

**S.N.G.N. ROMGAZ S.A.**

**Integral Component of the Selection Plan**



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## 1. Contextual requirements

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### Organizational context, mission, requirements expressed in the Letter of Expectations and the elements of organizational strategy elements in place or to be developed

Societatea Nationala de Gaze Naturale "ROMGAZ", hereinafter referred to as "ROMGAZ S.A." or "the Company" is a Romanian legal entity registered at the Trade Register Office of Sibiu Court under No. J2001000392326, fiscal code RO 14056826, having the legal form of a joint stock company. The company operates in accordance with the Romanian law. The headquarters of S.N.G.N. Romgaz S.A. is in Medias, P-ta C.I. Motas No. 4, Sibiu County. The Company's main field of activity, according to the Classification of Activities in the National Economy (CAEN Rev. 2) is the extraction of natural gas (CAEN code:062).

ROMGAZ is the largest producer and main supplier of natural gas in Romania.

The company has a vast experience in the field of natural gas exploration and production, its history starting more than 100 years ago in 1909, when the first natural gas reservoir was discovered in the Transylvanian Basin at Sarmasel.

ROMGAZ performs geological exploration to discover new gas reservoirs, produces methane by exploiting gas fields in the company's reservoir, performs underground gas storage activities, and also carries out well workover, recompletions and special well operations, and provides professional technological transportation services.

As of November 12, 2013, the company's shares are traded on the regulated market governed by BVB (Bucharest Stock Exchange) under the symbol of 'SNG'. The Global Deposit Receipts (GDRs), issued by the Bank of New York Mellon, based ROMGAZ shares (1 GDR = 1 share), were traded on LSE (London Stock Exchange) main market for financial instruments - under the symbol "SNGR". As a result of corporate decisions, effective on December 31, 2024, ROMGAZ was delisted from LSE and trading in the GDRs ceased.

According to the data from the Central Depository, ROMGAZ has a share capital of RON 3,854,224,000 split into 3,854,224,000 shares. The Romanian State owns a number of 2,698,230,800 shares representing 70.0071 % of the Company's share capital and exercises its rights as majority shareholder through the Ministry of Energy. The remaining of 955,288,283 shares representing 24.7855 % of the share capital and 200,704,917 shares representing 5.2074 % of the share capital are held by legal entities and individuals, respectively.

The company is governed in a one-tier system, with a Board of Directors consisting of 7 members.

#### ROMGAZ holds shares in a number of economic operators, as follows:

- S.N.G.N. ROMGAZ S.A. - FILIALA DE INMAGAZINARE GAZE NATURALE DEPOGAZ PLOIESTI S.R.L. 100 %;
- DEPOMURES S.A. - ROMGAZ 40 %; services related to crude oil and gas extraction, including surveys;
- AGRI LNG - ROMGAZ Project Company S.R.L. - ROMGAZ 50%; business and management consultancy services;
- ELECTROCENTRALE BUCURESTI S.A. - ROMGAZ 2.49%; electricity and thermal power production.

Recognising the importance of the mission for the country and the company, the professional, private management of S.N.G.N. Romgaz S.A. shall undertake to ensure an efficient transparent and performant corporate governance, which, by maximally and efficiently exploiting existing and future opportunities, will enable the company to achieve excellency in business, transforming it into a recognised operator on the national and international natural gas market, a leader on the energy market in the region, thus contributing to defining Romania as a major player in the natural gas sector in Europe.

The strategic vision of S.N.G.N. Romgaz Board members shall mainly refer to:

- efficiency and operational stability;
- safety and energy security;
- performances optimisation;
- sustainable development of the company.

Starting from the global diagnosis of the developed activity and the premises of the environment in which it operates, maximising all existing and future opportunities, the following strategic directions of action have been rigorously structured:

- operational excellence for efficiency and quality;
- ensuring a dedicated and skilled workforce;

- implementing the corporate governance framework: public governance, internal control, risk management, audit committee, public internal audit and external audit.

The Ministry of Energy, as PSA (Public Supervisory Authority), wants the Board members to act for the sustainable financial performance of the company by pursuing, but not limited to, the following objectives:

- increase of the portfolio of gas resources and reserves by discovering new resources and developing and improving the recovery of already discovered resources;
- consolidation of the position on the gas and electricity supply markets by reconsidering the commercial policy, including for the residential sector;
- optimisation, development and diversification of the underground storage activity by reconsidering its importance, to ensure the security, continuity and flexibility in gas supply, as a shareholder of the companies with underground storage activity;
- increasing the daily withdrawal capacity by investments that diminish the dependence of daily withdrawal capacity on reservoir pressure;
- exploration/identification of possibilities for the development of underground gas storages in salt caverns;
- exploiting the opportunities to grow and diversify the company's business, both internally, as well as regionally, in order to identify new opportunities;
- increase of the company's performances.

The performance objectives that S.N.G.N. Romgaz Board members must achieve and which are monitored by the public supervisory authority are to be negotiated and approved in accordance with the legal provisions in force.

ROMGAZ activity is carried out in a national and European energy context marked by the transition towards clean energy, generated without carbon emissions, aiming at a durable and sustainable transformation of the economy in general and the energy sector in particular.

## **2. Stages of the selection process, timetable, documents and materials to be verified, respectively drafted, contact persons for further information and details**

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By Resolution No.2/April 14, 2025 the Ordinary General Meeting of Shareholders approved the launch of the selection procedure for the remaining vacant positions of members of the Board of Directors of S.N.G.N. Romgaz SA, in accordance with the provisions of Government Emergency Ordinance No.109/2011 *on the corporate governance of public enterprises*, approved with amendments and additions by Law No. 111/2016, as amended and supplemented (hereinafter referred to as GEO No.109/2011).

The Agency for Monitoring and Evaluation of the Performance of Public Enterprises (AMEPIP) appointed, by President Order, two members in the Selection and Nomination Committee (SNC), nominated the Independent Expert and communicated to the public supervisory authority, respectively the public enterprise, the president's order and the information regarding the nomination of the Independent Expert.

The head of the Public Supervisory Authority, by administrative act appointed two members in the Selection and Nomination Committee and established the SNC according to provisions of Article 4<sup>9</sup> paragraph (1) and (2) of the Government Emergency Ordinance No. 109/2011 *on the corporate governance of public enterprises*, approved with amendments and additions by Law No. 111/2016, as amended and supplemented.

The public supervisory authority elaborated the Initial Component of the Selection Plan. The Initial Component of the Selection Plan was approved by administrative action of the public supervisory authority, namely by Order of the Ministry of Energy No. 536/May 14, 2025. The public supervisory authority, by Corporate Governance Department, elaborated the profile of the Board of Directors.

The Selection and Nomination Committee elaborated the Integral Component of the Selection Plan.

The Board profile and the Candidate profile are part of the Integral Component of the Selection Plan and will be approved together with it by Resolution of the General Meeting of Shareholders.

The announcement on the selection of the Board members shall be published by the public supervisory authority in accordance with the provisions of Article 29 paras. (4) and (5) of the GEO No. 109/2011 and of Article 19 paragraph (3) of Government Decision No. 639/2023 for the approval of methodological rules for the application of Government Emergency

Ordinance No. 109/2011 *on the corporate governance of public enterprises* (hereinafter referred to as Government Decision No. 639/2023), at least 30 days before the deadline for the submission of applications specified in the announcement.

The applications shall be submitted by the deadline specified in the announcement. The Selection and Nomination Committee may require further clarifications to the candidates, in writing, by setting a deadline within which they must reply.

In accordance with the provisions of Article 4<sup>5</sup> of the GEO No. 109/2011, the public supervisory authority shall submit the applications (documents submitted by each candidate) to AMEPIP to verify the compliance of the legal selection and appointment requirements, within two working days after the end of the submission period. AMEPIP shall verify the documents submitted by the candidates and shall transmit the favourable opinion to the public supervisory authority within two working days.

Incomplete applications shall be rejected. Unsuccessful candidates are noticed in writing of this decision within a maximum of 5 days from the date of the rejection decision. Based on the complete applications, submitted in due time, the Selection and Nomination Committee shall draw up a long-list, which will be confidential.

The Selection and Nomination Committee analyses the information in the applications remaining on the long-list and allocates the scores according to the evaluation grid for each criterion in the Board Profile and Candidate Profile for each candidate.

The candidates are subjected to a comparative analysis against the Board Member Profile and Candidate Profile. The Selection and Nomination Committee may require further information to that included in the application when it deems necessary to ensure rigour and fairness of the decisions taken, which may be obtained by the following means: written clarification, verification of previous work carried out by candidates, verification of references provided by candidates. As a result of further information, the accuracy of the score obtained on the basis of the requirements of the Candidate Profile may be reviewed, improved and validated. The candidates shall be eliminated from the long list in descending order of the score obtained according to the requirements of the Candidate Profile, up to a maximum of 5 candidates, that is a minimum of 2 candidates for each member of the Board of Directors, resulting in the short list. The Selection and Nomination Committee shall inform the rejected candidates by electronic means.

The short list shall be established by the Selection and Nomination Committee. The selected candidates shall be noticed by electronic means regarding their inclusion on the short list and are required to submit their Declaration of Intent to the public supervisory authority within 15 days from the notification date.

The Selection and Nomination Committee analyses the Declaration of Intent and integrates the results of the analysis when evaluating the candidate. The results from the Candidate Profile shall be analyzed in the light of the Profile of the Board of Directors.

The short-listed candidates are ranked following an interview organized by the Selection and Nomination Committee on the basis of the interview plan.

After the interviews are completed, the Selection and Nomination Committee shall draw up the ranking of the candidates and the final Report. The final Report is submitted to AMEPIP for its final assent in accordance with Article 4<sup>1</sup> para. (5) letter c) item (vii) of the GEO No. 109/2011 and, subsequently, the head of the public supervisory authority, in order to communicate it to S.N.G.N. Romgaz S.A. for the authorization of the representative in the General Meeting of Shareholders, according to the provisions of Article 22 para. (7) of Annex 1 to Government Decision No. 639/2023.

After issuance of AMEPIP assent, the final Report is published on the website of the public supervisory authority, the public enterprise and AMEPIP, in compliance with the provision of Regulation (EU) 2016/679 on the protection of natural persons regarding the processing of personal data.

## **1.2 Timetable of the selection procedure, documents and materials to be verified, respectively drafted**

<b><u>Item No.</u></b>	<b><u>Stage of selection procedure</u></b>	<b><u>Deadline</u></b>	<b><u>Responsible</u></b>	<b><u>Document result/action undertaken</u></b>
1	Initiating the procedure for selection of the shareholders	Date of GMS Resolution adoption	GMS	GMS Resolution

2	Notice to the Ministry of Energy concerning the initiation of the selection procedure	Immediately after the adoption	GMs/BoD Secretariat	Notice of GMS Resolution
3	Notification of AMEPIP regarding the initiation of selection procedures	2 working days after the date of GMS Resolution adoption	PSA (Public Supervisory Authority)	Notification to AMEPIP
4	Appointment, by Order of AMEPIP President, of 2 members in the Selection and Nomination Committee, submission to APT of their data, as well as the information regarding the selected independent expert	3 days after the date of the Notification receipt	AMEPIP	Order of AMEPIP president;  Address with information regarding the selected independent expert
5	Establishment of the Selection and Nomination Committee	2 days after the date of OPAMPIP receipt	PSA	Order of the Minister of Energy regarding the establishment of SNC (Selection and Nomination Committee)
6	Preparation and publication of the draft of Initial Component of the selection plan	10 days after the date of GMS Resolution concerning the initiation of the selection procedure	PSA	The Draft of the Initial Component of the selection plan is published on the webpage of PSA and PE (public enterprise)
7	Consultation in view of the completion of the Initial Component of the selection plan	5 days after the publication date	Shareholders representing individually or jointly at least 5% of the share capital	Draft consultation announcement
8	Publication of proposals received under the Initial Component of the selection plan	1 day after receipt of proposals	PSA	Add/amend project proposals
9	Approval of the Initial Component of the selection plan, including the Letter of Expectations as part of the Initial Component of the selection plan	Within 15 days from the date of the selection procedure	PSA	Order of the Minister of Energy approving the Initial Component of the selection plan, including the Letter of Expectations
10	Publication of the Initial Component of the selection plan on the webpages of PSA and PE	After the approval of the Initial Component of the selection plan	PSA PE	Address regarding the publication of the Initial Component of the selection plan  Publication on the website of AMEPIP of the Letter of Expectations
11	Preparation of the Board profile draft. Publication of the Board profile draft on PSA and PE websites Submission of the Board profile to AMEPIP	5 days from the approval of the Initial Component of the selection plan	PSA	Draft of Board profile  Address regarding the publication of the Board profile draft  Address to AMEPIP regarding the communication of Board profile draft
12	Consultation in view of the completion of the Board profile	5 days after the publication date	Shareholders representing individually or jointly	Draft consultation announcement



			at least 5% of the share capital	
13	Draft of the Integral Component of the selection plan, including the Board profile, the Candidate profile, the interview plan, the terms related to the stages included between the initiation of the selection procedure and the date of the Final Report and the Initial Component of the selection plan presentation	Within 10 days after the SNC establishment	SNC	Draft of Integral Component of the selection plan
14	Publication of the Integral Component of the selection plan draft on PSA and PE websites	2 days after point 14	SNC by means of Secretariat	Draft of Integral Component of the selection plan  Address regarding the publication of the Integral Component of the selection plan
15	Consultation in view of completion of the Integral Component of the selection plan	5 days after the draft publication date	Shareholders representing individually or jointly at least 5% of the share capital	Draft consultation announcement
16	Approval of the Integral Component of the selection plan together with/including the Board profile and the Candidate's profile	No later than 35 days after point 15	GMS/BoD Secretariat	GMS resolution regarding the approval of the Integral Component of the selection plan
17	Publication on PSA, PE and AMEPIP websites of the announcement regarding the shareholders' selection in at least 2 mainline economical and/or financial publications, on at least one platform or human resources recruitment website with high visibility at national level	3 days after point 17  At least 30 days before the deadline for submission of applications	SNC Secretariat and Bod Chairman of the PE	Recruitment and selection announcement
18	Submission of applications	Until the deadline specified in the selection announcement	Candidates	Applications
19	Submission to AMEPIP of the documents submitted by candidates for verification of fulfilment of the legal requirements for selection and nomination	2 working days after the completion of the submission applications period	PSA	Documents submitted by the candidates
20	Verification of the candidates' documents and submission to PSA of the assent	2 working days after point 20	AMEPIP	Assent
21	Request for any further clarifications, in writing, with deadline for reply	if applicable	SNC Candidates	Clarification form
22	Incomplete applications are rejected. Rejected candidates are notified in writing about this decision	no later than 5 working days after the date of rejection decision	SNC	Written information
23	Drafting the long list based on complete applications submitted in due time, which is confidential	Within 2 days after point 21	SNC	Long list
24	Analyzing the information from the remaining applications on the long list and allocating the score according to the evaluation grid for each criterion in the Board profile for each candidate.	upon completion of the analysis of the information from the applications	SNC	Short list

	Candidates are removed from the long list in descending order of the score obtained according to the requirements of the Candidate profile, up to a maximum of 5 candidates, that is a minimum of 2 candidates for each Board member position, resulting in the short list.			
25	Informing the rejected/unsuccessful candidates	Upon completion of the short list	SNC	Electronic notification
26	Informing the selected candidates by electronic means of the inclusion of their candidature on the short list and of the obligation to submit their Declaration of Intent to PSA within 15 days from the date of information	Within 15 days from the date of information	Candidates	Declaration of intent
27	Analyzing the Declarations of intent and integrating the results of the analysis into the Candidate profile matrix	Within the deadlines set by the SNC	SNC	Declaration on intent - Analysis form Candidate profile matrix
28	Organization and conduct of interviews if short list candidates, integration of results	Within the deadlines set by the SNC	SNC	Interview plan
29	Ranking of candidates in the short list and final Report of the procedure, representing the completion of the selection procedure	After completion of interviews, in terms set by the SNC	SNC	Ranking candidates Final Report
30	Approval of final Report by PSA Head to mandate the representatives to the GMS, for the proposal of members of the Board of Directors	Upon terms set by SNC	SNC	Communicating the final Report in view of the approval by PSA Head
31	Communication of the final Report to the AMEPIP for the issue of the favorable opinion	Within 3 working days after completion of the selection procedure	PSA	Notification of Final Report
32	AMEPIP gives its assent by approving or cancelling the procedure, ordering remedial measures and/or sanctions by decision of the President	Within 10 days of receipt of the final report	AMEPIP	AMEPIPs assent or Decision of the President with remedial measures
33	Publication of the final Report in compliance with GDPR rules, on the website of the PSA, the PE and the AMEPIP	After AMEPIPs assent	PSA, Chairman of the BoD, AMEPIP	Final Report publication address
34	Convening of the GMS of the public enterprise by the PSA for the appointment of the Board members	No later than 10 days after the final report is communicated	PSA	Convening of the GMS in accordance with Law No. 31/1990, republished, with subsequent amendments and addition
35	Appointment of Board members	In accordance with legal provisions	GMS	GMS resolution

### 2.3 Contact persons for additional information and details

Secretariat of the Selection and Nomination Committee: [selectie.romgaz.@energie.gov.ro](mailto:selectie.romgaz.@energie.gov.ro)

### 2.4 Detailed list of the documents required for the submission of candidature, according to the stages of the selection procedure for Board members

1. List of documents (paper files only);



2. A typed, dated and signed Curriculum Vitae, which shall include detailed information on previous and current activities with time intervals in the form ZZ/LL/AAAA for each form exercised, including the name of employers and the nature of the activities carried out by them, the positions held, with the indication of those activities that fall within the scope of the position for which the individual is applying, and other relevant information related to the positions for which the individual is applying, and other relevant information related to the entities in which the individual has held or holds managerial responsibilities. The information contained in the Curriculum Vitae must be relevant to the level of knowledge, skills and experience that the person possesses;
3. Medical certification issued by the family doctor, within the validity period;
4. Criminal record certification, within the validity period;
5. Tax clearance certificate, within the validity period;
6. Copies:
  - a. Copy of identity card;
  - b. Copy of marriage certificate or other documents, only if the name on the documents submitted is different from the name on the identity card;
  - c. Copy of Bachelor's degree or equivalent;
  - d. Copies of diplomas of other university degree programmes (if applicable) - other Bachelor programmes, master programmes, doctorate, MBA;  
Copies of diplomas or certificates of participation in short training programmes will not be sent;
  - e. Copies of documents proving the required professional experience (*Reges/Revisal* extract, copy of employment record book, if applicable), mandate/management contracts, certificates issued by employers, certificate issued by NTRO (National Trade Register Office), documents showing the economic and financial results of the companies in which the candidate has exercised the mandate of administrator or director, documents showing that he/she is authorized as a financial auditor and registered in the electronic public register by the competent authority in Romania, from another Member State, the European Economic Area or Switzerland, or that he/she has at least 3 years' experience in statutory auditing acquired through participation in statutory audit missions in Romania or within audit committees set up at the level of the boards of directors/supervisory boards of companies/entities of public interest (if applicable), other documents signed and stamped by the issuer certifying the candidate's direct contribution to improving the financial performance of the companies they have managed/led, proof of registration in the body of independent administrators (if applicable).
7. Forms:
  - a. F1 - Application;
  - b. F2 - Affidavit (Self-declaration) concerning the conformity of the documents and information provided in the application
  - c. F3 - Agreement to obtain data for verification of information
  - d. F4 - Consent to the processing of personal data
  - e. F5 - Declaration of interests

### 3. Provisions of confidentiality and access to documents, list of confidential items

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The Nomination and Selection Committee shall ensure transparency throughout the recruitment and selection process, at same time complying with confidentiality obligations related to data provided by candidates.

All information relating to all candidates through the entire process shall be made public by publishing them online on the designated websites.

All personal data information are confidential.

The long list as well as the short list are confidential and shall not be published. The candidates accepted or rejected from these lists shall receive individually a written notification in this respect.

All application files of candidates shall be fully confidential and treated as such by all parties involved in the selection and nomination procedure. At the same time, data confidentiality also refers to not using this information for own benefit.

The information on the candidates' identity shall be treated at the highest level of confidentiality, and access to this information is limited to the person's involved in the decision making process.

List of confidential items:

- Identity, personal data and candidates' application files;
- Information related to private, professional, and public life of candidates.
- Long list of qualified candidates and short list of candidates qualified for the next stage of the selection.

Items available only to the Nomination and Selection Committee:

- All scores received during the intermediate and integrated into the matrix evaluations/clarifications;
- Interviews results and the items, details, examples and all data provided by candidates, except confidential data;

Items that can be made public

- Selection plan - the initial component that includes the Letter of Expectations
- Board of Directors 'profile
- Candidate's profile
- Notices related to selection, for printed and online media
- Selection criteria
- Interview plan
- Declaration forms
- Selection plan - integral component

The final report shall be published on the Energy Ministry website, S.N.G.N. Romgaz S.A. website, and AMEPIP website, in compliance with the provisions of (EU) Regulation 2026/679 on natural persons' personal data processing protection.

#### 4. List of possible risks and measures to be taken for mitigating these risks, complying with the shareholders' rights and the public company interests

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List of possible risks and measures to be taken for mitigating these risks, in compliance with the shareholders' rights and the public company interests. Some examples below:

Identified Risk	Impact	Probability of occurrence	Observations
Time crisis/noncompliance with the deadlines provide by law	Moderate	Medium	<ul style="list-style-type: none"> <li>- Providing some time reserves for each activity and stage of the procedure;</li> <li>- Documents' timely preparation; the selection plan integral component</li> <li>- Setting duties for each NSC member</li> </ul>
Delays in performing the selection procedure	Moderate	Medium	<ul style="list-style-type: none"> <li>- Strict compliance with the planned</li> </ul>

			<p>stages for the selection procedure;</p> <ul style="list-style-type: none"> <li>- All NSC members fulfilling their duties</li> </ul>
Small number of candidates	Moderate	Medium	<ul style="list-style-type: none"> <li>- Adequate marketing, adding new channels to share the recruitment and selection campaign messages;</li> </ul>
Short list/nominated candidates abandoning the selection process	High	Medium	<ul style="list-style-type: none"> <li>- Ensuring an initial number of candidates to allow a sufficient number of accepted candidates on the short list;</li> <li>- Reducing to the minimum possible the period for accepting a candidate;</li> <li>- Making the candidate aware of the procedure</li> <li>- Clarifying, as much as possible, the questions/issues raised by the candidate related to the position</li> </ul>
Appeal against the Public Supervisory Authority's Decision before the administrative court (Article 29, paragraph (6) of GEO 109/2011) Public Supervisory Authority	High	Medium	Dissatisfied candidates may appeal against the results obtained by appealing before the administrative court within 15 days as of the date of the notification

## 5. Interview plan

1	<p><b>WELCOMING</b></p> <p>welcoming and introducing the candidate: presenting the interviewers and the structure of the interview</p>
2	<p><b>PRESENTATION BY THE CANDIDATE OF THE CONTEXTUAL REQUIREMENTS OF THE COMPANY</b></p>

	The candidate briefly presents the contextual requirements of the company as he deduced from the official data he consulted (including the Letter of Expectations) and then he pitches his/her personal profile - academic and professional experience, remarkable achievements in his/her career, achievements that may constitute reasons for occupying the position for which he/her is applying for - traits that suit the company's contextual requirements the best.
<b>QUESTIONS ASKED BY THE NOMINATION AND SELECTION COMMITTEE TO EVALUATE THE SELECTION CRITERIA</b>	
<b>3</b>	<b>SPECIFIC COMPETENCES IN S.N.G.N. ROMGAZ S.A. FIELD OF ACTIVITY</b>  1.1 the ability to understand and analyze technological and operational processes specific in the company's field of activity;  1.2 the ability to increase the company's performance;  1.3 the ability to understand, integrate and comply with the environment requirements in the field;  1.4 the ability to integrate the safety standards in his/her decisions/actions;  1.5 the ability to understand the need to and to facilitate the needed investments to achieve the strategic objectives.
<b>4</b>	<b>STRATEGIC PROFESSIONAL SKILLS</b>  2.1 the ability to efficiently and sustainably manage the physical, financial and informational resources of the organization;  2.2 the ability to define clear objectives, to evaluate the business environment and to implement strategies that ensure the Company's sustainable development;  2.3 ability to establish an organizational culture based on understanding and satisfying customer needs, quality, and performance;  2.4 the ability to adapt to new economic, technological and legal contexts, as well as resilience to challenges;  2.5 the ability to understand the basic principles of corporate finances, efficient management of costs and to identify, evaluate and manage risks;  2.6 the ability to supervise the digitalization processes implementation and development, use advanced technologies and integrate these in the Company's operations.
<b>5</b>	<b>CORPORATE GOVERNANCE SKILLS</b>  3.1 The ability to establish and maintain constructive and transparent relationships with social partners, including employees, unions, authorities and other relevant stake holders;  3.2 the ability to implement corporate governance principles, in compliance with the applicable legal provisions in the field.
<b>6</b>	<b>SOCIAL AND PERSONAL SKILLS</b>  4.1 Institutional communication skills according to job requirements;  4.2 The ability to represent the Company
<b>7</b>	<b>LOCAL AND INTERNATIONAL EXPERIENCE</b>  5.1 Experience with public authorities, regulatory and supervisory authorities within the Company's field of activity  5.2 Experience with European institutions
<b>8</b>	<b>SPECIFIC SKILLS AND RESTRICTIONS FOR PUBLIC SERVANTS OR OTHER CATEGORIES OF STAFF WITHIN THE PUBLIC SUPERVISORY AUTHORITY OR OTHER PUBLIC AUTHORITIES OR INSTITUTIONS</b>

	6.1 The ability to implement and monitor public policies within the energy field.
<b>OUTLINING THE ADMINISTRATIVE VISION</b>	
<b>9</b>	<b>Answers related to:</b> <ul style="list-style-type: none"> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives to be achieved during the future term of office;</li> <li>- personal profile directly correlated to these objectives;</li> <li>- consistent assessments of the specific challenges facing the company/regie in relation to its context;</li> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding operational performance;</li> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding financial performance;</li> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding the public company investment policy;</li> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding public company dividends/distributions from net profit policy;</li> <li>- specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding ethics, integrity and corporate governance;</li> <li>- propose indicators that it deems appropriate to monitor public company's performance during the mandate, together with the set objectives;</li> <li>- realistic and comprehensive presentation of constraints, risks and limitations in achieving the proposed objectives and the action plan to mitigate/eliminate them.</li> </ul>
<b>10</b>	<b>TRAITS</b> <ol style="list-style-type: none"> <li>1. Personal and professional reputation</li> <li>2. Integrity</li> <li>3. Independence</li> <li>4. Political exposure</li> <li>5. Interpersonal communication skills</li> <li>6. Vision</li> </ol>
<b>11</b>	<b>CLARIFICATION</b> Questions asked by candidate.
<b>12</b>	<b>COMPLETION</b> Ending the interview

**Maximum estimated time: 50 minutes**

## **6. Selection criteria**

The selection criteria are skills and traits that the candidates need to successfully fulfill the position that they would be granted. These criteria are listed and grouped in a comparative analysis below:

### **A. SKILLS**

### **1. Specific skills relevant to the Company's field of activity**

- 1.1 the ability to understand and analyze technological and operational processes specific in the company's field of activity;
- 1.2 the ability to increase the company's performance;
- 1.3 the ability to understand, integrate and comply with the environment requirements in the field;
- 1.4 the ability to integrate the safety standards in his/her decisions/actions;
- 1.5 the ability to understand the need to and to facilitate the needed investments to achieve the strategic objectives.

### **2. Strategic importance professional skills**

- 2.1 The ability to efficiently and sustainably manage the physical, financial and informational resources of the organization;
- 2.2 The ability to define clear objectives, to evaluate the business environment and to implement strategies that ensure the Company's sustainable development;
- 2.3 The ability to establish an organizational culture based on understanding and satisfying customer needs, quality, and performance;
- 2.4 The ability to adapt to new economic, technological and legal contexts, as well as resilience to challenges;
- 2.5 The ability to understand the basic principles of corporate finances, efficient management of costs and to identify, evaluate and manage risks;
- 2.6 The ability to supervise the digitalization processes implementation and development, use advanced technologies and integrate these in the Company's operations.

### **3. Corporate governance skills**

- 3.1 The ability to establish and maintain constructive and transparent relationships with social partners, including employees, unions, authorities and other stakeholders;
- 3.2 The ability to implement corporate governance principles in compliance with the provisions of GEO no. 109/2011.

### **4. Social and personal skills**

- 4.1 Institutional communication skills according to job requirements;
- 4.2 The ability to represent the Company.

### **5. Local and international experience**

- 5.1 Experience with public authorities, regulatory and supervisory authorities within the Company's field of activity;
- 5.2 Experience with European institutions.

### **6. SPECIFIC SKILLS AND RESTRICTIONS FOR PUBLIC SERVANTS OR OTHER CATEGORIES OF STAFF WITHIN THE PUBLIC SUPERVISORY AUTHORITY OR OTHER PUBLIC AUTHORITIES OR INSTITUTIONS**

- 6.1 The ability to implement and monitor public policies within the energy field.

### **7. Compliance with Letter of Expectations**

- 7.1 The ability to present specific, measurable, attainable/achievable, relevant to society, and time-bound objectives to be achieved during the future term of office;
- 7.2 The ability to present personal profile directly correlated to these objectives;
- 7.3 The ability to draw consistent assessments of the specific challenges facing the company in relation to its context;
- 7.4 The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding operational performance;
- 7.5 The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding financial performance;
- 7.6 The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations regarding the company's profitability;



7.7 The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations regarding service quality;

7.8 The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding the public company investment policy;

7.9 The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations for reducing receivables;

7.10 The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding ethics, integrity and corporate governance;

7.11 The ability to propose indicators that it deems appropriate to monitor public company's performance during the mandate, together with the set objectives;

7.12 The ability to present in a realistic and comprehensive manner the constraints, risks and limitations in achieving the proposed objectives and the action plan to mitigate/eliminate them.

## B. TRAITS

1. Personal and professional reputation
2. Integrity
3. Independence
4. Political exposure
5. Interpersonal communication skills
6. Vision

## C. OTHER CRITERIA

1. Economic and financial results of the companies in which the candidate has served as board member or director
2. Tax and criminal record
3. Gender criteria

### 7. Scoring Method

The criteria presented above shall be assessed in compliance with the provisions of Annex no. 1a of Government Decision no. 639/2023 based on the following score grid:

Score	Level of competence	Description
N/A	Not applicable	This competence does not have to be applied or proven
1	Basic	Understands the basic knowledges
2	Intermediate	<ul style="list-style-type: none"> <li>- has an experience acquired through basic training and/or some similar experiences. This level of competence implies the support of some professionals</li> <li>- understands and uses accurately the terms,</li> </ul>

		<p>concepts, principles and issues related to this competence</p> <ul style="list-style-type: none"> <li>- knows and uses the applicable legal acts, rules and guidelines.</li> </ul>
3	Competent	<ul style="list-style-type: none"> <li>- is able to fulfill the functions related to this competence. Support from individuals with expertise may sometimes be required, but generally demonstrates this ability independently.</li> <li>- has applied this skill in the past with minimal external support.</li> <li>- understands and can assess the influences of changes in processes, policies and procedures within the field of activity</li> </ul>
4	Advanced	<ul style="list-style-type: none"> <li>- Fulfills the duties related to this skill without external help. It is recognized within the organization he works in as an expert in this skill, can provide support and has advanced experience in this skill.</li> <li>- Provided practical/relevant ideas, resources and perspectives related to the process or for the development of practice, at level of board governance and executive management.</li> <li>- Is capable of interaction and having constructive discussions with executive management, and also to train other people in applying this skill</li> </ul>
5	Expert	<ul style="list-style-type: none"> <li>- Is known as an expert in this field to provide support and to identify solutions for complex issues related to this area of expertise</li> <li>- Has proven excellency in applying this skill in multiple boards of directors and/or organizations.</li> </ul>

		- Is known as an expert, leader or innovator in this skill by the board, organization and/or other organizations
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## 8. Documents related to Declaration of Intent

According to Article 1 of Government Decision no. 639/2023, Annex no.1c, the Declaration of Intention is part of the set of mandatory documents prepared and submitted by the qualified candidates on the short list for the board of directors' member position and director position.

The Declaration of Intent includes a summary of the candidate's management experience and a justification for the connection between the candidate's profile and his professional experience achieved until the moment of application and in what way this could help in solving the management issues the public company deals with and the way it answers the requirements in the letter of expectations.

The declaration of intent articulates the candidate's viewpoint on the development of the public company regarding the position they wish to occupy on the board, and must include the following elements:

- a) candidate's answers and viewpoint related to shareholders expectations;
- b) assessments of the specific challenges facing the public company, in relation to its context;
- c) the link between the candidate's profile and the objectives to be achieved, as set out in the letter of expectations.

The declaration of intent may include the following items, but is not limited to them:

- a) examples of financial and nonfinancial indicators for measuring the objectives presented in the letter of expectations, as well as some examples of financial and nonfinancial performance indicators for establishing the remuneration variable component that the candidate deems appropriate to monitor the performance, additionally to the mandatory financial indicators provided in Article 4<sup>7</sup> paragraph (2) of Government Emergency Ordinance no. 109/2011;
- b) constraints, risks and limitations the candidate believes he/she might encounter when implementing the proposed measures.

When preparing the Declaration of Intent the candidates shall use the information in the Letter of Expectations, and in all accessible official information sources.

### **Analysis of the Declaration of Intent and how the results of the analysis were integrated into the candidate's evaluation**

The analysis of the declarations of intent drawn up and submitted within the legal deadline aims to evaluate the following selection criteria:

The ability to present specific, measurable, attainable/achievable, relevant to society, and time-bound objectives to be achieved during the future term of office

The ability to present personal profile directly correlated to these objectives

The ability to draw consistent assessments of the specific challenges facing the company in relation to its context

The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding operational performance

The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding financial performance

The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations regarding the company's profitability

The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations regarding service quality

The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding the public company investment policy

The ability to set specific, measurable, attainable/achievable, relevant, and time-bound objectives that meet expectations for reducing receivables

The ability to set specific, measurable, attainable/achievable, relevant to society, and time-bound objectives that meet expectations regarding ethics, integrity and corporate governance

The ability to propose indicators that it deems appropriate to monitor public company's performance during the mandate, together with the set objectives

The ability to present in a realistic and comprehensive manner the constraints, risks and limitations in achieving the proposed objectives and the action plan to mitigate/eliminate them

## 9. Annexes

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- a. Board's Profile
- b. Candidate's Profile
- c. Notice of selection, for printed and online media
- d. Statements to be completed by the candidates (Forms F1-F5)
- e. Mandate contract draft
- f. Selection plan initial component
- g. Letter of Expectations