairness and pay for performance — to grant the bonus in full or in part for a given level of achievement of the targets set.
- For periods shorter than 12 months by reference to a calendar year, the variable bonus shall be calculated pro rata.

These criteria apply separately to the directors, depending on the internal segregation of duties.

Final provisions

Any previous provisions of the General Meeting of Shareholders of the Company concerning the remuneration of the Executive Directors and of the Administrators are cancelled upon the approval of this remuneration policy.

The Board of Directors is mandated to update this Remuneration Policy accordingly, by incorporating the resolutions of the OGMS on remuneration matters (such as, but not limited to, the annual approval of the fixed indemnity of the Non-Executive Administrators, and the Stock Option Plan).