



INITIAL COMPONENT OF THE SELECTION
FOR THE VACANT POSITION OF MEMBER OF THE BOARD OF DIRECTORS OF
THE COMPANY CONPET SA

The selection plan for a member of the Board of Directors of CONPET SA (hereinafter referred to as the “Selection Plan”) is drawn up in accordance with the provisions of *Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented* (hereinafter referred to as GEO no. 109/2011), as well as *Government Decision no. 639/2023 approving the methodological norms for the application of Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises* (hereinafter referred to as GD no. 639/2023).

Within the meaning of GD no. 639/2023, the Selection Plan includes the working documents used in the selection procedure for administrator positions in public enterprises, establishing the timetable of the selection procedure from the date of initiation to the date of appointment of the administrators, structured in two components: the initial component and the integral component.

The selection procedure for the administrators of CONPET SA is developed in accordance with the provisions of GEO no. 109/2011 and GD no. 639/2023.

By Resolution no. 2/29.04.2025 of the Ordinary General Meeting of Shareholders of CONPET SA, the initiation of the selection procedure for the vacant position of member of the Board of Directors of CONPET SA was approved, in accordance with the provisions of GEO no. 109/2011.

In order to implement the Resolution of the Ordinary General Meeting of Shareholders (OGMS) of CONPET SA, the Public Supervisory Authority (hereinafter referred to as PSA) has drawn up this Initial Component of the Selection Plan, in compliance with the applicable legal provisions.

The selection procedure is conducted in a transparent manner, respecting the right to free competition, fairness and equal opportunities, non-discrimination, equal treatment, and accountability, with the aim of ensuring the professionalization of administrators in accordance with the corporate governance standards for public enterprises, as developed in the Corporate Governance Principles of the Organization for Economic Co-operation and Development (OECD).

The present Initial Component of the Selection Plan is drawn up for the purpose of selecting and appointing an administrator at CONPET SA for the remaining period until the end of the current Board’s mandate, namely until August 21, 2027, in compliance with the provisions of Government Emergency Ordinance no. 109/2011.

The Initial Component of the Selection Plan is prepared by the Public Supervisory Authority (PSA) with the aim of providing a basis for the development of the Integral Component of the Selection Plan and includes, but is not limited to, the following:

1. The Letter of Expectations;
2. The key aspects of the procedure;

3. The timetable of the selection procedure;
4. The responsible parties and their roles;
5. The identified risks;
6. The documents to be submitted prior to the appointment of the administrators.

The preparation of the Initial Component of the Selection Plan is carried out with clarity in order to determine all key aspects of the selection procedure, in accordance with the provisions of GEO no. 109/2011 and GD no. 639/2023.

The Selection Plan, in its entirety, constitutes the foundation of the selection procedure, reflecting the main activities and decisions to be undertaken, the deadlines for completion, the parties involved, as well as the working documents.

The Initial Component of the Selection Plan will be published on the official websites of the Ministry of Energy and CONPET SA, in accordance with Article 5, paragraph (1) of Annex no. 1 to GD no. 639/2023.

The Initial Component of the Selection Plan is approved by an administrative act of the PSA, in accordance with Article 5, paragraph (6) of Annex no. 1 to GD no. 639/2023.

I. LETTER OF EXPECTATIONS

The Letter of Expectations is the working document through which the PSA sets out the expected performance of the management and administrative bodies of the public enterprise for the remaining period until the end of the current Board's mandate.

The Letter of Expectations is part of the mandatory set of documents that initiates the selection process for members of the Board of Directors of public enterprises and is an integral part of the Initial Component of the Selection Plan.

The Letter of Expectations includes the objectives of CONPET SA that form the basis for establishing the specific selection criteria for candidates on the shortlist.

The Letter of Expectations is based on the government strategy in the sector in which the public enterprise operates, as well as on fiscal and budgetary policies.

The Letter of Expectations describes the anticipated general results, indicating indicative values, which are recommended to the management and administrative bodies of CONPET SA, and recommends a series of performance indicators for the public enterprise.

The Corporate Governance Department within the Ministry of Energy updated the Letter of Expectations after consulting the specialized structures within the public supervisory authority and the public enterprise.

The Letter of Expectations is approved by Order of the Minister of Energy, as an integral part of the Initial Component of the Selection Plan, and is published on the websites of CONPET SA, the Ministry of Energy, and the Agency for Monitoring and Evaluating the Performance of Public Enterprises (hereinafter referred to as AMEPIP), in accordance with the provisions of Article 5, paragraph (1) of Annex no. 1b) to GD no. 639/2023.

The LETTER OF EXPECTATIONS, which sets out the expected performance of the management and administrative bodies of CONPET SA, is attached to this Initial Component of the Selection Plan.

II. KEY ASPECTS OF THE PROCEDURE

The key aspects of the procedure are detailed in the timetable proposed by the Ministry of Energy and refer to the mandatory stages to be completed, the documents produced by the Selection and Nomination Committee, and the documents that must be received during these stages; the deadlines specified in the law must be observed and represent the maximum time limits for the receipt of documents, announcements, communications, etc.

Compliance with these provisions (timeframes, document content) ensures increased transparency and improved quality of the information presented to the public, leading to the implementation of corporate governance principles for public enterprises.

By reviewing the legislation regarding the selection process, mandatory stages (key aspects) have been identified; the completion time is estimated in this timetable, taking into account the maximum durations for each respective stage; any delay in one stage will implicitly result in the postponement of subsequent stages, which cannot be initiated or completed until the previous stage has been finalized.

- a) Regarding the documents required for the implementation of the selection and nomination procedure:
 - i. the Board profile is prepared by the Corporate Governance Department within the Ministry of Energy; the candidate profile is prepared by the Selection and Nomination Committee (hereinafter referred to as the SNC);
 - ii. the draft Board profile is published on the Ministry's official website, on the public enterprise's website, and is sent to AMEPIP within 5 days from the date of approval of the Initial Component of the Selection Plan;
- b) Regarding the orderly unfolding of the selection procedure:
 - i. the Selection and Nomination Committee shall prepare the Integral Component of the Selection Plan within 10 days of its establishment;
 - ii. the draft Integral Component of the Selection Plan shall be published on the websites of the Ministry of Energy and CONPET SA;
 - iii. the Integral Component of the Selection Plan shall be approved by a resolution of the GMS;
 - iv. deadlines: for each stage of the selection procedure, deadlines must be set. These deadlines must be established and included in the Integral Selection Plan;
 - v. confidentiality elements: these represent key aspects of the selection procedure, which must be specified and integrated into the Selection Plan, including how they will be addressed. The Ministry of Energy, through the Selection and Nomination Committee, shall define these aspects prior to the finalization of the Selection Plan.
- c) Regarding the selection of the candidates:
 - i. ensuring an optimal combination of categories of competencies, attributes, restrictions, and conditions necessary for the selection and nomination of

administrators: a key element in drawing up the shortlist and submitting proposals for the appointment of administrators;

- ii. the candidate profile consists of two components:
 - description of the role, derived from the contextual requirements of the public enterprise and from the Letter of Expectations;
 - a description of the selection criteria.
- iii. the board profile differentiates between mandatory selection criteria and optional, competency-based selection criteria that have been identified following the analysis of contextual requirements. The mandatory selection criteria are competencies and attributes that must be met by all candidates, while the optional selection criteria are competencies and attributes that may be met by some of the administrators, but not necessarily by all.
- iv. the Selection and Nomination Committee determines which of the criteria exemplified in Annex no. 1 to Government Decision no. 639/2023 are mandatory and which are optional, depending on the specifics and complexity of the public enterprise's activities, as well as their weighting in the preparation of the shortlist.

III. SELECTION PROCEDURE TIMETABLE

The timetable of the selection procedure includes the stages of the recruitment and selection process, deadlines, the necessary documents prepared for each stage, as well as the parties involved.

The date of initiation of the selection procedure for the administrators of CONPET SA, a public enterprise under the authority of the Ministry of Energy, is the date of adoption of the GMS Resolution issued for this purpose and communicated to the PSA.

No.	Selection procedure stage	Deadline	Responsible	Resulted document/_action undertaken
1.	Initiation of the selection procedure for administrators – art. 3, para. (1), letter c) of Annex no. 1 to Government Decision 639/2023	Date of adoption of the GMS Resolution	GMS	GMS Resolution
2.	Communication to the Ministry of Energy regarding the initiation of the selection procedure art. 3, para. (1), letter c) of Annex no. 1 to	Immediately after adoption	GMS/BoD Secretariat	communication letter for the GMS Resolution

	Government Decision 639/2023			
3.	AMEPIP Notification regarding the initiation of the selection procedures – Article 3, paragraph (3) of Annex no. 1 to Government Decision no. 639/2023	2 working days from the date of adoption of the GSM Resolution	PSA	notification letter to AMEPIP
4.	The appointment, by order of the president of AMEPIP, of 2 members to the Selection and Nomination Commission, the transmission to the PSA of their details, as well as information regarding the independent expert selected - art. 4, para. 1 of Annex no. 1 to GD no. 639/2023	3 days from the date of receipt of the notification	AMEPIP	Order of the AMEPIP president – letter with information regarding the independent expert selected
5.	Establishment of the Selection and Nomination Commission - art. 4 ⁹ , para. (1), (2) and (5) of GEO no. 109/2011 -art. 4, para. (2) and art. 7 of Annex no.1 to GD 639/ 2023	2 days from the date of receipt of the AMEPIP President's Order	PSA	Order of the Minister of Energy for the establishment of the SNC

6.	Selection by AMEPIP of the Independent Expert – article 2, item 28 of GEO no. 109/2011 – Article 6 of Annex 1 to GD no. 639/2023	As per the provisions of Law no. 98/2016	AMEPIP	Services supply contract Independent expert
7.	Development and publication of the draft Initial Component of the Selection Plan - art. 5, para. (1) and (3) of Annex 1 to G.D. 639 /2023	10 days from the date of the GMS Resolution to initiate the selection procedure	PSA	The draft Initial Component of the Selection Plan is published on the webpage of PSA and PE
8.	Consultations for the finalization of the initial Component of the Selection Plan - art. 5, para. (4) of Annex 1 to GD 639/ 2023	5 days from publication	Shareholders representing individually or collectively at least 5% of the share capital	Project consultation announcement
9.	Publication of proposals received in the Initial Component of the Selection Plan - art. 5, para. (5) of Annex 1 to GD. 639/ 2023	1 day from the date of receipt of proposals	PSA	Proposal letter Supplementation/amendment of the project
10.	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 initiation of the selection procedure	PSA	Order of the Minister of Energy approving the Initial Component of the Selection Plan, including the Letter of Expectations

	<p>-art. 5, para. (6) of Annex 1 to GD. no. 639/ 2023</p> <p>-art. 4, para. (4) of Annex 1b of GD no. 639/2023</p>			
11.	<p>-Publication of the Initial Component of the Selection Plan on the websites of the PSA and the PE</p> <p>-art. 5 para. (1) of Annex 1 of GD no. 639/ 2023</p> <p>-Publication of the Letter of Expectations on the AMEPIP website</p> <p>-art. 5 para. (1) of Annex 1b of GD no. 639/ 2023</p>	After approval of the Initial Component of the Selection Plan	PSA BoD	Letter of publication of the Initial component of the selection plan - publication on the AMEPIP website of the Letter of Expectations
12.	<p>Development of the draft Council Profile. Publication of the draft Council Profile on the websites of the PSA and PE</p> <p>-Submission of the draft Council Profile to AMEPIP.</p> <p>-art. 12, para. (1) of Annex no. 1 to GD 639/2023</p>	5 days from the date of approval of the Initial Component of the selection plan	PSA	- draft Council Profile - letter for publication of the draft Council Profile - letter for communicating the draft Council Profile to AMEPIP
13.	<p>Consultations for the finalization of the Board Profile</p> <p>-art. 12, para. (2) of Annex no. 1 to GD 639/2023</p>	5 days from the date of publication	Shareholders representing, individually or jointly, at least 5% of the share capital	Announcement of project consultations

14.	<p>Elaboration of the draft of the integral component of the selection plan, including the Council Profile, the Candidate Profile, the interview plan, the deadlines for the stages between the date of the selection procedure and the date of presentation of the Final Report, as well as the Initial Component of the Selection Plan</p> <p>- art. 10 para. (1), art. 12 para. (3) and art. 14 -16 of Annex no. 1 to GD. no. 639/2023</p>	within 10 days from the establishment of the SNC	SNC	draft integral component of the selection plan
15.	<p>Publication of the draft of the Integral Component of the Selection Plan on the websites of the PSA and PE</p> <p>-art. 10, para. (2) of Annex no. 1 to GD. 639/2023</p>	2 days as of item 14	SNC by the Secretariate	<p>- draft Integral Component of the Selection Plan</p> <p>-letter for publication of the Integral Component of the Selection Plan</p>
16.	<p>Consultations for the finalization of the integral component of the selection plan</p> <p>- art. 10, para. (3) of Annex no. 1 to GD. 639/2023</p>	5 days from the date of publication of the project	Shareholders representing, individually or together, at least 5% of the share capital	Announcement of consultations project

17.	<p>Approval of the integral component of the selection plan, together with/including the Board Profile and the Candidate Profile</p> <p>- art. 10, para. (4) of Annex no. 1 to GD no. 639/2023</p>	2 days from item 16	Secretariat GMS/BoD	GMS resolution, for the approval of the integral component of the selection plan
18.	<p>Publication of the announcement regarding the selection of the administrators on the website of the PSA, the PE and the AMEPIP, in at least 2 widely spread economic and/or financial publications, on at least one human resources recruitment platform or website with high visibility at national level</p> <p>-art. 29 para. (4)-(5) of the GEO no. 109/2011 - art. 19, para. (2)-(3) of Annex no. 1 to GD no. 639/2023</p>	-3 days from item 17 - at least 30 days before the deadline for submitting applications	SNC Secretariat and Chairperson of the BoD of the PE	recruitment and selection announcement
19.	<p>Submission of the application files</p> <p>-art. 20, para. (1) of Annex no. 1 to GD. no. 639/2023</p>	before the deadline specified in the selection announcement	candidates	application file

20.	<p>Transmission to AMEPIP of the documents submitted by the candidates, in order to verify the fulfillment of the legal conditions for selection and appointment</p> <p>- art. 4⁵ para. (3) of GEO no. 109/2011</p>	2 working days from the end of the period for submitting files	PSA	Documents submitted by the candidates
21.	<p>Verification of candidates' documents and transmission to PSA of the opinion in accordance with</p> <p>- art. 4⁵ para. (4) of GEO. no. 109/2011</p>	within 2 working days from item 20	AMEPIP	Opinion compliant
22.	<p>Requesting any additional clarifications, in writing, with the establishment of the response deadline</p> <p>- art. 20, para. (2) of Annex no. 1 to GD no. 639/2023</p>	if applicable	SNC candidates	Clarification form
23.	<p>Incomplete application files will be rejected. Rejected candidates are informed in writing about this decision</p> <p>- art. 20, para. (3) of Annex no. 1 to GD no. 639/2023</p>	within a maximum of 5 working days from the date of adoption of the rejection decision	SNC	written information

24.	<p>Drawing up the long list, based on the complete application files, submitted within the deadline, which is confidential</p> <p>- art. 20, para. (4) of Annex no. 1 to GD no. 639/2023</p>	within 2 working days from item 21	SNC	Long list
25.	<p>Analysis of the information from the application files remaining on the long list and the allocation of points according to the evaluation grid for each criterion within the Council Profile for each candidate.</p> <p>-art. 21, para. (1)-(5) of Annex no. 1 to GD no. 639/2023</p> <p>Candidates are eliminated from the long list in descending order of the score obtained according to the requirements of the candidate's profile, up to a maximum of 5 candidates, respectively a minimum of 2 candidates for each administrator position, thus resulting in the short list.</p> <p>-art. 21, para. (6) and art. 22, para. (1) of Annex no. 1 to GD no. 639/2023</p>	upon completion of the analysis of the information in the application files	SNC	Short list

26.	Informing rejected candidates -art. 21, para. (7) of Annex no. 1 to GD. no. 639/2023	upon completion of the shortlist	SNC	electronic information
27.	Challenging the result obtained by dissatisfied candidates, by submitting appeals to the PSA headquarters (if applicable) -art. 29, para. (6) of GEO 109/2011	2 working days from the communication of the result obtained	candidates	appeals of the dissatisfied candidates, if applicable
28.	Resolving the submitted appeals (if applicable) - art. 29, para. (6) of GEO 109/2011	2 working days from the registration of the appeal	PSA	letters regarding the resolution of the appeals, if applicable
29.	Challenging the PSA decision at the competent administrative court (if applicable) -art. 29, para. (6) of GEO 109/2011	15 days from the communication of the PSA decision	Candidates	Decision of the administrative court, if applicable
30.	Informing, by electronic means, the selected candidates about the inclusion of their candidacy on the shortlist and about the obligation to submit the Letter of Intent to the PSA, within 15 days from the date of the information	within 15 days from the date of the information	candidates	Letter of Intent

	<p>- art. 22, para. (2) of Annex no. 1 to GD no. 639/2023</p>			
31.	<p>Analysis of Letters of Intent and integration of the analysis results into the Candidate Profile matrix</p> <p>-art. 22, para. (2) and (3) of Annex no. 1 to GD no. 639/2023</p>	<p>within the deadlines established by SNC</p>	SNC	<p>Letter of Intent analysis form -candidate profile matrix</p>
32.	<p>Organization and conduct of interviews of shortlisted candidates, integration of results</p> <p>-art. 22, para. (4) and (5) of Annex no. 1 to GD no. 639/2023</p>	<p>within the deadlines established by SNC</p>	SNC	Interview Plan
33.	<p>drawing up the ranking of the candidates from the shortlist and the Final Report of the procedure, representing the completion of the selection procedure</p> <p>- art. 22, para. (4) and (6) of Annex no. 1 to GD no. 639/2023</p>	<p>After the completion of the interviews, within the deadlines established by SNC</p>	SNC	<p>ranking of candidates - Final Report</p>

34.	Approval of the Final Report by the head of the PSA in order to mandate the representatives in the GMS, for the proposal of members to the Board of Directors - art. 22, para. (7), letters. a) and c) of Annex no. 1 to GD no. 639/2023	within the deadlines established by the SNC	SNC	communication of the Final Report in order to approve by the head of the PSA
35.	Communication of the Final Report to AMEPIP in order to issue the opinion of compliance -art. 4 ⁴ , para. (5), let. c), point (vii) of GEO. no. 109/ 2011	within 3 working days from the completion of the selection procedure	PSA	Letter for communication of the Final Report
36.	AMEPIP issues a consent by which it approves or cancels the procedure, ordering by decision of the president, remedial measures and/or sanctions - art. 4 ⁴ para. (5) letter c) item (vii) of GEO no. 109/2011 - art. 27 of Annex no. 1 to GD no. 639/2023	within 10 days from the date of receipt of the Final Report	AMEPIP	Opinion compliant issued by AMEPIP or Decision of the president with remedial measures
37.	Publication of the Final Report, in compliance with the GDPR rules, on the website of the PSA, the PE and AMEPIP	After the issue of the compliant opinion of AMEPIP	PSA, chairperson of the BoD, AMEPIP	Letter of publication Final report

	after the issuance of the approval of AMEPIP - art. 22, para. (8) of Annex no. 1 to GD. no. 639/2023			
38.	Convening by the PSA of the GMS of a public enterprise for the appointment of the administrators - art. 22 para. (9) and (11) of Annex no. 1 to GD 639/2023	within a maximum of 10 days 2023 from the communication of the Final Report	PSA	Convening of the General Meeting of Shareholders under Law No. 31/1990, republished, with subsequent amendments and supplements
39.	Appointment of the administrators -art. 29, para. (1) of of GEO 109/2011	In compliance with the legal provisions	GMS	GMS Resolution

The deadlines scheduled according to the timetable of the selection procedure may be postponed in the event that appeals are filed, in accordance with Article 29, paragraph (6) of GEO no. 109/2011.

Within the described stages, if no applications are received that meet the minimum requirements stipulated in GEO no. 109/2011, as subsequently amended and supplemented, then the procedure must be resumed either from the stage of publishing the selection announcement or from the beginning, by redefining the Board profile, in order to broaden the pool of candidates.

IV. RESPONSIBLE PARTIES AND THEIR ROLES

This section defines the main activities that the parties involved in the selection and nomination process must carry out in order to ensure its proper management.

According to the provisions of GEO no. 109/2011, as subsequently amended and supplemented, the responsible parties in the selection and nomination procedure are as follows:

- A. General Meeting of Shareholders of CONPET SA;
- B. Public Supervisory Authority – Ministry of Energy;
- C. Selection and Nomination Committee (SNC);
- D. Independent Expert (within the SNC);

E. AMEPIP (Agency for Monitoring and Assessing the Performance of State-owned Enterprises)

A. The General Meeting of Shareholders of CONPET SA performs the following main duties in the procedure for the selection and nomination of administrators, without being limited to these and in accordance with the law:

- a) decides on the initiation of the selection procedure for the members of the Board;
- b) approves the Integral component, alongside the relevant documents;
- c) appoints the Board of Directors' members;
- d) approves the key performance indicators for administrators, following their negotiation with the Public Supervisory Authority (PSA);
- e) exercises any other duties stipulated by the provisions of GEO no. 109/2011 and the provisions of GD no. 639/2023.

B. The Ministry of Energy performs the following main duties within the procedure for the selection of administrators, without being limited to these, in compliance with the applicable legal provisions, as follows:

- a. sets long-term objectives covering a period of at least 4 years and includes them in the Letter of Expectations, which will be published on its own website, as well as sends the relevant documentation to AMEPIP within the deadlines established in this document and in the applicable legislation;
- b. notifies AMEPIP regarding the need to initiate the procedure for the selection and appointment of administrators, as well as their revocation;
- c. organizes the selection procedure, the selection, and nomination of candidates for the vacant position of administrator of CONPET SA;
- d. drafts and approves the Rules of Organization and Operation of the Selection and Nomination Committee, in accordance with the Framework Regulation for the Organization and Operation of Selection and Nomination Committees, approved by AMEPIP;
- e. drafts the Initial Component of the Selection Plan, including the Letter of Expectations;
- f. approves the Initial Component of the Selection Plan, including the Letter of Expectations as an integral part of the Initial Component, and publishes it on its own website to make it available to interested parties, as well as on the websites of CONPET SA and AMEPIP;
- g. establishes the Selection and Nomination Committee;
- h. drafts and publishes the draft Board Profile on the websites of the Public Supervisory Authority and the public enterprise and sends it to AMEPIP;
- i. sends reports to AMEPIP within 3 days of the completion of the procedure;

- j. formulates proposals for the appointment of the administrator in the General Meeting of Shareholders, from a shortlist, based on the publicly communicated selection criteria, in the order of the candidates' ranking for the respective position;
- k. negotiates the key performance indicators for the administrators, sends them to AMEPIP for approval regarding compliance with the minimum level, and undertakes the necessary steps for their approval in the General Meeting of Shareholders;
- l. concludes the mandate contracts with the administrators of the public enterprise through the General Meeting of Shareholders and sends them to AMEPIP;
- m. prepares and publishes the list of administrators and directors in office at CONPET SA and communicates it to AMEPIP;
- n. applies integrity criteria for the administrators and directors of CONPET SA;
- o. performs any other duties established by GEO no. 109/2011, GD no. 639/2023, by special laws, and by the applicable legislation in force.

C. The Selection and Nomination Commission (SNC) is established by Order of the Minister of Energy, in accordance with the provisions of Article 49 of GEO no. 109/2011 and Annex no. 1 to GD no. 639/2023.

At the level of the Ministry of Energy, the Selection and Nomination Committee is established by order of the Minister of Energy, within no more than 5 days from the deadline provided in Articles 3–4 of Annex no. 1 to GD no. 639/2023, with the following composition:

- 2 full members and 2 alternates appointed by order of the Minister of Energy;
- 2 full members and 2 alternates appointed by AMEPIP, by order of its president;
- one independent expert, selected by AMEPIP.

The Chairperson of the SNC is appointed from among the representatives of the Ministry of Energy, by order of the head of the PSA.

The PSA provides the secretariat for the SNC. The secretary of the SNC is not a member of the SNC, is appointed by order of the head of the PSA, and does not have voting rights.

The Minister of Energy approved Order no. 1359/18.09.2024 on the Rules of Organization and Operation of the Selection and Nomination Committees for candidates for positions as members of the Boards of Directors/Supervisory Boards of public enterprises under the authority or subordination of the Ministry of Energy, establishing the manner of organization and operation of the SNCs constituted at the level of the PSA.

The Selection and Nomination Committee performs the main duties provided for in Article 4⁹, paragraph (5) of GEO no. 109/2011, as detailed in the Rules of Organization and Operation of the Selection and Nomination Committees, approved by the PSA.

The main duties of the SNC are as follows:

- a) carries out the selection procedure for the administrator, ensuring its compliance and transparency;
- b) evaluates the candidates, prepares, and communicates to the PSA the shortlist of candidates and their ranking;
- c) notifies AMEPIP in the event of any deviations from the legal provisions regarding the conduct of the selection procedure, for the purpose of applying sanctions and implementing corrective measures.

The main activities of the SNC are as follows:

- a) prepares the Integral Component of the Selection Plan within 10 days of its establishment, for the purpose of proposing nominations for the administrator positions, in compliance with the deadlines provided by GEO no. 109/2011 and GD no. 639/2023, and submits it to the Ministry of Energy and CONPET SA for publication on their websites;
- b) prepares the Candidate Profile for the vacant position of member of the Board of Directors, based on the contextual requirements of CONPET SA and the Letter of Expectations;
- c) determines which of the criteria exemplified in Annex no. 1 to GD no. 639/2023 are mandatory and which are optional, depending on the specifics and complexity of the public enterprise's activity, the requirements in the Letter of Expectations, and their weighting in the preparation of the shortlist;
- d) sets the eligibility conditions for candidates to participate in the selection procedure for member of the Board of Directors and the contents of the application file;
- e) submits the documents provided by the candidates to AMEPIP for verification of compliance with the legal conditions for selection and appointment;
- f) after the deadline for submitting candidate files, the Selection and Nomination Committee unseals and analyzes the contents of the files submitted by the candidates;
- g) decides to reject incomplete application files and informs the rejected candidates in writing of this decision within a maximum of 5 working days from the date of the rejection decision;
- h) carries out the activities underlying the preparation of the longlist and verifies the information in the application files;
- i) analyzes the information in the application files remaining on the longlist and allocates scores according to the evaluation grid for each criterion in the board profile, for each candidate;
- j) requests, in writing, if necessary, additional clarifications from candidates, setting a response deadline;

- k) establishes the shortlist of candidates;
- l) informs, by electronic means, the selected candidates regarding their inclusion on the shortlist and the obligation to submit their Letters of Intent to the Ministry of Energy within 15 days from the date of notification;
- m) determines the scoring method, the documents relating to the Letters of Intent, the Interview Plan, and the declarations to be completed by the candidates;
- n) analyzes the Letters of Intent and integrates the results of the analysis into the candidate evaluation;
- o) prepares the Interview Plan and organizes interviews for the candidates on the shortlist;
- p) after completing the interviews, ranks the candidates on the shortlist and prepares the Final Report, which is sent to AMEPIP for the issuance of the conformity opinion and, subsequently, to the head of the PSA for mandating the state representatives in the General Meeting of Shareholders to propose a member for the board;
- q) notifies AMEPIP in the event of any deviations from the legal provisions regarding the conduct of the selection procedure, for the purpose of applying sanctions and/or implementing corrective measures;
- r) in the event of non-compliance with the legal provisions regarding the selection of the candidate, the committee or, in case of disagreement among the committee members, any member of the Selection and Nomination Committee, notifies AMEPIP, with the provisions of Article 44, paragraph (5), letter c), item (vii) of GEO no. 109/2011 applying accordingly;
- s) informs AMEPIP regarding the progress of the selection procedure, according to its timetable, while maintaining confidentiality regarding information about candidates, application files, the longlist, or other confidential information;
- t) performs any other activities in accordance with the duties established by the administrative act of establishment and those provided by GEO no. 109/2011 and GD no. 639/2023.

The Selection and Nomination Committee prepares the Integral Component of the Selection Plan within a maximum of 10 days from its establishment and submits it to the Ministry of Energy and CONPET SA for publication on their websites.

D. The independent expert meets the conditions provided in Article 2, item 28 of GEO no. 109/2011: “independent expert – a natural or legal person, specialized and authorized under the law to carry out activities in the field of human resources, selected by AMEPIP for central-level public supervisory authorities or by the public supervisory authority in the case of local public enterprises, in accordance with the provisions of Law no. 98/2016 on public procurement, as subsequently amended and supplemented, who presents a relevant client portfolio for the selection of administrators/directors of public or private enterprises, demonstrating that they have provided recruitment services which resulted in the successful filling of those positions.”

The minimum responsibilities and tasks of the Independent Expert within the Selection and Nomination Committee (SNC) are:

- advising the SNC on the most effective methods for implementing the mandatory provisions of GEO no. 109/2011 and GD no. 639/2023 regarding the conduct of the administrator selection procedure;
- drafting the administrator selection announcement, in collaboration with the members of the SNC;
- amending/completing the documents related to the Integral Component of the Selection Plan, in consultation with the SNC members appointed at the level of the PSA, according to the proposals accepted by the committee members. The Selection Plan shall include, but not be limited to, the elements provided in Annex no. 1 to GD no. 639/2023;
- implementing the Selection Plan together with the members of the SNC, identifying and selecting candidates, and determining the contents of the application file.

E. AMEPIP has the following main competences and responsibilities

In connection with the selection and nomination procedure for the administrator of CONPET SA, AMEPIP has the ultimate responsibility to ensure a transparent and competitive selection process, and in this regard fulfills the following duties:

- (i) participates in the selection and nomination procedure for the administrator through its representatives appointed to the Selection and Nomination Committee;
- (ii) verifies compliance with the procedures for the selection and nomination of the administrator of CONPET SA.
- (iii) approves, by order of the president, the Framework Regulation for the organization and operation of the selection and nomination committees, in compliance with the methodology provided in Article 46, paragraph (2) of GEO no. 109/2011;
- (iv) appoints, by order of the president of AMEPIP, 2 members to the Selection and Nomination Committee, communicates their details to the PSA, as well as information regarding the selected independent expert;
- (v) verifies the candidates' documents and issues the conformity opinion to the PSA;
- (vi) endorses, by exception, the extension of the interim mandates of administrators under the conditions provided in Article 291, paragraph (3) of GEO no. 109/2011;
- (vii) receives the Final Report of the SNC within 3 working days from the completion of the selection and nomination procedure for the administrator. Within 10 days from the date of receiving the report, AMEPIP issues a conformity opinion by which it approves or annuls the procedure, ordering remedial measures as regulated by the methodological norms for the application of the provisions of this emergency ordinance and/or sanctions in accordance with the provisions of this emergency ordinance;
- (viii) endorses, with regard to compliance with the minimum level, the key performance indicators for administrators, which will subsequently be included in the annexes to the mandate contracts.

V. IDENTIFIED RISKS

In the selection and nomination process, several real risks can be identified, which may potentially arise due to the contextual requirements of the set of specific conditions and circumstances that

must be taken into account. These contextual requirements are determined by the particularities of CONPET SA and the environment in which it operates, the economic and financial situation, the legislative context, and the strategic position of the public enterprise at the time the selection procedure is initiated.

Based on these factors, several potential risks have been identified:

Identified risks	Impact	Occurrence probability	Observations
Time scarcity/failure to meet the deadlines provided by law	moderate	medium	allocating time reserves for each activity and for each stage of the procedure; - preparing documents in advance; - assigning responsibilities to each member of the SNC
Delays in the selection procedure	moderate	medium	- strict adherence to the planned stages in the selection procedure; - prompt fulfillment by all SNC members of the assigned responsibilities
Small number of applicants	moderate	medium	- adequate publicity, adding new channels for communicating the messages of the recruitment and selection campaign; - direct approach using head-hunting methods to target individuals identified with the help of other candidates.
Withdrawal from the selection process by candidates on the shortlist/nominees	high	medium	- ensuring an initial pool of candidates large enough to allow a sufficient number of accepted candidates on the shortlist; - shortening the decision period for accepting a candidate as much as possible; - raising candidate awareness regarding the procedure; - clarifying, as much as possible, the questions/issues raised by the candidate related to filling the position
Challenging the PSA decision at the administrative court (art. 29, para. (6) of GEO 109/2011)	high	medium	Dissatisfied candidates may contest the result obtained by submitting appeals to the administrative court within 15 days from the date of notification.

VI. DOCUMENTS TO BE SUBMITTED PRIOR TO THE APPOINTMENT OF THE ADMINISTRATOR

As per Article 11 of Annex no. 1 to GD no. 639/2023, the Selection Plan includes documents and forms customized for each selection procedure.

The documents and forms provided are as follows, but are not limited to:

- a) the stages of the selection procedure, the timetable, the documents and materials to be checked or prepared, and contact persons for further information and details;
- b) selection announcements, for print and online media;
- c) a detailed list of documents required for submitting applications by natural and legal persons, depending on the stages of the selection procedure;
- d) confidentiality and document access provisions, and the list of confidential elements;
- e) the list of possible risks and the measures to be taken to mitigate these risks, ensuring that shareholders' rights are respected and the interests of the public enterprise are safeguarded;
- f) the Letter of Expectations;
- g) Contextual Requirements;
- h) Board Profile;
- i) Candidate Profile;
- j) selection criteria;
- k) the scoring method;
- l) documents related to the Letter of Intent;
- m) Interview Plan;
- n) draft mandate contract;
- o) declarations to be completed by candidates;
- p) application files.

Candidates must fill out the application file with the documents requested in the selection announcement and with other documents that will be determined by the Independent Expert at the time the announcement is prepared.

CONFIDENTIALITY ELEMENTS

All candidates' application files will be treated with complete confidentiality by all parties involved in the selection and nomination procedure. Additionally, confidentiality of data also refers to not using this information for personal gain.

Information regarding the identity of candidates will be treated with the highest degree of confidentiality, and access to this information is limited only to those persons involved in the decision-making process.

List of confidential elements:

- the identity, personal data, and application files of the candidates;
- information regarding the private, professional, or public life of the candidates.

ELEMENTS ACCESSIBLE ONLY TO THE SELECTION AND NOMINATION COMMITTEE

List of elements accessible only to the Selection and Nomination Committee:

- all scores obtained during the intermediate evaluations/clarifications and integrated into the matrix;
- the results of the interviews and the elements, details, examples, and all data provided by the candidates during these, except for confidential data;
- the longlist of qualified candidates and the shortlist of candidates qualified for the next stage of the selection process.

ELEMENTS THAT CAN BE MADE PUBLIC

List of elements that may be made public:

- The initial component of the selection plan, including the Letter of Expectations;
- The board profile;
- The candidate profile;
- The recruitment and selection announcement;
- The selection and evaluation criteria;
- The interview plan;
- Declaration templates;
- The integral component of the selection plan.

The final report shall be published on the websites of the Ministry of Energy, CONPET SA, and AMEPIP, in compliance with the provisions of *(EU) Regulation No. 679/2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data*.

FUTURE ACTIONS FOR FINALIZING THE SELECTION PLAN

In order to finalize the Selection Plan, the Selection and Nomination Committee will undertake the necessary activities to comply with the provisions of GEO no. 109/2011 and GD no. 639/2023.

To this end, it will prepare, but not be limited to, the following documents required in the recruitment and selection process:

- a) Candidate profile for the position of administrator;
- b) Candidate profile matrix;
- c) Selection announcements, for print and online media;
- d) Detailed list of documents required for submitting applications by natural and legal persons;
- e) Declaration forms to be completed by the candidates;
- f) Materials related to the Letter of Intent;

- g) Interview plan;
- h) List of confidential elements and those that may be made public;
- i) List of elements for verifying candidates included on the shortlist.

The Selection Plan will be supplemented/modified/updated/finalized by the Selection and Nomination Committee with other elements/documents related to the selection procedure that may arise between the date of its initiation and the date of publication of the SNC's Final Report.