

**Special power of attorney  
for legal person shareholders**  
for the Extraordinary General Meeting of Shareholders (EGMS) of  
SSIF Broker SA  
of 16 December 2015

The undersigned, [\_\_\_\_\_],

(to be filled in with the legal name of the legal person shareholder)

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 of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)

holding a number of [\_\_\_\_\_] shares representing [\_\_\_\_\_] % from a total of [\_\_\_\_\_] shares issued by SSIF Broker 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 us 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 our representative in the EGMS of the Company which will take place on 16 December 2015 at 12:00 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 item 1 on the agenda, respectively the approval of the maximum ceiling of 25.000.000 to bondholders of the company in a period of 18 months

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as follows:

a) Approval of the initial issuance of 10,000,000 lei

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b) Approval of a second issue worth 15,000,000 lei

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c) And empower the Board of Directors to set the date of each issue, approve bond prospectuses and any other conditions of issue and empowerment to sign all documents necessary for initiating and performing the sale of bonds. Corporate bonds will be issued, nominative, dematerialized, secured, convertible into shares, traded on the regulated market operated by the Bucharest Stock Exchange, with the following characteristics:

- Maturity between 3 and 7 years with no possibility of early redemption
- Using of the funds collected: lending company's customers to conduct purchases of financial instruments on the regulated market under contract margin trading
- The interest rate is variable and is calculated using the formula ROBOR 3M + fixed margin up to 5.5%
- Full payment of principal and interest on the bond issue will be guaranteed with the SSIF BROKER SA receivable, receivables represent amounts to be received by SSIF Broker SA from customers, the contracted margin loans; loans to be lent from Debenture. Setting up the guarantees of receivables previously provided is based on the granted agreement signed by the Issuer to guarantee bonds. The issuer guarantees irrevocably and unconditionally to bondholders that receivables to serve as guarantees are valid and real starting with the contract date from the moment of their receivables as collateral.
- Payment of coupons: quarterly frequency
- Payment of principal: at maturity

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2. For item 2 on the agenda, respectively authorizing the Board of Directors of SSIF Broker SA for setting the detail parameters of each issue, for approval of prospectuses and any other conditions of bond issuance and signing of all documents necessary to initiate and conduct public offerings of bonds.

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3. For item 3 on the agenda, respectively the approval of repurchase of own shares in accordance with the legal provisions in force, in the maximum limit of 15% of the shared capital at the date of the Extraordinary Shareholders Meeting of 16/17.12.2015 of the SSIF BROKER SA, in a maximum number of 50,802,280 shares at a price of acquisition between 0.0400 lei / share and 0.1700 lei / share, in the purpose of their annulment and the reduce of share capital

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4. For item 4 on the agenda, respectively, change of company name from SSIF Broker SA into SSIF BRK FINANCIAL GROUP SA and amend the company documents in this regard, as below:

Article 1: Name

1. Company name is " SSIF BRK FINANCIAL GROUP S.A.
2. This act of incorporation, the name will be shortened BRK FINANCIAL GROUP S.A.
3. The Company will have the following logo:

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5. For item 5 on the agenda, respectively the approval of the registration date for identifying shareholders who are affected by the Extraordinary General Meeting of Shareholders under Art. 238 of Law no.297 / 2004 on capital markets. The proposed registration date is 05.01.2016

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6. For item 6 on the agenda, respectively the approval of ex date from which the financial instruments object of the Extraordinary General Meeting of Shareholders are traded without rights derived from that judgment. The ex-date proposed is 04.01.2016.

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7. For item 7 on the agenda, respectively the approval of trustees Mr. Mihai Buliga, and Mr. Grigore Chis, so that together or separately, to carry out all procedures and formalities required by law for carrying out the decisions of the Extraordinary General Meeting, make and take and sign documents for this purpose on behalf of the Company in relation to the Trade Register, ASF, BSE and other public or private entities. The trustees mentioned

above, will be able to delegate the power of the authorities granted above, any person, as they deem necessary.

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*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:

1. 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;
2. the deadline for registering the special power of attorney at the Company is 14.12.2015, 17:00 o'clock;
3. 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;
4. shall be signed and dated by the principal shareholder;
5. all the sections shall be filled in by the principal shareholder;
6. contains information according to the Constitutive Act of the Company, Law 31/1990, Law 297/2004, CNVM Regulation no. 15/2004 and CNVM Regulation no. 6/2009.

We attach to this special power of attorney:

- original or true copy of the findings certificate issued by the Trade Registry (in Romanian “certificat constatator”) or any other document, in original or true copy, issued by a competent authority of the state where the undersigned is duly incorporated, all being no older than 12 months as from the date when the general meeting convening notice was published and allowing our identification on the SSIF Broker S.A. shareholders registry on the reference date issued by Depozitarul Central SA. If Depozitarul Central SA was not timely informed of the name of the legal representative, (so that the shareholders' registry at the reference date to reflect that), the findings certificate/similar documents

mentioned above will have to prove the capacity of the undersigned's legal representative, and

- a copy of the identity card of the empowered (identity document or identity card for Romanian citizens or passport for foreign citizens).

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 12 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)

Legal name of the legal person shareholder: [\_\_\_\_\_]

First and last name of the legal representative: [\_\_\_\_\_]

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

**Signature:**

(to be filled in with the signature of the legal representative of the legal person shareholder and stamped, if the case)