



**Conpet SA**

**The integral component of the selection plan**



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## 1. Contextual requirements

### **The organizational context, the mission, the requirements expressed in the letter of expectations, and the elements of organizational strategy existing or to be developed.**

CONPET SA is a joint-stock company, managed under a unitary system, in accordance with Law no. 31/1990 regarding companies, republished, with subsequent amendments, registered at the Prahova Trade Registry under no. J1991000006291 and at the Financial Supervisory Authority with certificate no. 7227/1997. Its registered office is in Ploiești, 1-3 Anul 1848 Street, Prahova County.

According to the Articles of Incorporation, the main activity of the Company consists of the transport of crude oil, rich gas, ethane, and condensate through pipelines, for the purpose of supplying refineries with crude oil and crude oil derivatives from domestic production and with imported crude oil, NACE code 4950 – *Pipeline transport*.

With an existence under various names and organizational forms for over a century, CONPET SA operates the National Transport System for crude oil, rich gas, ethane, and condensate through pipelines. The foundations of crude oil transport by pipeline were laid in 1900, with the construction of the first crude oil pipeline connecting the Buștenari area to the CF Băicoi railway station in Prahova County. In the same year, the joint-stock company “Conductul Național” was established, headquartered in Ploiești, considered the forerunner of the current CONPET company.

CONPET SA was established in 1990, based on Government Decision no. 1213/1990 regarding the establishment of joint-stock companies in industry, by taking over the entire assets and liabilities of the Crude Oil Transport by Pipeline Enterprise (ITTC) Ploiești, being the first company established in the oil industry in Romania.

CONPET SA operates as a joint-stock company, according to *Law no. 31/1990* regarding companies, republished, is a publicly owned company, and is registered with the National Securities Commission (CNVM) – Office for Securities Registration (registration certificate no. 7227/1997).

Starting September 5, 2013, shares issued by CONPET SA have been traded on the regulated market managed by the Bucharest Stock Exchange, Equity Securities sector, Category I, under the symbol “COTE”. As of January 5, 2015, the shares were included in the PREMIUM category, and starting 2023, CONPET SA shares were included for the first time in the MSCI Frontier IMI and MSCI Romania IMI indices.

The company has a subscribed and paid-up share capital of 28,569,842.4 RON, divided into 8,657,528 nominative shares with a nominal value of 3.3 RON each.

As of December 31, 2024, CONPET SA had a market capitalization of 652.7 million RON – 131 thousand euros (75.40 RON/share as of 31.12.2024), ranking 34<sup>th</sup> in the “Top issuers by capitalization”.

From the perspective of the governmental strategy in the field in which the public enterprise operates, CONPET SA will prioritize and align its investment and modernization program for the operational infrastructure of the National Transport System for crude oil, rich gas, condensate, and ethane in the medium and long term, in accordance with the measures established by the government program and other long-term economic reform measures.

CONPET SA's activity must be aligned with the priorities of the national energy strategy, with the changes in the environment in which the company operates, as well as with the performance that must be achieved by the administrators in exercising their duties according to their mandate, by creating a cooperative relationship based on mutual trust, while respecting the principles of transparency, responsibility, economic efficiency, and the profitability of the Company.

The majority shareholder - the Romanian State through the Ministry of Energy - and the other shareholders of CONPET SA want the Company's administrators to pay special attention to improving the quality of operating, rehabilitation, and maintenance services for crude oil and other petroleum product pipelines, tanks, pumping stations, and other related installations and equipment that make up the operational infrastructure of the National Transport System, as well as to increasing the safety in the operation and functioning of all specific installations.

The company is managed under a unitary system by a Board of Directors consisting of 7 members, and the executive management is delegated to several directors with mandate contracts, one of whom is appointed as Director General.

## 2. The stages of the selection process, the calendar, the documents and materials to be checked or prepared, and contact persons for further information and details

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 remaining vacant member position on the Board of Directors of CONPET SA was approved, in accordance with the provisions of Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public enterprises, with subsequent amendments and additions.

The Agency for Monitoring and Evaluating the Performance of Public Enterprises (*Ro. AMEPIP*) has appointed, by order of the president, two members to the Selection and Nomination Committee, has designated the Independent Expert, and has communicated the president's order and the information regarding the nomination of the Independent Expert to the public supervising authority and to the public enterprise.

The head of the public supervising authority, by administrative act, appointed two members to the Selection and Nomination Commission and established the Selection and Nomination Committee according to the provisions of Article 49, paragraphs (1) and (2) of Government Emergency Ordinance no. 109/2011 *regarding the corporate governance of public enterprises*, as approved with amendments and additions by Law no. 111/2016, with subsequent amendments and additions.

The public supervising authority has drafted the initial component of the selection plan. The initial component of the selection plan was approved by an administrative act of the public supervising authority, namely by Order of the Minister of Energy (OME) no. 612/30.05.2025. The public supervising authority, through the corporate governance department, has prepared the profile of the board of directors.

The Selection and Nomination Committee has drafted the full component of the selection plan.

The Board of Directors' profile and the candidate's profile are part of the full component of the selection plan and will be approved alongside it by the General Meeting of Shareholders through a resolution.

The announcement regarding the selection of the members of the board of directors is published, under the responsibility of the public supervising authority, according to the provisions of Article 29, paragraphs (4) and (5) of Government Emergency Ordinance no. 109/2011 and Article 19, paragraph (3) of Government Decision no. 639/2023 for the approval of the methodological norms for the application of Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public enterprises (hereinafter referred to as GD no. 639/2023), at least 30 days before the deadline for submitting applications specified in the announcement.

Application files must be submitted by the deadline specified in the announcement. The Selection and Nomination Committee may request additional clarifications from candidates, in writing, setting a response deadline.

In accordance with the provisions of Article 4<sup>5</sup> of GEO no. 109/2011, the public supervising authority sends the application files (the documents submitted by each candidate) to AMEPIP for verification of compliance with the legal conditions for selection and appointment, within two working days from the end of the submission period. AMEPIP verifies the documents submitted by the candidates and sends the public supervising authority its approval within two working days.

Incomplete application files will be rejected. Rejected candidates will be informed in writing of this decision within a maximum of 5 working days from the date of the rejection decision. Based on the complete application files submitted on time, the Selection and Nomination Committee draws up the longlist, which is confidential.

The Selection and Nomination Committee analyzes the information in the application files remaining on the longlist and allocates points according to the evaluation grid for each criterion in the Board of Directors' profile and the candidate's profile for each candidate.

Candidates are subjected to a comparative analysis, based on the Profile of the members of the board of directors and the Candidate's Profile. The Selection and Nomination Committee may request additional information beyond that included in the application file when deemed necessary, to ensure the rigor and fairness of the decisions made. Such information is obtained through the following means: written clarifications requested, verification of the candidates' previous activities, and verification of references provided by the candidates. As a result of the additional information, the accuracy of the score obtained based on the Candidate's Profile requirements may be reviewed, improved, and validated. Candidates are eliminated from the longlist in descending order of the score obtained according to the Candidate's Profile requirements, up to a maximum of 5 candidates, and a minimum of 2 candidates for each board member position, thus resulting in the shortlist. The Selection and Nomination Commission informs the rejected candidates through electronic means.

The shortlist is drawn up by the Selection and Nomination Committee. The selected candidates are informed by electronic means regarding the inclusion of their application on the shortlist and are

required to submit the Statement of Intent to the public supervisory authority within 15 days from the date of notification.

The Selection and Nomination Committee analyzes the Statement of Intent and integrates the results of this analysis into the candidate's evaluation. The results from the Candidate's Profile are assessed in relation to the Profile of the Board of Directors.

The ranking of the candidates on the shortlist is determined following the interview conducted by the Selection and Nomination Committee, based on the interview plan.

After the interviews are completed, the Selection and Nomination Committee draws up the ranking of the candidates and the Final Report. The Final Report is sent to AMEPIP for the issuance of the required opinion, under the conditions provided in Article 44, paragraph (5), letter c), point (vii) of Government Emergency Ordinance no. 109/2011, and subsequently to the head of the public supervisory authority, for mandating the representative in the General Meeting of Shareholders, according to the provisions of Article 22, paragraph (7) of Annex no. 1 to Government Decision no. 639/2023.

After the issuance of the required opinion by AMEPIP, the Final Report is published on the websites of the public supervisory authority, the public enterprise, and AMEPIP, in compliance with the provisions of (EU) Regulation 2016/679 on the protection of individuals with regard to the processing of personal data.

## **1.2. Selection procedure calendar: documents and materials to be verified or prepared**

<b>No.</b>	<b>Selection procedure stage</b>	<b>Deadline</b>	<b>Responsible</b>	<b>Resulted document/ action undertaken</b>
1.	Initiation of the selection procedure for administrators	Date of adoption of the GSM Resolution	GMS	GMS Resolution
2.	Communication to the Ministry of Energy regarding the initiation of the selection procedure	Immediately after adoption	GMS/BoD Secretariat	communication address for the GSM Resolution
3.	AMEPIP notification regarding the initiation of the selection procedures	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 Committee (SNC), the transmission to the public supervisory public (PSA) of their details, as well as information regarding the independent expert selected	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 Committee	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.	Drafting and publication of the initial component of the selection plan	10 days from the date of the GMS Resolution initiating the selection procedure	PSA	The draft of the initial component of the selection plan is published on the website of the public supervisory authority and the public enterprise (PE)
7.	Consultations for finalizing the initial component of the selection plan	5 days from the date of publication	Shareholders representing, individually or together, at least 5% of the share capital	Consultation project announcement
8.	Publication of the proposals received for the initial component of the selection plan	1 day from the date of receipt of the proposals	PSA	Letter with proposals for supplementing/amending the draft
9.	Approval of the initial component of the selection plan, including the Letter of Expectations as part of the initial component of the selection plan.	within 15 days from the date of 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
10.	The initial component of the selection plan is published on the websites of the public supervisory authority and the public enterprise	After the approval of the initial component of the selection plan	PSA BoD	- letter regarding the publication of the initial component of the selection plan - publication of the Letter of Expectations on the AMEPIP website

11.	Drafting of the Board profile project. Publication of the Board profile project on the websites of the public supervisory authority and the public enterprise. Submission of the Board profile project to AMEPIP.	5 days from the date of approval of the initial component of the selection plan	PSA	Board profile draft – letter regarding the publication of the board profile draft – letter to AMEPIP communicating the board profile draft
12.	Consultations for finalizing the Board Profile	5 days from the date of publication	Shareholders representing, individually or together, at least 5% of the share capital	Project consultation announcement
13.	Drafting the complete selection plan project, including the Board profile, Candidate profile, interview plan, deadlines for the stages between the initiation of the selection procedure and the presentation of the Final Report, as well as the initial component of the selection plan	within 10 days from the establishment of the SNC	SNC	draft of the Integral component of the selection plan
14.	Publication of the draft of the integral component of the selection plan on the websites of the public supervisory authority and the public enterprise	2 days from item 14	SNC through the Secretariat	- draft of the integral component of the selection plan - letter regarding the publication of the integral component of the selection plan
15.	Consultations for finalizing the Integral component of the selection plan	5 days from the date of publication of the draft	Shareholders representing, individually or together, at least 5% of the share capital	Project consultation announcement

16.	Approval of the integral component of the selection plan, together with/including the Board profile and the Candidate profile.	within a maximum of 35 days from item 15	GMS/BoD Secretariat	General Meeting of Shareholders resolution approving the integral component of the selection plan
17.	Publication of the announcement regarding the selection of board members on the websites of the PSA, the PE, and AMEPIP, in at least 2 widely circulated economic and/or financial publications, and on at least one high-visibility national human resources recruitment platform or website	3 days from item 17 – at least 30 days before the application deadline	SNC and BoD Chairperson Secretariat of the PE	recruitment and selection announcement
18.	Submission of application files	by the deadline specified in the selection announcement	candidates	application files
19.	Submission to AMEPIP of the documents submitted by the candidates, for the purpose of verifying compliance with the legal requirements for selection and appointment	2 working days from the end of the application submission period	PSA	documents submitted by the candidates
20.	Verification of the candidates' documents and transmission to the PSA of the conformity opinion	2 working days from item 19	AMEPIP	Conformity opinion
21.	Request for any additional clarifications in writing, with a set deadline for response	if necessary	- SNC - candidates	clarification form

22.	Incomplete application files will be rejected. Rejected candidates will be informed of this decision in writing.	within a maximum of 5 working days from the date of the rejection decision	SNC	written notifications
23.	Drawing up the longlist, based on complete application files submitted on time, which is confidential in nature.	within 2 working days from item 21	SNC	longlist
24.	Analysis of the information in the application files remaining on the longlist and allocation of scores according to the evaluation grid for each criterion in the Board profile for each candidate.  Candidates are eliminated from the longlist in descending order of the score obtained according to the requirements of the candidate profile, until reaching a maximum of 5 candidates, or a minimum of 2 candidates for each board member position, thus resulting in the shortlist	upon completion of the analysis of the information in the application files	SNC	shortlist
25.	Notification of rejected candidates	upon completion of the shortlist	SNC	electronic notification
26.	Electronic notification of the selected candidates regarding the inclusion of their application on the shortlist and about their obligation to submit the PSA within 15 days from the date of notification.	within 15 days from the date of notification	candidates	Statements of intent
27.	Analysis of Statements of Intent and Integration of Results into the Candidate Profile Matrix	at the deadlines set by the SNC	SNC	- analysis form for the Statement of Intent - candidate profile matrix

28.	Organization and conduct of interviews with the shortlisted candidates, integration of the results	at the deadlines set by the SNC	SNC	Interview plan
29.	Ranking of the shortlisted candidates and preparation of the Final Report of the procedure, representing the completion of the selection process	after the completion of the interviews, at the deadlines set by the SNC	SNC	- candidate ranking - final report
30.	Approval of the Final Report by the head of the PSA for the purpose of mandating the representatives in the GMS to propose members for the Board of Directors.	at the deadlines set by the SNC	SNC	Communication of the Final Report for approval by the head of the PSA
31.	Communication of the Final Report to AMEPIP for the issuance of the conformity opinion	within 3 working days from the completion of the selection procedure	PSA	final report communication letter
32.	AMEPIP issues a conformity opinion through which it either approves or annuls the procedure, and, by decision of its president, orders remedial measures and/or sanctions.	within 10 days from the date of receipt of the Final Report	AMEPIP	conformity opinion issued by AMEPIP or President's decision with remedial measures
33.	Publication of the Final Report, in compliance with GDPR rules, on the websites of the PSA, PE, and AMEPIP	after the issuance of the conformity opinion by AMEPIP	PSA, Chairperson of the BoD, AMEPIP	final report publication letter

34.	Convening the General Meeting of Shareholders of the public enterprise by the PSA for the appointment of administrators	within a maximum of 10 days from the communication of the Final Report	PSA	Convening the GMS as per Law no. 31/1990, republished, with subsequent amendments and additions
35.	Appointment of administrators	as per the legal provisions	GMS	GMS Resolution

### **2.3 Contact persons for information and further details**

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

### **2.4 Detailed list of documents required for submitting the application, depending on the stages of the selection procedure for board members**

1. Document index (only in the hard copy file);
2. Typewritten, dated, and signed curriculum vitae that will include detailed information regarding previous and current activity, with time intervals in the format DD/MM/YYYY for each position held, including the names of employers and the nature of their activities, the positions held, highlighting those activities relevant to the position being applied for, as well as other relevant information related to entities where the individual has held or currently holds management responsibilities. The information included in the curriculum vitae must be relevant from the perspective of the level of knowledge, skills, and experience the individual possesses;
3. Medical certificate issued by the family doctor, within the validity period,
4. Criminal record certificate, within the validity period
5. Fiscal record certificate, within the validity period,
6. Copies:
  - a. ID copy;
  - b. Copy of the marriage certificate or other documents, only if the name on the submitted documents is different from that on the identity document;
  - c. Copy of the bachelor's degree diploma or equivalent;
  - d. Copies of graduation diplomas from other university study cycles (if applicable) – other bachelor's programs, master's programs, doctoral programs, MBA.
- Copies of diplomas or certificates of participation in short-term training programs will not be submitted;
- e. Copies of documents proving the required professional experience (Reges/Revisal extract, copy of the employment record book, if applicable), mandate/management contracts, certificates issued by employers, certificate of registration issued by the National Trade Register Office (*Ro. ONRC*), documents showing the economic and financial results of the companies where the candidate exercised their mandate as administrator or director, documents showing that the candidate is authorized as a

financial auditor and registered in the public electronic register by the competent authority in Romania, another member state, the European Economic Area, or Switzerland, or that they have at least 3 years of experience in statutory audit acquired through participation in statutory audit missions in Romania or within audit committees formed at the level of the boards of directors/supervisory boards of companies/entities of public interest (if applicable), other documents signed and stamped by the issuer attesting the candidate's direct contribution to improving the returns of the companies they managed/led, proof of registration in the body of independent administrators (if applicable).

## 7. Forms:

- a. F1 – Application form;
- b. F2 – Affidavit regarding the compliance of the documents and information presented in the file.
- c. F3 - Consent regarding the obtaining of data for the purpose of verifying information.
- d. F4 – Consent for the processing of personal data.
- e. F5 – Statement of interest

## 3. Confidentiality and document access provisions, list of confidential elements

The Selection and Nomination Committee will ensure transparency throughout the entire recruitment and selection process, while also maintaining the confidentiality of the data provided by candidates.

All information regarding all candidates, throughout the entire process, will be made public by publishing it online on designated web pages.

All personal information will be confidential.

Both the longlist and the shortlist are confidential and will not be published. Candidates accepted on or rejected from these lists will individually receive written notification to this effect.

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

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

### Confidential element list:

- the identity, personal data, and application files of the candidates;
- information regarding the private, professional, or public life of the candidates.
- the longlist of qualified candidates and the shortlist of candidates qualified for the next stage of the selection.

### Elements available only to the Selection and Nomination Committee

- all scores obtained during the evaluations/intermediate 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;

### Elements that may be made public

- the selection plan – the initial component which includes the Letter of Expectations
- the board of directors profile
- the candidate profile
- the selection announcements, for print and online media
- the selection criteria
- the interview plan
- model declaration forms
- the selection plan – the full component

The final report is published on the websites of the Ministry of Energy, Conpet SA, and AMEPIP, in compliance with the provisions of (EU) Regulation 2016/679 on the protection of individuals with regard to the processing of personal data.

### 4. List of possible risks and measures to be taken to mitigate these risks, ensuring that shareholders' rights are respected and that the interests of the public enterprise are safeguarded

Below are some examples:

Identified risk	Impact	Occurrence probability	Observations
Time scarcity/failure to meet the deadlines provided by law	moderate	medium	<ul style="list-style-type: none"> <li>- allocating time reserves for each activity and for each stage of the procedure;</li> <li>- preparing documents in advance;</li> <li>The integral component of the selection plan</li> <li>- assigning responsibilities to each member of the SNC.</li> </ul>
Delays in the selection procedure	moderate	medium	<ul style="list-style-type: none"> <li>- strict adherence to the planned stages in the selection procedure;</li> <li>- prompt fulfillment by all SNC members of the assigned responsibilities</li> </ul>
Small number of applicants	moderate	medium	<ul style="list-style-type: none"> <li>- adequate publicity, adding new channels for communicating the messages of the recruitment and selection campaign;</li> </ul>
Withdrawal from the selection process by candidates on the shortlist/nominees	high	medium	<ul style="list-style-type: none"> <li>- ensuring an initial pool of candidates large enough to allow a sufficient number of accepted candidates on the shortlist;</li> <li>- shortening the decision period for accepting a candidate as much as possible;</li> <li>- raising candidate awareness regarding the procedure;</li> <li>- clarifying, as much as possible, the questions/issues raised by the candidate related to filling the position</li> </ul>
Challenging the PSA decision at the administrative court (art. 29, para. (6) of GEO 109/2011)	high	medium	<p>Dissatisfied candidates may contest the result obtained by submitting appeals to the administrative court within 15 days from the date of notification.</p>

## 5. Interview plan

<b>1</b>	<b>RECEPTION</b> Welcoming and accommodating the candidate: Introducing the interviewers, presenting the structure of the interview.
<b>2</b>	<b>PRESENTATION BY THE CANDIDATE OF THE CONTEXTUAL REQUIREMENTS OF THE COMPANY</b> The candidate briefly presents the contextual requirements of the company as deduced from the official data consulted (including the Letter of Expectations) and then highlights the main attributes of their personal profile—their academic and professional background, outstanding achievements in their career, achievements which serve as arguments for filling the position they are applying for – attributes that optimally meet the contextual requirements of the company.
<b>QUESTIONS ASKED BY THE SNC TO EVALUATE THE SELECTION CRITERIA</b>	
<b>3</b>	<b>SPECIFIC COMPETENCIES FOR THE SECTOR OF ACTIVITY OF CONPET SA</b> <ul style="list-style-type: none"> <li>1.1 The ability to understand and analyze the technological and operational processes specific to the company's field of activity;</li> <li>1.2 The ability to increase the company's performance;</li> <li>1.3 The ability to understand, integrate, and comply with environmental requirements specific to the activity;</li> <li>1.4 The ability to integrate safety standards into their decisions and actions;</li> <li>1.5 The ability to understand the necessity of and facilitate the implementation of investments required to achieve strategic objectives.</li> </ul>
<b>4</b>	<b>STRATEGICALLY IMPORTANT PROFESSIONAL COMPETENCIES</b> <ul style="list-style-type: none"> <li>2.1 The ability to efficiently and sustainably manage the organization's physical, financial, and informational resources;</li> <li>2.2 The ability to define clear objectives, assess the business environment, and implement strategies that ensure the sustainable development of the company;</li> <li>2.3 The ability to establish an organizational culture based on understanding and meeting customer needs, on quality, and on performance;</li> <li>2.4 The ability to adapt to new economic, technological, and legislative contexts, as well as resilience in the face of challenges;</li> <li>2.5 The ability to understand the basic principles of corporate finance, to manage costs efficiently, and to identify, assess, and manage risks;</li> <li>2.6 The ability to oversee the implementation and development of digitalization processes, the use of advanced technologies, and their integration into the company's operations.</li> </ul>

5	<p><b>CORPORATE GOVERNANCE COMPETENCIES</b></p> <p>3.1 The ability to establish and maintain constructive and transparent relationships with social partners, including employees, unions, authorities, and other relevant stakeholders;</p> <p>3.2 The ability to apply corporate governance principles, in accordance with the applicable legal provisions in the field.</p>
6	<p><b>SOCIAL AND PERSONAL COMPETENCIES</b></p> <p>4.1 Institutional communication skills at the level required by the position</p> <p>4.2 The ability to represent the Company</p>
7	<p><b>LOCAL AND INTERNATIONAL EXPERIENCE</b></p> <p>5.1 Experience in relations with public authorities, regulatory and supervisory authorities in the company's field of activity</p> <p>5.2 Experience in relations with European institutions</p>
8	<p><b>SPECIFIC COMPETENCIES AND RESTRICTIONS FOR CIVIL SERVANTS OR OTHER CATEGORIES OF PERSONNEL WITHIN THE PUBLIC SUPERVISORY AUTHORITY OR OTHER AUTHORITIES OR PUBLIC INSTITUTIONS</b></p> <p>6.1 The ability to implement and monitor public policies in the energy sector.</p>
<b>PRESENTATION OF THE ADMINISTRATIVE VISION</b>	
9	<p><b>Presents answers regarding:</b></p> <ul style="list-style-type: none"> <li>- specific, measurable, achievable, relevant, and time-bound objectives that must be attained during the future mandate;</li> <li>- the personal profile in direct correlation with these objectives;</li> <li>- coherent assessments regarding the specific challenges faced by the company/administration in correlation with its context; specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to operational performance;</li> <li>- specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to company's return;</li> <li>- specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to the company's profitability;</li> <li>- specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to the investment policy applicable to the public enterprise; specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to the quality of services;</li> <li>- specific, measurable, achievable, relevant, and time-bound objectives that address expectations related to the reduction of receivables; specific, measurable, achievable, relevant, and time-bound objectives that address expectations in the areas of ethics, integrity, and corporate governance;</li> <li>- proposes indicators considered appropriate for monitoring the performance of the public enterprise during the mandate, correlated with the formulated objectives;</li> <li>- presents a realistic and comprehensive overview of the constraints, risks, and limitations that may be encountered in achieving the proposed objectives, as well as the action plan for reducing/eliminating them.</li> </ul>

10	<b>TRAITS</b> 1. Personal and professional reputation 2. Integrity 3. Independence 4. Political exposure 5. Interpersonal communication skills 6. Vision
11	<b>CLARIFICATIONS</b> Questions asked by candidates to interviewers.
12	<b>CLOSING</b> End of the interview

**Maximum estimated time: 50 minutes**

## 6. Selection criteria

The selection criteria are the competencies and traits required of candidates in order to successfully fulfill the role assigned to them. These criteria are listed below, grouped for comparative analysis:

### **A. COMPETENCIES**

#### **1. Specific competencies for 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 The ability to increase the company's performance
- 1.3 The ability to understand, integrate, and comply with environmental requirements specific to the activity;
- 1.4 The ability to integrate safety standards into decisions and actions;
- 1.5 The ability to understand the necessity of and facilitate the implementation of investments required to achieve strategic objectives.

#### **2. Strategically important professional competencies**

- 2.1 The ability to efficiently and sustainably manage the organization's physical, financial, and informational resources;
- 2.2 The ability to define clear objectives, assess the business environment, and implement strategies that ensure the sustainable development of the company;
- 2.3 The ability to establish an organizational culture based on understanding and meeting customer needs, quality, and performance;
- 2.4 The ability to adapt to new economic, technological, and legislative contexts, as well as resilience in the face of challenges;
- 2.5 The ability to understand the basic principles of corporate finance, efficiently manage costs, and identify, assess, and manage risks;
- 2.6 The ability to oversee the implementation and development of digitalization processes, use of advanced technologies, and their integration into the company's operations.

### **3. Corporate governance competencies**

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

### **4. Personal and social competencies**

- 4.1 The ability for institutional communication at the level required by the position;
- 4.2 The ability to represent the company.

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

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

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

- 6.1 The ability to implement and monitor public policies in the energy sector.

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

- 7.1 The ability to present specific, measurable, achievable, relevant, and time-bound objectives that must be attained during the future mandate
- 7.2 The ability to present the personal profile in direct correlation with these objectives
- 7.3 The ability to formulate coherent assessments regarding the specific challenges faced by the enterprise in correlation with its context
- 7.4 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding operational performance
- 7.5 The ability to formulate specific, measurable, achievable, relevant and time-bound objectives that address expectations regarding the company's return
- 7.6 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding the company's return
- 7.7 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding the quality of services
- 7.8 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding the investment policy applicable to the public enterprise
- 7.9 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding the reduction of receivables
- 7.10 The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations in the areas of ethics, integrity, and corporate governance
- 7.11 The ability to propose indicators considered appropriate for monitoring the performance of the public enterprise during the mandate, correlated with the formulated objectives
- 7.12 The ability to present a realistic and comprehensive overview of the constraints, risks, and limitations that may be encountered in achieving the proposed objectives, as well as the action plan for reducing/eliminating them

**B. Traits**

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

**C. Other criteria**

1. The economic and financial results of the enterprises in which the candidate exercised their mandate as administrator or director
2. Entries in the fiscal and criminal record
3. Gender criteria

## 7. The scoring method

The criteria presented above will be evaluated, in accordance with the provisions of Annex no. 1a of Government Decision no. 639/2023, based on the following scoring grid:

Score	Competency level	Description
N/A	Not applicable	It is not necessary for this competency to be applied or demonstrated.
1	Basic level	Has an understanding of basic knowledge.
2	Intermediary	<ul style="list-style-type: none"><li>- Has a level of experience acquired through basic training and/or several similar experiences. This level of competence requires the support of individuals with expertise.</li><li>- Understands and can correctly use terms, concepts, principles, and issues related to this competency.</li><li>- Is familiar with and uses the applicable legal acts, regulations, and guidelines.</li></ul>
3	Competent	<ul style="list-style-type: none"><li>- Is capable of performing the functions associated with this competency. Support from individuals with expertise may sometimes be necessary, but generally, he/she demonstrates this skill independently.</li><li>- Has applied this competency in the past, with minimal external support.</li><li>- Understands and can analyze the implications of changes in processes, policies, and procedures in the sector of activity.</li></ul>

4	Advanced	<ul style="list-style-type: none"> <li>- Performs the tasks associated with this skill without external support. He/she is recognized within the organization as an expert in this competency, is able to provide support, and has advanced experience in this area.</li> <li>- Has provided practical/relevant ideas, resources, and practical perspectives regarding the process or the development of practice, at the governance level of the board and senior executive level.</li> <li>- Is able to interact and hold constructive discussions with executive management, as well as train others in applying this competency.</li> </ul>
5	Expert	<ul style="list-style-type: none"> <li>- He/she is known as an expert in this sector, able to provide support and identify solutions for complex problems related to this area of expertise.</li> <li>- Has demonstrated excellence in applying this competency in multiple boards of directors and/or organizations.</li> <li>- Is perceived as an expert, leader, and innovator in this competency by the board, the organization, and/or other organizations.</li> </ul>

## 8. Documents related to the Letter of intent

According to Article 1 of Government Decision no. 639/2023, Annex no. 1c, the Letter of Intent is part of the set of mandatory documents that qualified candidates on the shortlist for the position of board member and director must prepare and submit.

The Letter of Intent includes a summary of the candidate's managerial experience and an argument regarding the connection between the candidate's profile, their professional experience accumulated up to the time of application, and how this could contribute to solving the managerial challenges faced by the public enterprise, as well as a response to the requirements set out in the letter of expectations.

The Letter of Intent presents the candidate's perspective on the development of the public enterprise, from the standpoint of the position they seek to occupy on the board, and must mandatorily include the following elements:

- a) the candidate's responses and vision regarding the expectations of the shareholders;
- b) assessments regarding the specific challenges faced by the public enterprise, related to its contextual situation;
- c) the connection between the candidate's profile and the objectives that must be achieved, according to the letter of expectations.

The Letter of Intent may also include, but is not limited to, the following elements:

- a) examples of financial and non-financial indicators for measuring the objectives presented in the letter of expectations, as well as examples of financial and non-financial performance indicators for determining the variable component of remuneration, which the candidate considers appropriate for monitoring performance, in addition to the mandatory financial indicators provided by Article 4<sup>7</sup>, paragraph (2) of Government Emergency Ordinance no.

109/2011;

b) constraints, risks, and limitations that the candidate believes could be encountered in implementing the proposed measures.

For the preparation of the Letters of Intent, candidates will use the information found in the Letter of Expectations, as well as all accessible official sources of information.

**Analysis of the Letter of Intent and the way in which the results of the analysis were integrated into the candidate's evaluation**

The analysis carried out on the Letters of Intent prepared and submitted within the legal deadline will aim to evaluate the following selection criteria:

The ability to present specific, measurable, achievable, relevant, and time-bound objectives that must be attained during the future mandate

The ability to present the personal profile in direct correlation with these objectives

The ability to formulate coherent assessments regarding the specific challenges faced by the enterprise in correlation with its context

The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding operational performance

The ability to formulate specific, measurable, achievable, relevant, and time-bound objectives that address expectations regarding financial performance

The ability to formulate specific, measurable, achievable/realistic, and societally relevant objectives that are time-bound and meet expectations regarding the company's return.

The ability to formulate specific, measurable, achievable/realistic, and societally relevant objectives that are time-bound and meet expectations regarding the quality of services.

The ability to formulate specific, measurable, achievable/realistic, and societally relevant objectives that are time-bound and meet expectations regarding the investment policy applicable to the public enterprise.

The ability to formulate specific, measurable, achievable/realistic, and societally relevant objectives that are time-bound and meet expectations regarding the reduction of receivables.

The ability to formulate specific, measurable, achievable/realistic, and societally relevant objectives that are time-bound and meet expectations in the area of ethics, integrity, and corporate governance.

The ability to propose indicators that are deemed appropriate for monitoring the performance of the public enterprise during the mandate, correlated with the formulated objectives.

The ability to realistically and comprehensively present the picture of constraints, risks, and possible limitations encountered in achieving the proposed objectives, as well as the action plan for reducing/eliminating them.

## **9. Anexes**

- a. Board profile
- b. Candidate profile
- c. Announcements regarding selection, for print and online media
- d. Declarations required to be completed by candidates (Forms F1–F5)
- e. Mandate contract draft
- f. Initial component of the selection plan
- g. Letter of expectation

