

# **SELECTION ANNOUNCEMENT FOR 2 (TWO) MEMBER POSITIONS IN S.N.G.N. ROMGAZ S.A. BOARD OF DIRECTORS**

This selection process is developed in compliance with the provisions of Government Emergency Ordinance no. 109/2011 on public companies corporate governance, as subsequently amended and supplemented (GEO no. 109/2011) and the provisions of Government Decision no. 639/2023 on approving some methodological norms on implementing Government Emergency Ordinance no. 109/2011 on public companies corporate governance (G.D. no. 639/2023).

## **GENERAL CONDITIONS FOR CANDIDATES**

Candidates for all member positions in the Board of Directors must meet cumulatively the following conditions:

- a) is not in any of the situations provided for in Article 4, Article 12(3), Article 30(9) or Article 36(7) of Government Emergency Ordinance No. 109/2011;
- b) is not in any situation provided for in Article 169 (10) of Law no. 85/2014 on insolvency prevention procedures and insolvency, as subsequently amended and supplemented;
- c) is not in the situation provided for in Article 73<sup>1</sup> of Company Law no. 31/1990 republished, as subsequently amended and supplemented;
- d) are medically capable;
- e) have full legal capacity;
- f) have completed higher education with at least a bachelor's degree and at least 7 years of experience in engineering, economics, social sciences, law, or in the field of activity of the relevant public company;
- g) have experience in managing companies or autonomous regies;
- h) comply with all the conditions provided for in GEO no. 109/2011 and GD no. 639/2023.

## **SPECIFIC CONDITIONS THAT MUST BE MET BY THE CANDIDATES:**

### **Board of Directors MEMBER A (1 position)**

For the member position in the Board of Directors authorized as financial auditor and registered in the electronic public Registry by the competent authority in Romania, other state, the European Economic Area or Switzerland that holds an experience of at least 3 years in statutory audit, acquired through taking part in statutory audit missions in Romania or within the audit committees within board of directors/supervision of some public interest companies/entities, proven by supporting documents, the following are required:

- a) to be an authorized financial auditor and to be registered in the public electronic Registry by the competent authority in Romania, other member state, in the European Economic Space or Switzerland or to have at least 3 years of experience in statutory audit by taking part in statutory audit missions in Romania or within the audit committees within board of directors/supervision of some public interest companies/entities, proven by supporting documents;

- b) to have completed higher education with at least one bachelor's degree and at least 7 years of experience in engineering, economics, social sciences, law, or in the field of activity of the relevant public company;
- c) to have experience in managing companies or autonomous regies;
- d) to have at least 5 years of experience in administration, leadership, management, or coordination within public or private entities;
- e) to have at least 10 years of work experience.

### **Board of Directors MEMBER B (1 position):**

For the Board of Directors member position with completed upper education with at least one bachelor's degree and experience in engineering or economics, the following are required:

- a) to have completed higher education with at least one bachelor's diploma and at least 7 years of experience in engineering or economics;
- b) to have experience in managing companies or autonomous regies
- c) to have at least 5 years of experience in administration, leadership, management, or coordination within public or private entities.
- d) to have at least 10 years of work experience.

### **SELECTION CRITERIA**

The selection criteria are divided into the following groups:

**Skills**—skills specific to the public company's sector of activity, strategically important professional skills, corporate governance skills, social and personal skills, local and international experience, specific skills and restrictions for public servants or other categories of staff within the supervisory public authority or other public authorities or institutions, compliance with the letter of expectations;

**Characteristics**—personal and professional reputation, integrity, independence, political exposure, interpersonal communication skills, vision;

**Other criteria**—the economic and financial results of the companies in which the candidate has served as a director or manager, tax and criminal records, gender criteria.

### **SELECTION CRITERIA EVALUATION METHOD**

Candidates are evaluated by analyzing the documents in their candidate file, analysis of the additional information, other than the ones requested by the selection and nomination committee in the candidate file, in writing, for reviewing, enhancing and validating the score accuracy, verification of the candidates references, previous activity of the candidates, analysis of the statement of intent and integrating the results of the analysis of the statements of intent formulated by the candidates based on the Letter of Expectations, analysis of candidates' responses to questions asked by members of the selection committee, and nomination and behavioral observation of candidates during the interview organized by the Selection Committee, with reference to the council profile, the candidate profile, and the indicators describing the skills that are criteria for selecting candidates according to the aforementioned documents and the interview organized taking into account the application file, the candidate profile, the council profile, and the candidate's statement of intent.

## CANDIDATE FILE SUBMISSION

In compliance with the provisions of the Rules of Organization and Operation of Selection and Nomination Committees for Candidates for positions as members of the boards of directors/supervisory boards of public companies under the authority of the Ministry of Energy, approved by Order of the Minister of Energy No. 1359/18.09.2024, the application file shall be submitted no later than ..... , ..... hours , in letter format (on paper) to **the General Registry of the Ministry of Energy, in Bucharest, str. Academiei nr. 39-41, Sector 1, Bucharest, postal code 010013** and, mandatory, in electronic format, to the institutional address of the Selection and Nomination Committee [selectie.romgaz@energie.gov.ro](mailto:selectie.romgaz@energie.gov.ro)

### File in letter format

Candidate files on paper back shall be submitted in closed sealed envelope bearing the following text: „Candidate for S.N.G.N. ROMGAZ S.A. **BOARD OF DIRECTORS' MEMBER A or B**”

### Electronic format file

Electronic format files shall be sent to the following email address [selectie.romgaz@energie.gov.ro](mailto:selectie.romgaz@energie.gov.ro) , with the following text in the email subject: „S.N.G.N. ROMGAZ S.A. **BOARD OF DIRECTORS' MEMBER A or B**. [Candidate first and last name]”.

### Mandatory rules for submitting applications:

- Candidate electronic format application e-mails as well as the attached files must include candidate's first and last name (e.g. „CV Popescu Ion”).
- F1-F5 forms and the CV in electronic format shall be sent as PDF file (pdf. Extension), as well as editable file (.docx extension).
- Copies of requested documents shall be scanned and submitted as **separate documents**, bearing in title the document type, candidate's first and last name – e.g. „Bachelor's degree Popescu Ion” or „REGES extras Popescu Ion”.
- Electronic format files shall **NOT** be sent by file transfer applications (e.g. WeTransfer or similar) – in case the file size is larger than the admitted capacity, successive numbered messages shall be sent.
- **File format files shall be sent by the same date and hour set for submitting the hard copy candidate file.**
- All documents included in the candidate file shall be in Romanian language. Documents in a foreign language shall be submitted in certified copy accompanied by legalized translation by a certified translator.
- For studies completed abroad, equivalent qualifications must be submitted, as the case may be.

## DOCUMENTS REQUIRED FOR SUBMITTING THE APPLICATION

Application files must contain the following documents:

1. List of documents included (only in the hard copy file);
2. a typed, dated, and signed curriculum vitae that includes detailed information on previous and current activities, with time periods in the format DD/MM/YYYY for each activity, including the names of employers and the nature of the activities carried out, the positions held, highlighting those activities that fall within the scope of the position for which they are applying, as well as other relevant information related to the entities in which the individual has held or

holds management responsibilities. The information contained in the curriculum vitae must be relevant to the level of knowledge, skills, and experience that the individual possesses;

3. Valid medical certificate issued by the family doctor;
4. Valid certificate of criminal record;
5. Valid tax record certificate
6. Copies:
  - a. Identity card copy;
  - b. Marriage certificate copy or other documents, only if the name on the submitted documents is different than the name on the identity card;
  - c. Bachelor's degree copy or equivalent;
  - d. Graduation diplomas copies from university studies (if the case may be) – other bachelor's degree programs, master's degree programs, PhD. programs, MBA.  
Copies of diplomas or certificates of participation in short-term training programs shall not be submitted;
  - e. Copies of documents proving the required professional experience (Reges/Revisal extract, copy of work record book, if applicable), mandate contract/management contract, certificate issued by employers, certificate issued by the National Trade Register Office, documents showing the economic and financial results of the companies in which the candidate has served as board member or director, documents proving that he/she is authorized as a financial auditor and registered in the electronic public register by the competent authority in Romania, in another Member State, the European Economic Space or Switzerland, or that they have at least 3 years' experience in statutory auditing acquired through participation in statutory audit missions in Romania or within audit committees set up at the level of the boards of directors/supervisory boards of companies/entities of public interest (if applicable), other documents signed and stamped by the issuer certifying the candidate's direct contribution to improving the financial performance of the companies they have administered/managed, proof of registration as an independent board member (if applicable).

7. Forms:

- a. F1 – Application form;
- b. F2 - Self-declaration regarding the conformity of the documents and information submitted in the file.
- c. F3 - Agreement on obtaining data for the purpose of verifying information.
- d. F4 - Consent to the processing of personal data.
- e. F5 - Declaration of interests

The list of documents required in the recruitment and selection process, as well as the forms, can be found on the Public Supervisory Authority website: Energy Ministry (<https://energie.gov.ro/ministerul-energiei/>), About Us section- *CORPORATE GOVERNANCE EM - recruitment and selection process of members of board of directors/supervisory board - Candidate selection for the member position within SNGN ROMGAZ S.A. Board of Directors and SNGN ROMGAZ S.A. Company website* (<https://www.romgaz.ro/procese-selectie-ca>).

## **OTHER INFORMATION**

### **a. Communication with candidates**

Throughout the selection process communication with candidates shall take place by electronic means. The long list, short list and nomination proposals are confidential and shall not be published; results obtained by candidates for each stage of the selection process shall be communicated individually by means described above.

### **b. Personal data protection**

This recruitment and selection process, described in detail above, shall be carried out in compliance with (EU) Rule 2016/679 on natural persons' protection related to personal data processing.

**Additional information can be obtained from the Ministry of Energy, 39-41 Academiei Street, Sector 1, Bucharest, postal code 010013, or by telephone at 0374.496.825 or 0374.496.821.**