



NUCLEARELECTRICA

**PROFILE OF THE BOARD OF DIRECTORS OF  
S.N. NUCLEARELECTRICA S.A**

**I. Introduction**

The Ordinary General Meeting of Shareholders of April 25th, 2018, approved the initiation of the selection procedure for the Directors of SN Nuclearelectrica SA (“SNN”) according to the provisions of GEO No 109/2011 on the corporate governance of the State-owned enterprises, as further amended and supplemented (“GEO No 109/2011”), and such procedure is to be carried out by the Board of Directors of SNN. The Appointments and Compensation Committee was mandated, through Board Resolution no 64/25-04-2018, to carry out the procedure for the selection of SNN Directors, with the support of an independent experts in HR recruitment. On May 7th, 2018, the initial component of the selection plan, as defined by Article 1(8) of Annex no. 1 to GD No 722/ 2016 approving the methodological rules for the enforcement of some provisions of the Government Emergency Ordinance No [109/2011](#) on the corporate governance of State-owned enterprises (“GD No 722/2016”), was completed, based on the consultation with the Shareholders and on the amendment/supplementation proposals submitted by the Ministry of Energy.

Article 34 of Annex no 1 to the GD No 722/2016 establishes the following: *“The profile for the Board shall be approved as follows: (...) b) in case of companies, by the General Meeting of Shareholders, after it was pre-approved by the Board, upon the recommendation of the Appointments and Compensation Committee or of the tutelary public authority, as the case may be.”*

Therefore, the General Meeting of Shareholders is competent for approving the profile of the Board of Directors. This document includes the profile of the Board of Directors and is subjected to the approval of the Ordinary General Meeting of Shareholders of SNN.

According to the provisions of Government Emergency Ordinance no. 109/2011, considering the provisions of art. 18 of Annex no. 1 to GR no. 722/2016, this profile of the Board of Directors of SNN is drafted.

In compliance with the provisions of art. 1 section 18 of Annex no. 1 to GR no. 722/2016, the board profile represents an identification of the capabilities, traits and requirements the board must have on a collective level, considering the organizational context, the mission, the expectations expressed in the expectation letter and the organizational strategy elements that exist or need to be developed. The profile also contains the matrix of the Board of Directors, providing an expression of these capacities that the Board should possess collectively, through a set of skills, abilities and other eliminatory conditions, which must be met individually and collectively by the members of the Board. At the same time, according to the provisions of art. 19 of Annex no. 1 to GR no. 722/2016, in order to set up the profile of the board members, the following requirements can be considered, without limitation:

- a) to possess the minimum knowledge, abilities and experience required to successfully fulfill the mandate of director;
- b) to know the job duties and to be able to form long-term and short-term vision;
- c) to have the capability of assuming the responsibilities towards the entire board and to show integrity and independence;
- d) to have the knowledge, skills and experience required in the field of constructive criticism, team work, communication, financial culture, decision-making and pattern identification in order to contribute to the activity of the entire Board.

Article 20 of Annex no. 1 to GR no. 722/2016 provides the fact that the companies draft a customized profile of the board in a transparent, systematic and rigorous manner, in order to ensure that the necessary capabilities are ensured in order to compose the best board and, respectively, the best candidates for the board.

Thus, based on the provisions of art. 23 par. (1) of Annex no. 1 to GR no. 722/2016, this profile of the Board of Directors is based on the following components:

- a) analysis of the contextual requirements of the company, in general, and of the board, in particular;

b) Board profile matrix.

The components must correspond to the requirements related to the skills, knowledge, experience and other set measurable indicators, in order to comply with all the requirements for selecting the individual members of the Board or for the positions from the Board (art. 23 par. 2 of Annex no. 1 to GR no. 722/2016).

## **II. Analysis of contextual requirements**

SN “Nuclearelectrica” S.A. is registered as of July 27, 1998 with the Trade Register within the Chamber of Commerce and Industry. SNN SA is under the authority of the Energy Ministry, and the State owns 82.48% of the shares, Fondul Proprietatea, 9.10% and other shareholders, 8.42%.

The main fields of activity of SNN S.A. are the generation of electricity, thermal energy and nuclear fuel. SNN S.A. also coordinates investment and development works, and activities of training and perfecting human resources in the field.

S.N. “Nuclearelectrica” S.A. has two branches, without legal personality:

- CNE Cernavoda branch, operates Units 1 and 2 at CNE Cernavoda and auxiliary services
- FCN Pitesti branch, a qualified plant for generating nuclear fuel.

SNN is also the majority shareholder of the project company EnergoNuclear, with 100% of its shares.

For the enforcement of the provisions of art. 24 of the methodological norms, the analysis of the contextual requirements of the company, in general, and of the board, in particular is performed based on:

- legal regulations and best-practice recommendations;

- the strategic positioning of the company set according to art. 25 par. (1) of the methodological norms, considering

**a)** the expectation letter issued by the custody authority;

**b)** administration plan;

**c)** medium and long term regulation and market trends;

**d)** business model;

Considering the specificity of the activities and behaviors of a nuclear manufacturer, we consider as important the following elements:

- a) norms, standards and best practices applicable to the nuclear industry on national and international level by affiliation;
- b) nuclear security culture according to the AIEA standards;
- c) applicable fiscal and legislative environment;
- d) strategy of the company for 2015-2025.

### **Vision of SN “Nuclearelectrica” S.A.**

Commitment for excellence. Action for results.

### **Mission of SN “Nuclearelectrica” S.A.**

Production: We generate clean energy, in a safe manner, at a competitive cost and accessible price

Economic: We develop a strong company that brings added value to your interests

Social: We create opportunities for growth

Characteristics:

- high value of the use factor of the installed capacity; at an equal installed power, a nuclear group produces twice the quantity of power produced by a conventional group;
- absence of greenhouse gas emissions;
- low dependence of the cost of the generated energy on the variations of uranium prices, due to its low weight compared to other types of energy;
- high technical level of the operating staff, the reasonable level of generation costs;
- nuclear energy answer integrally to the safety delivery requirements, durable development and competitiveness.

### **The values supported by SN “Nuclearelectrica” S.A re oriented and supported for:**

- Safety - because we operate one of the most performant nuclear power plants in the world
- **Professionalism** - because people are what we have best
- **Stability** - because we produce constantly
- **Competitiveness** - because we deliver clean energy at a competitive price
- **Transparency** - because we are responsible to you”

According to the legal regulations provided by GEO no. 109/2011, as further amended and supplemented, corroborated with the provisions of Law no. 31/1990 on companies, as further amended and supplemented, considering the provision of the Articles of Incorporation of the company, the Board of Directors is composed of 7 members out of which at least 4 (four) members must be independent directors according to art. 138<sup>2</sup> of Law no. 31/1990, republished, as further amended and supplemented.

The mandate of the directors is set by the Articles of Incorporation. The mandate of the directors that adequately fulfilled their attributions can be renewed. The Board members are elected by the Ordinary General Assembly of Shareholders, by complying with the legal provisions. In case of vacancy of one or several director positions, the Board of Directors appoints interim directors, until the Ordinary General Assembly of Shareholders convenes. The directors/administrators can be dismissed anytime by the Ordinary General Meeting of Shareholders. Each director/administrator must expressly accept to fulfil the mandate. The company must conclude D&O insurance. During the mandate fulfillment, the directors/administrators may not conclude an employment contract with the company. In case the directors/administrators were appointed from among the company’s employees, the concluded employment contract shall be legally suspended on the date she/he has accepted the mandate.

The personalized profile of the Board of Directors of Societatea Nationala Nuclearelectrica S.A. must reflect the necessary competences, knowledge, skills and experience in order to ensure a proper governance, in relation to the contextual requirements and the objectives of the company, reflected in the waiting letter.

Also, according to the provisions of art. 27 of the methodological norms, in case of companies, the nomination and remuneration committee on behalf of the council is responsible for performing and updating the analysis of the contextual requirements.

### **Legal regulations and best practices in the structure of the Board of Directors**

Provisions of the Articles of Incorporation regarding the *Organization and operation of the Board of Directors*

**Article 19** (1) The company is managed in a unitary system. The executive body of the company is the Board of Directors, composed of 7 (seven) members, out of whom at least 4 (four) members must be independent directors. The members of the Board of Directors will be elected for a 4-year term, and can be reelected. The Board members are elected by the Ordinary General Assembly of Shareholders, by complying with the legal provisions.

(2) In case of vacancy of one or several director positions, the Board of Directors appoints interim directors, until the Ordinary General Assembly of Shareholders convenes.

(3) The directors/administrators can be dismissed anytime by the Ordinary General Meeting of Shareholders. Each director/administrator must expressly accept to fulfil the mandate. The company is obligated to conclude a D&O type insurance.

(4) During the mandate fulfillment, the directors/administrators may not conclude an employment contract with the company. In case the directors/administrators were appointed from among the company's employees, the concluded employment contract shall be legally suspended on the date she/he has accepted the mandate.

(5) The members of the Board of Directors are obliged to exercise their mandate with prudence and diligence of a good administrator, with loyalty, on behalf of, and to the benefit of the company, and are not allowed to disclose confidential information and business secrets of the company.

(6) The Board of Directors is managed by a Chairman. The President of the Board is elected by the Board of Directors from among its members. The General Manager of the Company cannot fulfill this capacity, even if he/she is a member of the Board. The President of the Board is appointed for a period that may not exceed the duration of his/her mandate/term as administrator/director and can be dismissed any time by the Board of Directors. The Chairman coordinates the activity of the Board and reports on this matter to the General Assembly of Shareholders. The Chairman monitors the proper operation of the decisional bodies of the company.

(7) The meetings of the Board of Directors will be summoned as follows:

a) by the Chairman of the Board of Directors (or by a member of the Board of Directors based on a mandate granted by the Chairman) whenever it is necessary, but at least once every 3 (three) months;

b) by the Chairman of the Board of Directors, based on the substantiated request of two members of the Board or of the General Manager, provided that the aspects included in the request are among the attributions of the Board of Directors;

c) by two members of the Board, unless the Chairman summons the meeting of the Board as indicated under sections (a) and (b) above.

(8) The meetings of the Board of Directors will be summoned by a notification sent at least 3 (three) business days before the date proposed for the meeting. The notification period will not include the sending day and the day on which the meeting is to take place. The notification will be sent to all the members of the Board, according to the provisions of the Articles of Incorporation.

(9) The summons of the Board of Directors will be sent to each member of the Board in writing, by fax or by e-mail. Each member of the Board of Directors is obligated to notify the Company in writing, by fax or by e-mail, regarding any modification of the address and/or fax number, of the respective member of the Board, as the case may be, and cannot bind on the Company any rules regarding the notification if the changing of the address and/or the fax number has not been notified in this manner by the member of the Board.

(10) The summons regarding the convening of the Board will indicate the date and time of the meeting, and the fact that it will take place at the registered office of the Company (unless the summons state another location, case in which the address will be mentioned). The summoning of the Board will also mention the agenda and will comprise the entire documentation related to the topics on the agenda to be discussed at the meeting.

(11) The Board of Directors cannot decide on matters that are not included on the agenda, except for the case where all the present members agree to their inclusion on the agenda.

(1) The Board of Directors usually convenes at the headquarters of the company or operational meeting of the Board can be organized by remote communication means that meet the necessary technical conditions for identifying the participants, their actual participation in the meetings of the Board and continuously resending the deliberations (telephone, videoconference or other communication equipment), whenever it is necessary, but at least once every 3 months, summoned by the Chairman or by a substantiated summons of 2 of its members or of the General Manager. If the Board is summoned by 2 of its members or the General Manager, the summons will be sent within 7 (seven) days after receiving the summons.

(13) If it is technically possible, any member of the Board can validly participate in a meeting of the Board or of the consultative committee by teleconference, videoconference or any other form of communications equipment, provided they allow the participants' identification, the actual participation in the Board meeting and the continuous transmission of the meeting.

(14) The person who participates by teleconference, videoconference or any other form of communications equipment that complies with the requirements provided in the paragraph above will be considered personally present in the respective meeting and will be considered when setting the quorum, with a voting right.

(15) The Board is presided by the Chairman, and in his/her absence, by a member based on the Chairman's mandate. The Chairman appoints a secretary from the employees of the Company.

(16) The Board takes valid decisions in the presence of most its members, and the decisions within the Board are taken with the majority of present members. The decision regarding the appointment or revocation of the Board Chairman is taken with the vote of the majority of Board members. The Chairman of the Board will have the decisive vote in case of a vote parity.

(17) The members of the Board can be represented at meetings only by other members of the Board based on a special power-of-attorney or a discretionary general mandate. A member of the Board may represent a single absent member.

(18) The debates of the Board of Directors take place according to the agenda set and communicated by the Chairman at least 3 business days in advance. They are written down in the minutes of the meeting, which are placed in a register sealed and stamped by the Chairman of the Board.

(19) The minutes are signed by all the members of the Board who are present and by the secretary. Based on the minutes, the secretary of the Board drafts his/her decision, which is signed by the Chairman, the secretary and at least another member of the Board.

(20) The members of the Board can exercise any act in relation to the management of the company in its interest, within the limit of the granted rights.

(21) In exceptional cases, substantiated by the urgency of the situation and the interest of the company, the decisions of the Board can be taken by a unanimous vote expressed in writing of the members, without convening. In order to take a decision without convening it is necessary for the proposal to be communicated in writing, including by e-mail and accompanied by the related documentation, prior to

taking the decision. One cannot use this procedure in case of the decisions of the Board related to the financial statements or the authorized capital.

(22) The Chairman and the members of the Board will take part in the meetings. As the case may be, when he/she deems it necessary, the Chairman of the Board can invite to meetings executive managers, internal auditors, and other employees of the company or specialists in various fields of activity outside the company. The Chairman of the union can also be invited, in order to discuss professional, economic and social matters. In order to defend the professional, economic and social rights and interests of the members, he/she will receive from the managers of the company the necessary information for negotiating the collective employment contracts. The articles from the decisions of the Board regarding professional, economic and social matters will be communicated in writing to the representative union, within two business days after the meeting takes place.

(23) The members of the Board are jointly liable towards the company for:

- a) the accuracy of the payments made by the shareholders;
- b) the real existence of the paid dividends;
- c) the existence of the registers imposed by the law and their accurate management;
- d) the accurate implementation of the resolutions of the General Assembly of Shareholders;
- e) the strict compliance with the responsibilities which the law and the articles of incorporation impose.

## **1. Attributions of the Board of Directors**

**Article 20** (1) The Board is mandated to perform all the necessary and useful actions in order to achieve the scope of activity of the company, except for the ones that are reserved by the law for the general assembly of shareholders.

(2) The Board of Directors has the following responsibilities, which cannot be delegated to the managers:

- a) setting the Company's main activity and development directions;
- b) establishment of the accounting and financial audit system and approval of the financial planning;
- c) appointment and revocation of the Managers, as well as the establishment of their remuneration;
- d) oversight of the activity of the General Manager and of the Managers;
- e) preparation of the annual report, organization of the general meeting of shareholders and implementation of the GMS resolution;
- f) filing the request for opening the insolvency procedure of the company, as per the Law 85/2014 regarding insolvency prevention and insolvency procedures;
- g) approval of changing the scope of activity of the company, without taking into consideration the field and main activity of the company;

(3) The Board of Directors has also the following responsibilities:

- a) exercises control on the way the General Manager and the other Managers govern the Company;
  - b) approves the revenues and expenses budget;
  - c) approves the management plan prepared by the General Manager and/or other Directors;
  - d) verifies if the activity of the company is compliant with the Law, the Articles of Incorporation and any relevant resolution of the General Meeting of Shareholders;
  - e) presents to the General Meeting of Shareholders an annual activity report;
  - f) represents the company in relationship with the General Managers and the appointed Managers;
  - g) verifies and approves the financial statements of the Company;
  - h) verifies and approves the Report of the General Manager and the reports of the Managers;
  - i) proposes to the General Meeting of Shareholders the appointment and the revocation of the financial auditor, as well as the minimum duration of the audit contract.
  - j) approves the mandate contracts of the General Manager and of the appointed Managers thus establishing the organization of the activity of the managers;
  - k) approves the empowered representatives to negotiate the collection work agreement with the unions and/or with the representatives of the employees as well as their negotiation mandate;
  - l) approves the Company's collective work agreement;
  - m) approves the Organization and Operation Regulations of the Board of Directors;
  - n) approves the activity programs (production, research– development, technological engineering, investment, etc.);
  - o) approves the energy transactions strategy of the Company;
  - p) approves the conclusion of any contract/document which raises legal obligations for the Company (acts of acquisition, sell, exchange and pledge as guarantee non-current assets of the Company), the value of which does not exceed, separately and cumulated, during one financial year, 20% of the total non-current assets of the Company less receivables, in compliance with the competence limits provided in the Annexes to these Articles of Incorporation;
  - q) approves the renting of tangible assets, for a period greater than a year, with an individual and cumulated value for the same contractor or entity involved with the company, which does not exceed 20% of the total value of non-current assets, less receivables at the date of the legal document, as well as the associations for periods greater than 1 year, which do not exceed the same value;
  - r) approves the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for the decisions which fall under the competence of S.C. Energonuclear S.A. with the exception of those for which a resolution of the Company's General Meeting of Shareholders is necessary, in compliance with the provisions of these Articles of Incorporation.
- (4) The Board of Directors is responsible for the endorsement/approval of the contracts, credits and different operations at the level of the Company, in compliance with the competence limits provided by the Annex to these Articles of Incorporation.

At least one member of the Audit Advisory Committee should have experience in applying accounting principles or in financial audit.

(8) The Nomination and Remuneration Committee makes proposals for the position of member of the Board of Directors, General Manager and Managers, elaborates and proposes to the Board of Directors the procedure for selecting the members of the Board of Directors, the General Manager, the Managers, as well as for other management positions, formulates proposals regarding the remuneration of the General Manager, Managers and other management positions.

The Audit Advisory Committee fulfills the tasks that fall within the responsibilities of this committee under the legislation governing the statutory audit of financial statements.

(9) The Board of Directors shall decide on the additional duties of the Nomination and Remuneration Committee and the Audit Advisory Committee, as well as on the duties of the other Advisory Committees that it establishes.

(10) At the proposal of the President or members of consultative Committees, the Board may approve the hiring of independent external permanent experts, physical or legal persons, specialists in the fields of activity of the Advisory Committees which to assist their members in their work, also establishing the remuneration of these experts.

## **II. Mandatory minimum general requirements to hold any of the positions of member within the Board of Directors and optional requirements**

1. Minimum requirements: Romanian Citizenship, Citizenship of other Member States of the European Union or states belonging to the European Economic Area and domicile in Romania
2. Knowledge of the Romanian (written and spoken) language at an experienced level
3. Knowledge of at least one international language at an independent level
4. Appropriate health state and full capacity of exercising his/her job
5. graduates of a higher education program completed with a Bachelor's Degree (or equivalent) within a higher education institution;
6. Total work experience of at least 10 years accumulated within public or private companies and/or public institutions and a management or administration experience of at least 5 years;

At least 5 years' experience in the economic or legal fields; this criterion is applicable to candidates applying for the minimum 2 positions within the structure of the Board of Directors to be filled by Directors with studies and expertise in the economic or legal fields; At least two members of the Board of Directors should have economic or legal studies and experience in the economic, legal, accounting, auditing or financial fields of at least 5 years, in compliance with the provisions of art. 28 par. (3) of OUG [*Government Emergency Ordinance*] no. 109/2011.

7. Previous experience in the energy field;
8. According to art. 28 par. (3) of OUG no. 109/2011, there can be no more than two members who are civil servants or fall under other categories of staff within the public supervisory authority or other public authorities or institutions;
9. It is mandatory they are not subject to a conflict of interest that would make them incompatible with the exercise of the position of Director within the Board of Directors of SN Nuclearelectrica SA;
10. have not been dismissed from a position within any public institutions or mostly state-owned enterprises or have not had their individual employment agreement terminated on disciplinary grounds in the last 12 months.

11. have not been convicted with a judicial decision by a trial court for the commission of an offense against humanity, against the state or against the authority, corruption and service offenses, fraud against justice, falsification offense, offense against equity, for the offenses set out by Law no. 656/2002 on preventing and sanctioning money laundering and on setting up of certain measures for the prevention and combating terrorism financing, as subsequently amended and supplemented, or for the offenses set out by Law no. 85/2014 on the procedures completed with intent, that would make him/her incompatible with the exercise of the position;
12. have not made political police, as defined by the law;
13. They meet the criteria required by OUG no. 109/2011 on corporate governance of public enterprises, approved with amendments and supplements by Law no. 111/2016 and Government Decision no. 722/2016;
14. does not exercise more than 3 mandates of Director and/or member of a Supervisory Board in joint stock companies/public undertakings at the same time, as per art. 7 of OUG 109/2011 updated by Law no. 111/2016 - affidavit;

### Optional Criteria

- A postgraduate Diploma represents an advantage
- Knowledge in the field of capital markets;
- Experience in investors' communication and relationship;
- Relevant experience both locally and internationally;
- Experience in dealing with public authorities, energy regulatory and supervisory authorities;
- Experience in training, coordinating and developing teams/staff and planning the succession within them;
- Experience in the fields of audit, economic, accounting, financial or legal, risk management;
- Knowledge and experience on corporate governance and strategy; Interpersonal communication skills.
- Knowledge and experience in the nuclear field is considered an advantage
- Relevant experience in relation to European institutions is considered an advantage.

### Skills-related criteria:

<b>C1</b>	<b>Energy sector-specific skills - share 20%</b>	
C1.1 – 2%	Ability to understand and overcome technical and economic challenges specific to the activity sector	
<u>Explanation</u>	Ability to correctly understand and integrate market mechanisms having an impact on the Company, actively identifying the constraints it is facing and implementing optimal ways to overcome these constraints.	<u>Indicators</u> - integrates the specific nature of the activity - understands critical points and seeks solutions to prevent/mitigate them
C1.2 -2%	Proven ability to optimize the efficiency of an energy producer	
<u>Explanation</u>	ability to exploit the infrastructure of the Company in an optimum manner, to achieve high yields in energy production.	<u>Indicators</u> - Integrates in their full complexity the power plants - May identify those cases where he/she intervened to eliminate failures, optimize processes or eliminate losses and gain high returns
C1.3-2%	Ability to understand, integrate and comply with the activity-specific environmental requirements	
<u>Explanation</u>	<u>Indicators</u>	

Ability to mitigate the negative impact of the Company's activities on the environment, to propose the adoption by the Company of the best environmental protection measures.	<ul style="list-style-type: none"> <li>- may identify funding sources</li> <li>- knows the legal provisions in the field of environmental protection</li> <li>- prompts the organization to introduce and comply with complex environmental protection standards.</li> </ul>
C1.4-2%	Ability to integrate the critical security and nuclear safety requirements in his decisions and actions and to motivate the organization to also include and comply with these critical requirements
<u>Explanation</u> Ability to actively contribute to achieving the expected degree of suitability of the Company's infrastructure.	<u>Indicators</u> <ul style="list-style-type: none"> <li>- performs or requests and interprets correctly analyzes for investment needs</li> <li>- prioritizes the investment effort of the Company according to the national and/or international context.</li> <li>- takes the necessary steps to analyze the feasibility of forecasted investments.</li> <li>- represents the Company in the country and internationally in order to facilitate the approval of vital investments</li> </ul>
C1.5 -2%	Ability to understand the need and facilitate the execution of investments required by the company in order to achieve its strategic objectives
<u>Explanation</u> Has a long-term vision that allows him/her to understand the need to make investments that will allow the future optimization of the results.	<u>Indicators</u> <ul style="list-style-type: none"> <li>- understands the need of investments</li> <li>- is able to argue about the need for investments</li> <li>- takes coherent and convergent steps in order to facilitate the investment activity</li> <li>- takes concrete steps in order to obtain financing for the necessary investments</li> </ul>
C1.6-2%	Ability to facilitate the integration in the company and the use of quality management principles
<u>Explanation</u> Ability to make the necessary diligence in order for a reliable quality management system to be implemented and certified or recertified within organization, which should be known and used by the entire organizational structure.	<u>Indicators</u> <ul style="list-style-type: none"> <li>- knows and promotes the knowledge of quality standards</li> <li>- analyzes, updates and optimizes the quality management system</li> <li>- favors and applies continuous improvement tools</li> <li>- contributes to the certification or recertification of the quality management system</li> <li>- applies the recommendations made in the conclusions of quality auditors</li> <li>- ensures the allocation of resources necessary for the operation of the quality management system</li> </ul>
C1.7-2%	Expierience in drafting, implementing and reviewing national and international strategically significant projects
<u>Explanation</u> Previous exposure (development, implementation, review, re-launch) on projects in a similar field	<u>Indicators</u> <ul style="list-style-type: none"> <li>- has participated in the implementation of relevant projects</li> <li>- has had an active role in reaching the goal of those projects</li> <li>- holds a set of good practices for the implementation of such projects</li> <li>- may set coherent reference standards for project implementation practices</li> </ul>
C1.8 -2%	Relevant experience in executing big reengineering investments or projects in the energy sector

<u>Explanation</u> has participated in the implementation of investment or refurbishment projects in the energy field, allowing him/her to replicate the same good practices in a new context	<u>Indicators</u> - his/her previous professional history includes experience of participation in making investments in the field of energy production - has played a key role in refurbishment process of power production facilities
<u>C1.9-2%</u>	Ability to have an impact and to creatively use the organizational culture
<u>Explanation</u> Has effectively participated in the successful completion of organizational culture projects	<u>Indicators</u>
<u>C1.10-2%</u>	Ability to negotiate the elements of the company's collaboration with national and international partners
<u>Explanation</u> Ability to initiate and successfully complete negotiation processes with national and international partners	<u>Indicators</u> - clearly delimits the stake of the negotiation - sets his/her negotiating strategy depending on the power vectors - has the habit of rigorously planning the negotiation elements and stages - assumes an active role in the negotiation - calmly manages negotiation tools - goes through all the negotiation stages following his/her own goals, approaches the exchange of concessions/compensations correctly - masters negotiation techniques
<u>C2</u>	Professional skills of strategic/technical importance - share 20%
<u>C2.1 – 3%</u>	Management of assets
<u>Explanation</u> Has the ability to participate competently in the identification of potential projects, in analyzing the feasibility of the projects identified, in preparing the approved projects, in implementing initial projects, in closing the implemented projects, correctly using the modern and high performing project management tools.	<u>Indicators</u> - Identifies from an operational perspective potential projects - Carefully analyzes the feasibility of potential projects - Identifies funding sources for potential projects - Established and leads high performing teams - Plans and re-plans the project - Develops the breakdown structure of the activities, the project map etc. - Actively monitors the implementation of projects, taking corrective actions, if necessary.
<u>C2.2 – 3%</u>	Strategic planning
<u>Explanation</u> Ability to formulate strategic goals leading to the fulfilment of the mission and vision of the organization, and to the development of action plans allowing the fulfilment of these strategic goals.	<u>Indicators</u> - understands the competitive forces potentiating strategic choices - formulates strategic goals in the short, medium and long term - forecasts the resources needed to achieve these goals - forecasts the expected results - develops optimistic scenarios/pessimistic scenarios
<u>C2.3 – 3%</u>	Leadership
<u>Explanation</u> Ability to ensure that the members of the organization he/she is leading follow him/her unconditionally, achieving the forecasted results by motivating and empowering the collaborators to exceed their performance limits, to transform an operational goal into	<u>Indicators</u> - assesses the performance of his/her collaborators and uses the outcome of the assessment both to reward them appropriately, to take promotion decisions, as well as to incite them to exceed their own limits

<p>a cause for the achievement of which, all collaborators contribute with strong involvement.</p>	<ul style="list-style-type: none"> <li>- often uses the personal example</li> <li>- has a good persuasion ability</li> <li>- inspires his/her collaborators in their professional development</li> <li>- protects his/her team and collaborators in events of organizational conflict</li> <li>- impresses directions of action, being a driving force within the organization</li> <li>- is a promoter of change</li> <li>- is an example for integrating the organization's values</li> </ul>
C2.4 – 3%	Organization and reorganization of companies and processes
<p><u>Explanation</u> Ability to cover all activities that contribute to the completion of a goal with the necessary resources, to assign duties and responsibilities by following the principles of process organization, assessing the efficiency of an organizational way, identifying organizational errors, and streamlining the organizational structures through rethinking their organization.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> <li>- understands and applies the principles of an efficient and effective organization</li> <li>- has a procedural approach to the organization</li> <li>- communicates organizational decisions effectively</li> <li>- ensures that all organizational structural elements (organizational charts, process maps, procedures, job descriptions etc.) are harmonized and updated with the latest organizational decisions</li> <li>- formalizes organizational decisions</li> <li>- does not confuse delegating with task assignment.</li> </ul>
C2.5 – 2%	Budget based management
<p><u>Explanation</u> Ability to transform a strategic plan into a budget, to consolidate and streamline budgets, to ensure an appropriate budget execution.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> <li>- has actively participated in the annual budgeting activity</li> <li>- experience in budget execution</li> <li>- budget control abilities</li> <li>- experience in setting decision-making limits for budget execution at institutional level.</li> </ul>
C2.6 – 2%	Experience in applying for European funds and obtaining funding from banking institutions
<p><u>Explanation</u> Managed to attract European funding Managed to obtain loans in order to finance investment projects.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> <li>- may identify alternative funding sources</li> <li>- is able to collaborate in the preparation of a funding application</li> <li>- has experience in collecting the information necessary in order to substantiate funding needs before lending bodies.</li> </ul>
C2.7 – 2%	Risk management
<p><u>Explanation</u> Has the ability to make the necessary efforts to ensure that the organization is implementing a reliable system of permanent identification of potential risks and to prevent their impact and to reduce their impact.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> <li>- has a systemic approach</li> <li>- correctly understands the assessment matrix of potential risks</li> <li>- empowers the organization to map the risks</li> <li>- empowers the organization to create an effective system to reduce both the incidence and the impact identified</li> <li>- empowers the organization to certify its risk management system</li> </ul>
C2.8 -2%	Skills of strategic importance
Explanation:	Indicators:

<p>Ability to identify and make the necessary diligence to capitalize the stock market and constantly increase the value of the company's shares</p>	<p>- understand the stock market levers          Has proven experience in increasing stock value;          - Has the capacity to take such organizational decisions as necessary to optimize the overall results of the Company, which, correctly communicated, lead to the increase in the value of the shares          - Vigilantly identifies and actively counteracts stock market risks</p>
<p>C3</p>	<p>Corporate governance skills - share 15%</p>
<p>C3.1 – 4%</p>	<p>Objective based management</p>
<p><u>Explanation</u>          Ability to set coherent, motivating, SMART goals for collaborators and to concert them within a system that allows both to secure Company's results and motivate the employees involved.          Capacity to organize advisory committees, engage in ethical and integrity-related issues, co-operate with managers and to oversee their work, comply with transparency and communication policies, and effectively implement risk management.</p>	<p><u>Indicators</u>          - understands and uses the concept of SMART goal          - interactively sets and formalizes goals          - correctly manages the levels of goals (strategic, operational, team, individual, performance)          - encourages the organization to adopt objective-led management,          - permanently monitors the extent to which collaborators are progressing in achieving the goals,          - has a successful experience in periodic reporting to the implementation body and management authority</p>
<p>-</p>	<p>-</p>
<p>C3.2 – 4%</p>	<p>Experience in the relation with public authorities, regulatory and supervision authorities, shareholders and stakeholders</p>
<p><u>Explanation</u>          Ability to establish, maintain and develop cordial relationships based on trust and mutual satisfaction of interests with the representatives of the authorities or regulatory bodies</p>	<p><u>Indicators</u>          - has a broad circle of professional acquaintances          - is open to initiating mutually interesting collaboration relationships          - has a positive and open approach, based on the principle of balanced mutual exchanges          - communicates transparently on complex and important topics          - has the skill to avoid the conflict trap</p>
<p>C3.3– 4%</p>	<p>Social dialogue</p>
<p><u>Explanation</u>           acts coherently to meet the society's social interest</p>	<p><u>Indicators</u>          - permanently points out and communicates about the social interest that is the common place between the Company's business interests and the interests of the employees          - actively takes part in social dialogue actions          - information, consultation, social bargaining          - closely follows social alert indicators and suggests consistent measures to defuse potential social conflicts          - skillfully avoids the "trade union leader" type behaviors and populist but costly solutions          - contributes to the substantiation of decisions with social impact          - militates for the empowerment of the Company's managers in order to carry out a positive and fluent social dialogue</p>

C3.4 – 3%	Performance monitoring
<u>Explanation</u> Ability to constantly access available sources of information, assess the current technical, economic or human performance, compare it to the forecasted one, inform about any gaps, and take the actions required in order to reduce them	<u>Indicators</u> <ul style="list-style-type: none"> <li>- identifies and queries various sources of information</li> <li>- establishes sets of key performance indicators that he/she oversees during the development</li> <li>- informs the competent structures about the gaps found</li> <li>- takes corrective measures to remedy the gaps</li> <li>- encourages the entire organization to monitor the performance and achieve the performance goals set</li> <li>- makes the necessary diligence in order to implement integrated, viable and high performing IT systems</li> <li>- ensures that all hierarchical levels involved work together in order to eliminate performance gaps</li> </ul>
C4	Social and interpersonal skills - share 15%
C4.1 – 4%	Interpersonal communication at the level of the job requirements
<u>Explanation</u> Ability to communicate verbally, nonverbally and para-verbally correctly, fluently and coherently, to relate, to support arguments and to persuade	<u>Indicators</u> <ul style="list-style-type: none"> <li>- is able to express his/her ideas fluently and coherently</li> <li>- supports his/her verbal messages with gestures</li> <li>- has the appropriate poise for the messages transmitted</li> <li>- proves to be an active listener for his/her interlocutors</li> <li>- use wording wisely</li> <li>- correctly uses the question technique</li> <li>- compiles and correctly uses both logical arguments and emotional pseudo-arguments</li> <li>- is able to initiate, maintain and develop relationships based on trust</li> <li>- correctly uses the persuasion process</li> </ul>
C4.2 – 4%	Institutional communication
<u>Explanation</u> Elaborates and sends through the appropriate channels the information and official documents elaborated with clarity and accuracy, within the company or outside of it, in the relationship with various other entities.	<u>Indicators</u> <ul style="list-style-type: none"> <li>- elaborates compliant and clear documents</li> <li>- has the ability to synthesize and present correctly, in a balanced manner, information of any nature</li> <li>- is capable to correctly select and use various institutional media channels.</li> </ul>
C4.3 – 4%	Representativeness
<u>Explanation</u> Ability to represent the Company in various contexts that he/she is in contact with, to make known the achievements and best practices developed within the Company, contributing to the broadcast of a good image thereof and the increase of its notoriety.	<u>Indicators</u> <ul style="list-style-type: none"> <li>- is talking in positive terms about the Company</li> <li>- exploits all the opportunities in which he/she may share with others the Company's achievements and good practices</li> <li>- takes attitude when finds out of libelous information about the Company.</li> <li>- contributes with the personal brand to the consolidation of the Company's brand, both outside the company in various professional circles and within the company in the</li> </ul>

		relationship with various social dialogue partners.
C4.4 – 3%	Ability to use a foreign language	
<u>Explanation</u>		<u>Indicators</u>
Is the user of an intentional foreign language		- is able to read and write fluently - is able to express his/her ideas fluently and with great command - may deliver presentations - may write complex documents
C5	Experience at national and international level - share 15%	
C5.1 – 10%	Professional national experience within large organizational structures	
C5.2 – 5%	Professional international experience within large international corporations	
<u>Explanation</u>		<u>Indicators</u>
Has gathered experience in terms of company management or key processes within a comparable multinational company		- knows and may apply good management practices - knows and may use efficient decision-making and problem-solving techniques - knows and may replicate or adapt international standards within the current company, using models found in prestigious multinational companies - is open to multiculturalism
C6	Alignment with the Shareholders' Letter of Expectations - share 15%	
<u>Explanation</u>		<u>Indicators</u>
Aligning the personal vision on his/her mission within the future Board of Directors with the role and responsibilities assigned, as well as the personal profile with that of a Director		- proves awareness in relation to the expectations expressed by the shareholders within the Letter of Expectations - refers to the Company's strategic framework - refers to the Company's economic and social context - proves the contribution he/she says will have in achieving the Company's strategic goals.

#### Personal Traits:

T1	Personal and professional reputation
T2	Independence
T3	Entrepreneurial orientation
T4	Vision
T5	Active
T6	Team-oriented

#### Prospective and prospective criteria

CPP1	Knowledge of Romanian
CPP2	Number of consecutive mandates
CPP3	University degree
CPP4	Postgraduate studies
CPP5	Mentions in the criminal record
CPP6	Medically fit
CPP7	Total work experience of at least 10 years in total within public or private companies and/or public institutions
CPP8	Management/administration experience of minimum 5 years
CPP9	Previous experience in the energy field

CPP10	No dismissals in the last 12 months
CPP11	No conflict of interests

### **Profile Matrix of the Board of Directors**

For the enforcement of the provisions of art. 28 par. (3) and art. 29 of the methodological norms, the purpose of the numerical analysis within the matrix is to clarify the advantages and disadvantages, strengths, areas for development and the dimensions of the Board's activity that he/she can improve, all be it temporarily, and should include the following:

- a) definition of criteria and indication of indicators for them;
- b) identification of mandatory and optional criteria;
- c) definition of a common assessment scale for all criteria;
- d) shares for each criterion, depending on their importance;
- e) grouping of criteria for a comparative analysis;
- f) specification of a collective minimum threshold for each criterion that is required, if any, or applied;
- g) subtotals, totals, weighted totals and shares for criteria and for individual directors.

Furthermore, according to the provisions of art. 31-33 and Annex 1a of the methodological norms, the Board's profile matrix is making a difference between mandatory criteria and optional criteria required for a skill-based Board, identified following the analysis of contextual requirements and includes a collective minimum level of the skill indicator threshold.