

## **DRAFT PROFILE OF THE BOARD OF DIRECTORS of THE COMPANY “CONPET S.A.**

### **INTRODUCTION**

By the Decision no. 2/29.04.2025 of the Ordinary General Meeting of Shareholders of CONPET S.A. was approved the initiation of the selection procedure for the vacant member position in the Board of Directors of CONPET S.A. in accordance with the provisions of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, with subsequent amendments and completions

The selection procedure will be carried out by the Ministry of Energy as a public supervisory authority.

According to the provisions of Art. 12 of Annex no. 1 to the Government Decision no. 639/2023 for the approval of the methodological norms for the application of GEO no. 109/2011 on the corporate governance of public enterprises (hereinafter referred to as G.D. no. 639/2023), the Profile of the Board of Directors is developed by the Ministry of Energy, as a Supervisory Public Authority (hereinafter referred to as SPA, Ro. APT), through the Corporate Governance Entity. The Board Profile and the Candidate's Profile are part of the integral component of the Selection Plan and will be approved altogether by GMS Decision.

As per the Articles of Incorporation, the company's core business is the transport of crude oil, rich gas, ethane and condensate via pipelines aiming at supplying the refineries with crude oil and derivatives out of domestic production, as well as with imported crude oil NACE code 4950 - “transport via pipelines”.

Taking pride with an existence of over a century, under various names and types of organization, the company CONPET S.A. operates the crude oil, rich gas, ethane and condensate national transport system via pipelines. The foundations of the crude oil transport activity by pipelines were laid in 1900, with the construction of the first crude oil transport pipeline that connected the Buștenari area to Băicoi railway station, in Prahova County. In the same year the anonymous company “Conductul Național” was founded, based in Ploiești, considered the ancestor of the current CONPET company. The general objective of the Company is to operate the infrastructure in safe conditions for the personnel, the environment, the population and technological installations, as well as to ensure the financial performance in conditions of sustainability in the medium and long term, with the assurance of the appropriate quality of services and products according to the customers' needs, adapted to the market requirements.

The strategic objectives established and assumed by the administrators through the Administration Plan, for the period 2023-2027, were defined in close correlation with the strategic directions, vision and expectations of the tutelary authority.

**The objectives of CONPET S.A. are the following:**

- Increasing efficiency and improvement of the activity performance;
- Development of new activities, related and non related to the core business;
- Ensuring effective management in the management of human resources;
- Selection of the company directors based on criteria of professionalism and integrity;
- Ensuring modern management by implementing and maintaining risk management, control, ethics, integrity and corporate governance processes;
- Ensuring a balance between the dividend policy and that regarding the provision of the necessary funds for the investment programs undertaken by the company for development and modernization.

**Component and structure of the Board of Directors**

The company is administered by a Board of Directors made up of 7 (seven) members, of which one is appointed President. The members of the Board of Directors are appointed for a four-year term.

Currently, there are 6 positions of administrator selected based on a selection procedure carried out based on the provisions of G.E.O. no. 109/2011 in a transparent manner with respect for the right of free competition, equity and equal opportunities, non-discrimination, equal treatment and assumption of responsibility, for a term of 4 years, respectively for the period 22.08.2023-21.08.2027. The 6 directors are independent, non-executive, and in terms of gender criteria, 2 directors are female and 4 directors are male.

Considering the vacancy of a position in the Board of Directors of the company, the selection procedure for an administrator whose mandate will end with the mandate of the board in office, respectively on 21.08.2027, has been initiated.

The structure of the Board of Directors is derived from contextual requirements and is established in such a way that its members, in terms of their relationship with executive management, act independently and critically, and the members of the Board complement each other.

The Board will have a mixed and balanced composition in terms of professional experience, ensuring a diversity of expertise and experiences at the level of the entire Board in relation to the contextual requirements and duties of the members of the Board of Directors.

Each board member must have the ability to evaluate the strategies, policies and operations of the company. The Board must be composed in such a way as to be able to provide experience in the fields which reflect the company's business and anticipate the company's challenges in the coming years

A board member may have several areas of expertise/competence. It is not necessary for all members of the Board to have professional experience in the industry in which the company activates, since the plurality of professional experiences can give substance to the activity of the members of the Council.

Thus, it is necessary that the future members of the Board of Directors:

- to have a good vision of the role of the company, of its positioning in the market, of the constraints it faces;
- to have the ability to quickly identify and operationalize optimal solutions that respond effectively to the economic reality in which the company operates;
- to have the ability to first analyze various situations, then to make correct decisions in a timely manner, decisions that are adapted to the context of the company
- to have the ability to identify and operationalize optimal solutions that respond effectively to the technical, financial, economic and social constraints in which the company operates;
- to have the ability to establish an organizational culture based on understanding and satisfaction of the customer needs, quality and performance.
- to have the minimum knowledge, skills and experience necessary to successfully fulfill their mandate as administrator;
- to know the responsibilities of the position and to be able to form medium-term visions and long;
- to have the ability to take responsibility for executive management and be independent;
- to demonstrate integrity, honesty and transparency in relations with other members and with the company;
- to have the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial literacy, decision-making and pattern detection to contribute to the company's activity;
- to establish a managerial culture focused on inspirational leadership, on optimizing the performance of the human capital at your disposal;
- to be able, through appropriate measures and actions, to inspire the entire Company with the desire to make the necessary efforts to achieve the strategic objectives;
- to understand the importance of assessing and mediating organizational risks and be familiar with risk management methodologies and processes.

In addition to these requirements, the skills, knowledge and experience mentioned above, the members of the Board of Directors must also meet the following traits and conditions:

to have the minimum knowledge, skills and experience necessary to successfully fulfill their mandate as administrator;

- to know the responsibilities of the position and to be able to form medium and long-term visions; and to have the ability to take responsibility for executive management and be independent;
- to demonstrate integrity, honesty and transparency in relations with other members and with the company;
- to have the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial literacy, decision-making and pattern detection to contribute to the company's activity;
- to establish a managerial culture focused on inspirational leadership, on optimizing the performance of the human capital at your disposal;
- to understand the importance of assessing and mediating organizational risks and be familiar with risk management methodologies and processes.

**In accordance with the provisions of GEO 109/2011 on the corporate governance of public enterprises, subsequently amended and supplemented, the following general rules will be taken into account for the elaboration of the Profile:**

- The following persons may not be selected, nominated, appointed and designated to the position of administrator or director in public enterprises according to this Emergency Ordinance:
  - a) senators;
  - b) deputies;
  - c) members of Government;
  - d) prefects and sub-prefects;
  - e) mayors and vice-mayors;
  - f) persons who have audited the financial statements of the company concerned in any of the last 3 financial years prior to the nomination;
  - g) persons who, according to the law, are incapable or who have been convicted for crimes against patrimony by disregarding trust, corruption offenses, embezzlement, crimes of forgery in documents, tax evasion, crimes provided by Law no. 129/2019 for preventing and combating money laundering and terrorist financing, as well as for amending and completing some normative acts, with subsequent amendments and completions;
  - h) persons who are not eligible to hold the position of administrator or director, according to Law no. 31/1990, subsequent amendments and completions;
  - i) persons who have been sanctioned by the National Bank of Romania, the Financial Supervisory Authority, the National Securities Commission or by the Insurance Supervisory Commission and which can be found in the registers of these institutions;
- Most administrators are non-executive and independent administrators within the meaning of Article 138 of Law no. 31/1990, republished, as subsequently amended. Civil servants, senior civil servants and other personnel of the public supervisory authority or of other public authorities or institutions may not be considered independent;
- The selection of candidates is carried out following the objectives set out in Article 109<sup>3</sup> of the Law no. 24/2017 on issuers of financial instruments and market operations;
- A natural person may simultaneously exercise no more than 2 terms of office as a member of the board of directors and/or as a member of the supervisory board in public enterprises whose headquarters are located on the territory of Romania. This provision shall apply equally to the natural person representing a legal person who is an administrator or member of the supervisory board, as well as to the legal person appointed as administrator. The public supervisory authority may determine that during the term of office the manager of a public undertaking may be part of a single management board and/or supervisory board.
- At least one administrator is authorized as a financial auditor and registered in the electronic public register by the competent authority of Romania, another member state, the European Economic Area or Switzerland, or has at least 3 years of experience in statutory audit acquired through participation in statutory audit missions in Romania or in audit committees formed at the level of the boards of administration/supervision of some companies/entities of public interest, proven with supporting documents - Art. 65 Para. (3<sup>1</sup>) of Law no. 162/2017 on the statutory audit of the annual financial statements and of the consolidated annual financial statements and amending certain normative acts;
- Administrators who have been revoked for reasons attributable to them may not be appointed, in application of the provisions of Article 30 Para. (9) of GEO no. 109/2011, according to which „Revoked administrators may not apply for 5 years from the date of the final rescission of the revocation decision for other boards of administration”.

**General conditions to be met by all candidates:**

- a) it is not in any of the situations provided in Art.4, Art. 12. Para (3), Art. 30 Para. (9) or Art. 36 Para

(7) of GEO no\* 109/2011;

- b) it is not in the situation provided for in Article 169 (10) of Law no. 85/2014 on insolvency prevention and insolvency procedures, as amended and supplemented;
- c) It is not in the situation provided for in Art. 73<sup>1</sup> of Law no. 31/1990 of companies, republished, subsequent amendments and completions;
- d) are medically fit;
- e) have full legal capacity;
- f) have completed higher education at least with bachelor degree and experience in engineering, economic, social, legal sciences or in the field of activity of that public enterprise for at least 7 years;
- g) have experience in the management of autonomous companies or regies;
- h) meet all the conditions stipulated by GEO no. 109/2011 and GD no. 639/2023.

## **SPECIFIC CONDITIONS TO BE MET BY CANDIDATES**

### **ADMINISTRATOR A (1 POSITION)**

Candidates for the position of member of the Board of Directors type A is required:

- a) to have completed higher education at least with bachelor degree and experience in engineering, economic, social, legal or in the field of activity of Conpet S.A. for at least 7 years;
- b) to have experience in the management of autonomous companies or regies;
- c) have at least 5 years of experience in management positions (administration, management, or coordination within public or private entities).
- d) have at least 10 years of seniority.

### **SELECTION CRITERIA**

The selection criteria are skills and traits necessary for candidates to be able to successfully fulfill the role that will be assigned to them, are listed below, grouped for comparative analysis:

#### **A. SKILLS**

##### **1. Competences specific to the company's activity sector**

- 1.1 The ability to understand and analyze the technological and operational processes specific to the Company's field of activity;
- 1.2 Capacity to increase the performance of the Company;
- 1.3 Ability to understand, integrate and comply with specific environmental requirements;
- 1.4 Ability to integrate safety standards into its decisions and actions;
- 1.5 Ability to understand the need and facilitate the realization of investments necessary to achieve strategic objectives.

##### **2. Professional skills of strategic importance**

- 2.1 Ability to efficiently and sustainably manage the physical, financial and informational resources of the organization
- 2.2 Ability to define clear objectives, evaluate the business environment and implement strategies to ensure the sustainable development of the company
- 2.3 Ability to establish an organizational culture based on understanding and meeting customer needs, quality and performance;
- 2.4 Ability to adapt to new economic, technological and legislative contexts, as well as resilience to challenges;
- 2.5 Ability to understand the basic principles of corporate finance, cost-effective management and identification, risk assessment and management;
- 2.6 Ability to supervise the process of implementation and development of digitization processes, the use of advanced technologies and their integration into the operations of the Company.

### **3. Corporate Governance skills**

- 3.1 Ability to establish and maintain constructive and transparent relationships with social partners, including employees, trade unions, authorities and other relevant stakeholders;
- 3.2 Ability to apply corporate governance principles in accordance with the legal provisions incident in the field.

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

- 4.1 Institutional communication ability at the level of job requirements;
- 4.2 The ability to represent the company.

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

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

### **6. Specific powers and restrictions for civil servants or other personnel categories within the public supervisory authority or other public authorities or institutions**

- 6.1 Ability to implement and monitor public energy policies.

### **7. Alignment with the letter of expectations**

- 7.1 Ability to present specific, measurable, achievable, relevant to society and time-bound objectives that will have to be achieved in the future mandate
- 7.2 Ability to present the personal profile in direct correlation with these objectives
- 7.3 Ability to formulate coherent assessments of the specific challenges faced by the enterprise in correlation with its context
- 7.4 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet expectations regarding operational performance
- 7.5 Ability to formulate specific, measurable, attainable/achievable objectives that are relevant to the company and that are time-bound, which meet the expectations regarding financial performance
- 7.6 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations related to the profitability of the company
- 7.7 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations related to the service quality  
Address: No. 39-41 Academiei street, District 1, Bucharest, postal code 010013
- 7.8 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations regarding the investment policy applicable to the public enterprise
- 7.9 The ability to formulate specific, measurable, attainable/achievable objectives, relevant to society and time-bound, which meet the expectations regarding the reduction of receivables
- 7.10 Ability to formulate specific, measurable, attainable/achievable, societal relevant and time-bound objectives that meet expectations in the field of ethics, integrity and corporate governance
- 7.11 Ability to propose indicators that it considers appropriate for monitoring the performance of the public undertaking during the term of office, correlated with the stated objectives
- 7.12 Ability to present realistically and comprehensively the picture of possible constraints, risks and limitations to meet in achieving the proposed objectives and the action plan to reduce/eliminate them

### **B. TRAITS**

- 1. Personal and professional reputation;
- 2. Integrity
- 3. INDEPENDENCE

4. Political exposure
5. Inter-personal communication skills;
6. Vision

### **C. Other criteria**

1. Economic and financial results of the enterprises in which he has exercised his mandate as administrator or director;
2. Registration in the tax and criminal records;
3. Gender criteria

#### *The Matrix of the Board of Directors*

According to Art. 1, Para.(1), item 15 of Annex no.1 to GD no. 639/2023, the profile of the board „includes a set of competences, capacities, traits and skills that the board must have collectively, taking into account the organizational context, mission, requirements expressed in the letter of expectations and existing organizational strategy elements or what needs to be developed”.

*The profile of the Board of Directors* distinguishes between mandatory selection criteria and optional selection criteria, based on competences that have been identified following the analysis of contextual requirements, according to the provisions of Article 15 (1) of Annex no.1 to GD no. 639/2023.

At the same time, in accordance with the provisions of Annex no.1a of the aforementioned methodological norms, the profile of the Board of Directors is made on the basis of a table that includes measurable competences, features and the collective minimum threshold and which must be ideally fulfilled by the members of the board, individually and collectively, together with the skills, knowledge, experience and other attributes of the members in office, as well as of potential candidates.

The evaluation of the candidates is done through the documentary analysis of the documents from the application file, the analysis of the information additional to those from the application file requested by the selection and nomination commission, in writing, to review, improve and validate the accuracy of the score, the analysis of the statement of intention, the verification of the references offered by the candidates, the verification of the activity previously carried out by the candidates, the behavioral observation of the candidates during the interview organized by the Selection Committee, by reference to the Profile of the Board of Directors, the profile of the members of the Board of Directors and by reference to the indicators describing the competences that are criteria for the selection of the candidates according to the above mentioned documents, as well as integration of the results of the analysis of the statements of intent formulated on the basis of the Letter of Expectations by the candidates and the interview organized taking into account the candidacy file, the candidate's profile, the council profile, the candidate's statement of intention.

### **COMMON EVALUATION GRID FOR SELECTION CRITERIA**

The scoring grid is a tool used to measure candidates' ability to demonstrate their competence with the board, classifying skill levels into five categories, from “limited” to “expert.”

Score	Competence level	Description
N/A	N/A.	
1.	<b>Basic level</b>	Has an understanding of basic knowledge.
2.	<b>Intermediary</b>	<p>Has a level of experience gained through fundamental training and/or a few similar experiences.</p> <p>This level of competence involves the support of people with expertise.</p> <ul style="list-style-type: none"> <li>• Understands and discusses terms, concepts, principles and issues related to this competence.</li> <li>• Knows and uses applicable norms, regulations and guidelines.</li> </ul>
3.	<b>Competent</b>	<p>He is able to successfully perform the functions associated with this competence. It may sometimes be necessary to help more experienced personnel, but he usually demonstrates this skill independently.</p> <ul style="list-style-type: none"> <li>• It has applied this competence in the past, with minimal external support.</li> <li>• Understands and analyses the implications of change in processes, policies and procedures in the industry.</li> </ul>
4.	<b>Advanced</b>	<p>Performs the tasks associated with this skill without external support.</p> <p>Is recognized within the organization to be an expert in this competence, is able to provide support and has advanced experience in this competence.</p> <ul style="list-style-type: none"> <li>• He has provided practical/relevant ideas, resources and practical perspectives on the process or practice development, on the level of board governance and senior executive level.</li> <li>• He is able to interact and hold constructive discussions with the executive management, but also to train other people in the application of this competence.</li> </ul>
5.	<b>Expert</b>	<p>He is known as an expert in this sector to provide support and to identify solutions to complex problems related to this area of expertise.</p> <ul style="list-style-type: none"> <li>• He has demonstrated excellence in the application of this competence to multiple boards of directors and/or organizations.</li> <li>• Is perceived as an expert, leader and innovator in this competence by the board, organization and/or other organizations</li> </ul>

**Selection criteria matrix**  
**election criteria**

			<b>Mandatory /Optional</b>	<b>Weight</b>	<b>Administrator 1</b>	<b>Total</b>	<b>Total weight</b>	<b>Minimum threshold collective</b>	<b>Current threshold alternative</b>
<b>1. Competences specific to the company's activity sector</b>	1.1 The ability to understand and analyze the technological and operational processes specific to the Company's field of activity;	Mand	1				60%		
	1.2 Capacity to increase the performance of the Company	Mand	1				60%		
	1.3 Ability to understand, integrate and comply with specific environmental requirements;	Mand	1				60%		
	1.4 Ability to integrate safety standards into his decisions and actions	Mand	1				60%		
	1.5 Ability to understand the need and facilitate the realization of investments necessary to achieve strategic objectives	Mand	1				60%		
<b>2. Professional competencies of strategic importance</b>	2.1 The ability to efficiently and sustainable manage the physical, financial and informational resources of the organization	Mand	1				60%		
	2.2 Ability to define clear objectives, evaluate the business environment and implement	Mand	1				60%		

	strategies to ensure the sustainable development of the Company		1					
	2.3 Ability to establish an organizational culture based on understanding and meeting customer needs, quality and performance	Mand	1				60%	
	2.4 Ability to adapt to new economic, technological and legislative contexts, as well as resilience to challenges	Mand	1				60%	
	2.5 Ability to understand the basic principles of corporate finance, cost-effective management and identification, risk assessment and management;	Mand	1				60%	
	2.6 Ability to supervise the process of implementation and development of digitization processes, the use of advanced technologies and their integration into the operations of the Company	Mand	1				60%	
<b>3. Corporate Governance Competences</b>	3.1 Ability to establish and maintain constructive and transparent relationships with social partners, including employees, trade unions, authorities and other relevant stakeholders	Mand	1				60%	
	3.2 Ability to apply corporate governance principles in accordance with the legal provisions incidental in the field	Mand	1				60%	
<b>4. Social and personal skills</b>	4.1 Institutional communication ability at the level of job requirements	Mand	1				60%	
	4.2 The ability to represent the company	Mand	1				60%	

	5.1 Experience in the relationship with public authorities, regulatory and supervisory authorities in the field of activity of the Company	Mand	1					60%	
5. Local and international experience	5.2 Experience in the relationship with the European institutions	Mand	1					60%	
6. Specific powers and restrictions for civil servants or other personnel categories within the public supervisory authority or other public authorities or institutions	6.1 Ability to implement and monitor public energy policies	Mand	0.5					60%	
7. Alignment with the letter of expectations	7.1 Ability to present specific, measurable, achievable, relevant to society and time-bound objectives that will have to be achieved in the future mandate	Mand	1					60%	
	7.2 Ability to present the personal profile in direct correlation with these objectives	Mand	1					60%	

## MINISTRY OF ENERGY

	7.3 Ability to formulate coherent assessments of the specific challenges faced by the enterprise in correlation with its context	Mand	1					60%
	Ability to formulate specific, measurable, attainable/achievable objectives that are relevant to the company and that are time-bound, which meet the expectations regarding financial performance	Mand	1					60%
	7.5 Ability to formulate specific, measurable, attainable/achievable objectives that are relevant to the company and that are time-bound, which meet the expectations regarding financial performance	Mand	1					60%
	7.6 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations related to the profitability of the company	Mand	1					60%
	7.7 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and framed over time, which meet the expectations related to the service quality	Mand	1					60%
	7.8 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet	Mand	1					60%

	the expectations regarding the investment policy applicable to the public enterprise						
	7.9 The ability to formulate specific, measurable, attainable/achievable objectives, relevant to society and time-bound, which meet the expectations regarding the reduction of receivables	Mand	1				60%
	7.10 Ability to formulate specific, measurable, attainable/achievable, societal relevant and time-bound objectives that meet expectations in the field of ethics, integrity and corporate governance	Mand	1				60%
	7.11 Ability to propose indicators that it considers appropriate for monitoring the performance of the public undertaking during the term of office, correlated with the stated objectives	Mand	1				60%
	7.12 Ability to present realistically and comprehensively the picture of possible constraints, risks and limitations to meet in achieving the proposed objectives and the action plan to reduce/eliminate them	Mand	1				60%
<b>B. FEATURES</b>	1. Personal and professional reputation	Mand	1				60%
	2. Integrity	Mand	1				60%
	3. INDEPENDENCE	Mand	1				60%
	4. Political exposure	Mand	0.5				20%

	5. Personal communication skills	Mand	0.5					60%	
	6. Vision	Mand	0.5					60%	
<b>C. Other criteria</b>	1. Economic and financial results of the enterprises in which he has exercised his mandate as administrator or director	Mand	1					100%	
	2. Registration in the tax and criminal records	Mand	1					100%	
	3. Gender criteria	Mand	1					100%	

The selection criteria have individual score (score) minimum accepted for the mandatory criteria of 3 points, with the following exceptions: for the mandatory criteria 1, 2, and 3 from section C- Other criteria, an individual score (score) minimum accepted by 5 points is established and criterion B 4 for which is established an individual score (score) minimum accepted by 1 point is established, according to the score scale from 1 to 5.

## **DEFINITION OF SELECTION CRITERIA**

### **A. SKILLS**

#### **A 1. Competences specific to the company's activity sector**

##### *1.1 The ability to understand and analyze the technological and operational processes specific to the Company's field of activity;*

Description: the ability to understand the structure, functioning and interdependencies of technological and operational processes, as well as to evaluate their effectiveness in relation to the strategic and operational objectives of the organization.

Indicators:

- is familiar with the strategies and business models suitable for the sector in which the company operates;
- knows which are the key players of the industry and how they relate;
- understands the competitive landscape and how it influences the organization and the sector as a whole;
- is familiarized/with the principles and technologies used in the specific field of the organization;
- is familiarized/with the standards, norms and best practices applicable in the industry.

##### *1.2 Capacity to increase the performance of the Company*

Description: the ability to identify the specific challenges of the company from the operational, technical and financial point of view, and to contribute to the integration of efficient solutions and to overcome these constraints, ensuring the continuity and success of operational activities.

Indicators:

- it deeply understands the interdependence between technical, operational and financial constraints, and can integrate solutions to optimize these issues at strategic level;
- adapts quickly to legislative changes and ensures their correct implementation in the organization;
- identifies and interprets relevant legislative changes, integrating them effectively into internal processes;
- takes responsibility for ensuring a working environment that emphasizes compliance with legislation and prevention of safety incidents.

##### *1.3 Ability to understand, integrate and comply with specific environmental requirements;*

Description: the ability to mitigate the negative impact of the company's activities on the environment, to propose the adoption by the company of optimal environmental protection measures.

Indicators:

- identifies financing sources to support environmental protection measures; knows the legal provisions in the field of environmental protection;
- implements in the activity of the Company the introduction and observance of complex environmental protection standards.

#### *1.4 Ability to integrate safety standards into its decisions and actions*

Description: the ability to understand, interpret and apply international and national requirements, regulations and practices regarding the Company's field of activity, ensuring compliance with them in all decision-making and operational processes of the organization.

Indicators:

- demonstrates a clear understanding of relevant national and international regulations and standards or national regulatory authorities;
- develops plans, procedures or policies that include clear operational safety components.
- encourages proactive attitudes towards safety among the team and partners; clear and open communication with regulators and other stakeholders about the safety measures taken.

#### *1.5 Ability to understand the need and facilitate the realization of investments necessary to achieve strategic objectives*

Description: the ability to actively contribute to achieving the expected adequacy of the Company's infrastructure.

Indicators:

- prepares/requests and correctly interprets the analysis of the investment need;
- prioritizes the investment effort of the Company according to the national and/or international context;
- takes the necessary steps to analyze the feasibility of the forecast investments;
- represents the Company domestically and internationally to facilitate the approval of investments vital.

## **A 2. Professional competencies of strategic importance**

### *2.1 The ability to efficiently and sustainable manage the physical, financial and informational resources of the organization*

Description: the ability to manage and allocate resources to the organization in a way that optimizes long-term performance, respecting the principles of sustainability.

Indicators:

- coordinates the implementation of information and database management systems to support decision-making processes and to allow fast and secure access to the necessary information;
- develops and uses key performance indicators (KPIs) to assess the efficiency of the use of financial, physical and informational resources;
- periodically reviews performance and identifies areas of improvement in resource management to ensure optimal and sustainable use;
- integrates sustainability principles into resource management, taking into account environmental impacts and the need to reduce waste and long-term costs;
- takes preventive measures to protect the resources of the organization against major losses, theft, or breakdown;

- monitors and controls financial flows, making strategic allocations and taking into account financial risks and external economic trends;

**2.2 Ability to define clear objectives, evaluate the business environment and implement strategies to ensure the sustainable development of the Company**

Description: the ability to formulate strategic objectives that lead to the achievement of the mission and vision of the organization, as well as to develop action plans that allow the achievement of these strategic objectives.

Indicators:

- understands the competitive forces that power strategic choices;
- formulates strategic objectives in the short, medium and long term;
- forecast the resources needed to achieve these objectives; forecast the expected results.

**2.3 Ability to establish an organizational culture based on understanding and meeting customer needs, quality and performance**

Description: the ability to make the members of the organization he leads follow unconditionally, to obtain the expected results by motivating and able to overcome the performance limits to transform an operational objective into a cause whose achievement contributes with great involvement all collaborators.

Indicators:

- evaluates the performance of its collaborators and uses the evaluation result both to reward them properly, to make promotional decisions, and to incite them to overcome themselves;
- often uses personal example;
- has a good capacity for persuasion;
- inspires their collaborators in their professional development;
- prints lines of business being a motor element of the organization;
- protects his team and collaborators in cases of organizational conflict;
- it is a promoter of change;
- is an example in integrating the values of the organization.

**2.4 Ability to adapt to new economic, technological and legislative contexts, as well as resilience to challenges**

Description: the ability to transform a strategic plan into a budget, to consolidate and cascade budgets, to ensure a compliant budget execution.

Indicators:

- analyzes strategic objectives and correlates them with the financial and operational priorities of the organization;
- integrates individual department budgets into a centralized budget, ensuring their alignment with the strategic plan;
- coordinates the process of allocating resources between organizational levels to ensure budgetary coherence and transparency.
- defines clear mechanisms for tracking budget implementation, using regular reports and relevant financial indicators;
- works with teams to optimize processes and avoid waste or inefficient use of resources.

**2.5 Ability to understand the basic principles of corporate finance, cost-effective management and identification, risk assessment and management;**

Description: the ability to perform the necessary diligence for the organization to implement a reliable system to permanently identify potential risks and prevent their incidence and reduce their impact.

Indicators:

- it has a systemic approach;
- understands correctly the potential risk assessment matrix; enables the organization to map risks;
- empowers the organization to create an effective system to reduce both the incidence and impact of identified risks;
- enables the organization to certify its risk management system.

**2.6 The ability to supervise the process of implementation and development of digitization processes, the use of advanced technologies and their integration into the operations of the company.**

Description: the ability to develop and implement relevant digital strategies and initiatives to improve the performance and competitiveness of the organization.

Indicators:

- evaluates and adopts the right technological solutions for the needs of the organization;
- manage change and overcome resilience to change within the organization, creating an environment that promotes adaptability and innovation;
- manages change and overcomes resilience to change within the organization, creating an environment that promotes adaptability and innovation;
- coordinates strategic digitization initiatives at organizational level, ensuring that technologies are aligned with business objectives;
- constantly assesses the impact of digital technologies on the efficiency and performance of the organization, adjusting strategies to feedback and results;
- identifies and uses relevant digital tools to support operational activities.

**A 3. Corporate Governance Competences**

**3.1 Ability to establish and maintain constructive and transparent relationships with social partners, including employees, trade unions, authorities and other relevant stakeholders**

Description: the ability to act coherently to meet the social interest of the Company.

Indicators:

- permanently highlights and communicates about the social interest that is the common place between the business interests of the Company and the interests of the employees;
- takes an active part in social dialog actions - information, consultation, social negotiation; takes an active part in social dialog actions - information, consultation, social negotiation; closely follows social alert indicators and suggests coherent measures to defuse potential social conflicts;
- contributes to the argumentation of decisions with social impact;
- empowers the managers of the company to conduct a positive and fluent social dialog. fluent.

**3.2 Ability to apply corporate governance principles in accordance with the legal provisions incidental in the field**

Description: understands the board's responsibilities for monitoring the management's performance and monitors the organization's compliance with its legal, ethical or social responsibilities.

Indicators:

- contributes to the monitoring of managerial performance by the board in relation to key business results;
- understands the legal, ethical and social responsibilities of the organization and monitors compliance therewith;
- monitors the relationship of the management structure with the key external stakeholders; assist the board in involving stakeholders through appropriate methods for determining, responding to and

relating to economic, legal, ethical, social and environmental material interests.

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

##### *4.1 Institutional communication ability at the level of job requirements*

Definition: elaboration and transmission on the appropriate channels of information and official documents developed with clarity and accuracy, inside the Company or outside, in relation to various other entities.

Indicators:

- drafts clear and compliant documents;
- has the ability to synthesize and present correctly, balanced, information of any kind;

is able to choose and use various institutional media channels correctly.

##### *4.2 The ability to represent the company*

Description: the ability to represent the company in various environments which he is in contact with, to make known the achievements and good practices developed within the company contributing to the transmission of a good image of it and to the increase of notoriety.

Indicators:

- has a positively attitude towards the Company;
- takes advantage of all the opportunities in which it can share the achievements and good practices of the Society;
- takes action when it notices defamatory information about the Company; contributes with his personal brand to the consolidation of the Company's brand, both outside the Company in various professional circles, and within the Company in relation to various social dialog partners.

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

##### *5.1 Experience in the relationship with public authorities, regulatory and supervisory authorities in the field of activity of the Company*

Description: in his previous roles, he has gained experience in dealing with public authorities, regulators and supervisory authorities in the Company's field of activity.

Indicators:

- experience in dealing with public authorities, regulatory and supervisory authorities in the Company's field of activity presented in the CV or other documents attached to the application file.

1	2	3	4	5
At least 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Over 4 years

##### *5.2 Experience in the relationship with the European institutions*

Description: In his previous roles, he has gained experience in dealing with the European institutions.

Indicators: experience in the relationship with the European institutions presented in the CV or other documents attached to the application file.

1	2	3	4	5
At least 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Over 4 years

## **A. 6 Specific powers and restrictions for civil servants or other personnel categories within the public supervisory authority or other public authorities or institutions**

6.1 Description: ability to translate national and international strategic objectives into concrete actions, ensuring compliance with regulations, efficient use of resources and achievement of planned results.

### Indicators:

- analyzes public policies and identifies strategic priorities relevant to the energy field; coordinates and maintains communication with other public authorities, international organizations and the private sector in order to align efforts;
- facilitates collaboration between stakeholders;
- reassesses policies and programs in the context of economic, technological or regulatory change;
- integrates innovative technologies and sustainable practices for process optimization.

## **A7. Alignment with the Letter of expectations**

### *7.1 Ability to present specific, measurable, achievable, relevant to society and time-bound objectives that will have to be achieved in the future mandate*

Description: the ability to refer to the strategic objectives in the Letter of Expectations, their operation, taking care to comply with the rules for developing specific, measurable, relevant and time-bound objectives.

Indicators: It refers to the strategic objectives in the Letter of Expectations, operationalizes them, taking care to comply with the rules for developing specific, measurable, relevant and time-bound objectives.

### *7.2 The capacity to present personal proficiency in direct correlation with these objectives*

Description: the ability to present the personal profile in correlation with these objectives. Briefly but comprehensively exposes the qualities he/she has acquired during his/her professional career, correlated with the objectives specified in writing and with the contextual requirements.

Indicators: Presents the personal profile in correlation with these objectives. It exposes synthetically but comprehensively the qualities that he/she has acquired during his/her professional career, correlated with the objectives specified in writing and with the contextual requirements.

### *7.3 Ability to formulate coherent assessments of the specific challenges faced by the enterprise in correlation with its context*

Description: the ability to coherently describe the market, legislative, economic, social and financial context of the company, making a fair correlation between this context and the future path of the company, showing what specific challenges it is likely to face during the next mandate and how it will address them.

Indicators: It coherently describes the market, legislative, economic, social and financial context of the company, making a fair correlation between this context and the future path of the company, showing what specific challenges it is likely to face during the next mandate and how it will address them.

### *7.4 Ability to formulate specific, measurable, attainable/achievable objectives that are relevant to the company and that are time-bound, which meet the expectations regarding financial performance*

Description: the ability to grasp the operational context of the company in relation to the market, the competition and some operational practices in the field and formulate specific, measurable, relevant and time-bound operational objectives.

Indicators: Grasps the operational context of the company in relation to the market, the competition and some operational practices in the field and formulates specific, measurable, relevant and time-bound operational objectives.

*7.5 Ability to formulate specific, measurable, attainable/achievable objectives that are relevant to the company and that are time-bound, which meet the expectations regarding financial performance*

Description: the ability to grasp the operational context of the company in relation to the market, the competition and some operational practices in the field and formulate specific, measurable, relevant and time-bound operational objectives.

Indicators: Grasps the operational context of the company in relation to the market, the competition and some operational practices in the field and formulates specific, measurable, relevant and time-bound operational objectives.

*7.6 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations related to the profitability of the company*

Description: The ability to formulate specific, measurable, relevant and time-bound objectives to increase revenue, reduce costs and optimize operational efficiency.

Indicators: It formulates specific, measurable, relevant and time-bound objectives regarding revenue growth, cost reduction and optimization of operational efficiency.

*7.7 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations related to the service quality*

Description: the ability to grasp the situation of the public enterprise regarding the quality of its products/services regarding the management of the company's infrastructure in relation to the market, competition and some practices in the field and formulates specific, measurable, relevant and time-bound objectives regarding the cost of quality, the number of quality incidents and asset management.

Indicators: Notifies the situation of the public enterprise regarding the quality of its products/services regarding the management of the company's infrastructure in relation to the market, competition and some practices in the field and formulates specific, measurable, relevant and time-bound objectives regarding the cost of quality, the number of quality incidents and asset management.

*7.8 Ability to formulate specific, measurable, attainable/achievable objectives, relevant to the company and time-bound, which meet the expectations regarding the investment policy applicable to the public enterprise*

Description: the ability to take note of the company's investment needs and APT's expectations regarding the investments to be made in the future mandate and defines specific, measurable, relevant and time-bound objectives for each stage of the company's investment plan for the future mandate.

Indicators: notes the company's investment needs and APT's expectations regarding the investments to be made in the future mandate and defines specific, measurable, relevant and time-bound objectives for each stage of the company's investment plan, for the future mandate.

*7.9 The ability to formulate specific, measurable, attainable/achievable objectives, relevant to society and time-bound, which meet the expectations regarding the reduction of receivables*

Description: the ability to take note of the level of receivables at the beginning of the mandate and present concrete, realistic, and feasible actions to reduce them, formulating specific, measurable, relevant and time-bound objectives, in this direction for each year of mandate.

Indicators: takes note of the level of receivables at the beginning of the mandate and presents concrete, realistic, and feasible actions to reduce them, formulating specific, measurable, relevant and time-bound objectives, in this direction for each year of mandate.

*7.10 Ability to formulate specific, measurable, attainable/achievable, societal relevant and time-bound objectives that meet expectations in the field of ethics, integrity and corporate governance*

Description: The ability to contribute one's beliefs to the establishment of principles of ethics, integrity and morals, as well as to the formulation of principles of good

Corporate governance management of the company, defining specific, measurable, relevant and time-bound objectives in this regard, for each year of mandate.

Indicators: Contributes with his/her own convictions to the establishment of the principles of ethics, integrity and morals, as well as to the formulation of the principles of good corporate governance of the company, defining specific, measurable, relevant and time-bound objectives in this regard, for each year of mandate.

*7.11 The ability to propose indicators that he/she considers appropriate for monitoring the performance of the public enterprise during the term of office, correlated with the formulated objectives*

Description: the ability to correlate the objectives that meet the expectations of the shareholders with performance indicators, for which they indicate realistic targets.

Indicators: It correlates the objectives that meet the expectations of the shareholders with performance indicators, for which it indicates realistic targets.

*7.12 Ability to present realistically and comprehensively the picture of possible constraints, risks and limitations to meet in achieving the proposed objectives and the action plan to reduce/eliminate them*

Description: the ability to review the constraints generated by the company's context, the risks deriving from them, evaluate them from the perspective of their probability of incidence and impact and indicate realistic countermeasures.

Indicators: Reviews the constraints generated by the company's context, the risks deriving from them, evaluates them from the perspective of their probability of incidence and impact and indicates realistic countermeasures.

## **B. Features:**

### **B 1. Personal and professional reputation**

Description: the ability to behave adequately.

Indicators:

- the candidate has not been convicted of committing an intentional crime; a preventive measure depriving or restricting liberty has not been taken against the candidate in a criminal trial, if investigations are carried out in relation to the commission of an intentional crime;
- the candidate has not been applied the complementary punishment and/or the accessory punishment of the prohibition of exercising the professional activity;
- the candidate was not applied the security measure by which he was prohibited from exercising the profession;
- the candidate has not been disciplined or administratively sanctioned by other Romanian or foreign authorities, institutions or bodies in the Company's field of activity, for professional aspects;
- the candidate has not been restricted from carrying out activities in the Company's field of activity by Romanian or foreign authorities, institutions or bodies in the Company's field of activity.

### **B 2. Integrity**

Description: the ability to behave with integrity, honesty and transparency in relation to others and the authority.

Indicators:

- understands and carries out the duties and responsibilities of a board and maintains knowledge in this regard through professional training; puts the interests of the organization ahead of others;
- treats sensitive and confidential information with due discretion and in accordance with the provisions of the mandate contract.

### **B 3. Independence**

Description: the ability to have a certain independence in relation to the authority.

Indicators:

- elaborates action plans for the strategies implementation;
- supports points of view with arguments in the situation when it is opposed with divergent opinions;
- calls for clarification and further information in clarifying divergences.

### **B 4. Political exposure**

Description: the candidate is involved in activities of a political nature.

Indicators: the degree to which the candidate is involved in activities of a political nature.

1	2	3	4	5
the candidate has a leading position within a political party		the candidate is a member of a political party		the candidate is not a member of any political party

### **B 5. Inter-personal communication skills;**

Description: the ability to communicate verbally, nonverbally and para verbally correctly, fluently and coherently, to relate, to argue and to persuade.

Indicators:

- he is able to express his ideas fluently and coherently; he has an attire suited to the messages sent; he shows that he actively listens to his interlocutors; he uses the formulation wisely; he uses the technique of questions correctly;
- it is able to initiate, maintain and develop relationships based on trust; it uses the persuasion process correctly.

### **B 6. Vision**

Description: the ability to formulate a personal purpose, identity and distinct personal capabilities.

Indicators:

- it has a personal professional purpose;
- shows distinct professional identity;
- shows personal capabilities that lead him to achieving the goal.

## **C. Other criteria**

### **C 1. Economic and financial results of the enterprises in which he has exercised his mandate as administrator or director**

Description: from the documents that make up the application file, possible answers to requests for clarifications and from the Statement of Intention, results the economic and financial results of the enterprises in which the candidate exercised his mandate as administrator or director.

Indicators: from the documents that make up the application file, possible answers to requests for clarifications and from the Statement of Intention, results the economic and financial results of the enterprises in which the candidate exercised his mandate as administrator or director.

Score	Description

1	The enterprise went bankrupt/insolvent during the exercise of his mandate
5	The enterprise did not go bankrupt//insolvency during the exercise of his/her mandate

*C 2. Registration in the tax and criminal records*

Description: from the documents that make up the application file, possible answers to requests for clarifications, the entries in the tax and criminal record are shown.

Indicators: from the documents that make up the application file, possible answers to requests for clarifications, the entries in the tax and criminal record are shown.

1	2	3	4	5
has documents that do not allow him to fill his post according to the law				Does not have documents that do not allow him to fill his post according to the law

*C3. Gender criteria*

Description: all people who meet the conditions of participation, regardless of gender, may participate in the selection process.

Indicators: Male/female gender criteria

1	2	3	4	5
				M/F