



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

I. Introduction

The launch of the selection procedure for the directors of Societatea Nationala Nuclearelectrica S.A. ("SNN") was approved within the Ordinary General Meeting of Shareholders dated 10.08.2022, according to the provisions of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as further amended and supplemented ("GEO no. 109/2011"), the procedure will be developed by the Board of Directors of SNN. According to the Decision of the Board of Directors no. 64/25.04.2018, the Nomination and Remuneration Committee was authorized to develop the selection process of SNN directors, being assisted by an independent expert in human resources recruitment.

Art. 34 of Appendix no. 1 to the Government Decision no. 722/2016 establishes as follows: *"The board profile is approved as follows: (...) b) as regards companies, by the general meeting of shareholders, after having been endorsed by the board on the recommendation of the nomination and remuneration committee or, as the case may be, by the public tutelary authority."*

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

According to the provisions of the Government Emergency Ordinance no. 109/2011, considering the provisions of art. 18 of Appendix no. 1 to the Government Decision no. 722/2016, this project of the profile of the Board of Directors of SNN is hereby issued.

According to the provisions of art. 1 par. (18) of Appendix no. 1 to the Government Decision no. 722/2016, the board profile represents an identification of the capabilities, features and requirements that the board must collectively possess, taking into account the organizational context, mission, expectations expressed in the letter of expectations and elements of organizational strategy in place or to be developed. The profile also contains the matrix of the board of directors, which gives an expression of these capabilities that the board must collectively possess through a set of competencies, skills, other qualifying conditions that must be met individually and collectively by board members. At the same time, according to the provisions of art. 19 of Appendix no. 1 to the Government Decision no. 722/2016, for establishing the profile of the board members, the following requirements may be considered, including, but not limited to it:

- a) have the minimum knowledge, skills and experience necessary to successfully carry out the term of office of director;
- b) know the responsibilities of the job and be able to establish medium and long-term visions;
- c) be able to take responsibility for the whole board and show integrity and independence;
- c) have the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial culture, decision making and pattern detection to contribute to the work of the board as a whole.

Art. 20 of Appendix no. 1 to the Government Decision no. 722/2016 provides that the companies issue a customized profile of the board in a transparent, systematic and rigorous way to ensure that

the necessary skills are identified to establish the best board and the best candidates for the board respectively.

Thus, according to the provisions of art. 23 par. (1) of the Appendix no. 1 to the Government Decision no. 722/2016, this project of the profile of the Board of Directors is based on the following components:

- a) analysis of contextual requirements of the company, generally, and of the board, particularly;
- b) matrix of the board profile.

These components must have correspondent to the requirements related to skills, knowledge, experience and other measurable indicators established to meet all requirements for the selection of individual board members or board positions. (art. 23 par. (2) of Appendix no. 1 to the Government Decision no. 722/2016).

II. Analysis of contextual requirements

SN “Nuclearelectrica” S.A. has been registered with the Trade Register of the Chamber of Commerce and Industry since 27 July 1998. SNN SA operates under the authority of the Ministry of Energy, with the state holding 82.4981 % of the shares and other shareholders holding 17.5019 %.

The main fields of activity of SNN S.A. focus on electricity, heat and nuclear fuel production. SNN S.A. also coordinates investment-development works, as well as human resources training and development activities in the field.

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

- Cernavoda NPP branch exploits Units 1 and 2 of Cernavoda NPP as well as auxiliary services
- NFP Pitesti branch, qualified nuclear fuel plant.

SNN is also the majority shareholder of the project company EnergoNuclear, holding 100% of shares, as well as Sole Shareholder at the subsidiaries Fabrica de Prelucrare a Concentratelor de Uraniu – Feldioara S.R.L. and Nuclearelectrica Serv S.R.L. respectively.

In order to apply the provisions of art. 24 of the methodological norms, the analysis of contextual requirements of the company, generally, and of the board, particularly, is carried out based on:

- legal regulations and good practice recommendations;
- strategic positioning of the company established according to art. 25 par. (1) of the methodological norms, taking into account

- a)** the letter of expectations issued by the tutelary authority;
- b)** the management plan;
- c)** regulatory and market trends in the medium and long term;
- d)** Business model;

Given the specific activities and behaviors of a nuclear producer, we consider important the following:

- a) norms, standards and good practices applicable to the nuclear industry at national and international level through affiliation;
- b) nuclear safety culture according to IAEA standards;
- c) applicable tax and legislative environment;
- d) company strategy for the period 2015-2025.

Vision of SN “Nuclearelectrica” S.A.

We are building a sustainable future for tomorrow’s generation.

Mission of SN “Nuclearelectrica” S.A.

We generate clean energy at standards of excellence

The values supported by SN “Nuclearelectrica” S.A are targeted and promoted towards:

- **Safety and sustainability**
- **Care for employees**
- **Professional Excellence**
- **Empathy and responsibility**
- **Sustainable development**

According to the legal provisions provided for by the 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 also the provisions of the company’s memorandum of association, the board of directors consists of 7 members of which at least 4 (four) members must be independent directors in the sense of art. 138² of Law no. 31/1990, republished, as further amended and supplemented.

The term of office of directors is established by the memorandum of association. The term of office of directors who have duly fulfilled their duties may be renewed. The members of the Board of Directors are elected by the Ordinary General Meeting of Shareholders, according to the legal provisions. In case of vacancy of one or more positions of directors, the Board of Directors proceeds with the appointment of provisional directors, until the gathering of the Ordinary General Meeting of Shareholders. Directors may be revoked at any time by the Ordinary General Meeting of Shareholders. Each director must expressly accept the exercise of the term of office. The company must celebrate a D&O type insurance. During their term of office, directors may not enter into an employment contract with the company. If the directors have been appointed from among the company's employees, the employment contract is automatically suspended de jure as of the date of acceptance of the term of office.

The customized profile of the Board of Directors of Societatea Nationala Nuclearelectrica S.A. must reflect the competences, knowledge, skills and experience required for good governance in relation to the contextual requirements and company goals reflected in the letter of expectation.

According to the provisions of art. 27 of the methodological norms, as regards companies, the nomination and remuneration committee, on behalf of the board, is also responsible for conducting and updating the contextual requirements analysis.

Legal regulations and good practice within the structure of the Board of Directors

The provisions of the memorandum of association related to ***Organization and Functioning of the Board of Directors***

Art. 19 (1) The company is managed in one-tier system. The executive body of the company is the Board of Directors, consisting of 7 (seven) members of which at least 4 (four) members must be independent directors. The members of the Board of Directors will be elected for a 4-year term of office, and can be re-elected. The members of the Board of Directors are elected by the Ordinary General Meeting of Shareholders, according to the legal provisions.

(2) In case of vacancy of one or more positions of directors, the Board of Directors proceeds with the appointment of provisional directors, until the gathering of the Ordinary General Meeting of Shareholders.

(3) Directors may be revoked at any time by the Ordinary General Meeting of Shareholders. Each director must expressly accept the exercise of the term of office. The company must conclude a D&O type insurance.

(4) During their term of office, directors may not enter into an employment contract with the company. If the directors have been appointed from among the company's employees, the employment contract is automatically suspended de jure as of the date of acceptance of the term of office.

(5) The members of the Board of Directors must exercise their mandate with prudence and diligence of a good director, with loyalty, in the interest 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 Chairman of the Board of Directors is elected by the Board of Directors among its members. The Managing Director of the Company cannot fulfil this condition, even if he/she is a member of the Board of Directors. The Chairman of the Board of Directors is appointed for a period that may not exceed the term of office of director and may be revoked at any time by the Board of Directors. The Chairman coordinates the activity of the Board and reports related to this to the General Meeting of Shareholders. The Chairman ensures the proper functioning of the company's decision-making bodies.

(7) The meetings of the Board of Directors will be convened 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) as often as necessary, but at least once every 3 (three) months;

b) by the Chairman of the Board of Directors at the reasoned request of any two members of the Board of Directors or of the Managing Director, provided that the items included in the request fall within the powers of the Board of Directors;

c) by two members of the Board of Directors, if the Chairman fails to convene the meeting of the Board of Directors as mentioned at par. (a) and (b) above.

(8) The meetings of the Board of Directors will be convened by a notice transmitted at least 3 (three) working days before the date proposed to hold the meeting. The notification period will not

include the day of transmission and the day of the meeting. The notification will be sent to all members of the Board of Directors, according to the provisions of the Memorandum of Association.

(9) The convening of the meeting of the Board of Directors will be transmitted to every member of the Board of Directors in written, by fax or by electronic mail. Each member of the Board of Directors must notify the Company in writing, by fax or e-mail, of any change in the address and/or fax number, as the case may be, of the respective member of the Board of Directors, and shall not be entitled to object to the Company for any irregularities relating to the notification if the change of address and/or facsimile number has not been notified this way by the member of the Board of Directors.

(10) The convening on the gathering of the Board of Directors will mention the date and time of meeting, as well as the fact that it will be held at the Company's office (unless the convocation mentions another place, in which case the address shall be mentioned). The convening of the meeting of the Board of Directors shall also mention the agenda and shall comprise the entire documentation corresponding to the items of the agenda to be discussed within the meeting.

(11)

The Board of Directors cannot decide on issues that are not included on the agenda, unless all members present agree to their inclusion on the agenda.

(12) The Board of Directors shall meet, as a rule, at the registered office of the company or operational meetings of the Board of Directors may be organized by remote communication means that should meet the technical conditions necessary for the identification of the attendants, their effective participation in the meetings of the Board of Directors and the continuous retransmission of the deliberations (telephone, video-conference or other communication equipment), as often as necessary, but at least once every 3 months, at the call of the Chairman or at the motivated request of two of its members or of the Managing Director. If the Board of Directors is convened at the request of two of its members or of the Managing Director, the convening will be transmitted within at the most 7 (seven) days as of the receipt of the request.

(13) If technically possible, any member of the Board may validly participate in a meeting of the Board or of the advisory committee by means of teleconference, videoconference or any other form of communications equipment, provided that such equipment enables the participants to be identified, to participate effectively in the Board meeting and to transmit the meeting on a continuous basis.

(14) A person who participates by teleconference, videoconference or any other form of communications equipment that complies with the requirements established at the paragraph above shall be deemed to be present in person at that meeting and shall be counted for the purposes of establishing a quorum and shall be entitled to vote.

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

(16) The Board of Directors takes valid decisions in the presence of a majority of its members, and the decisions within the Board of Directors are taken with the majority of attending members. The decision related to the appointment or revocation of the Chairman of the Board of Directors is taken with the vote of the majority members of the Board of Directors. The Chairman of the Board will have the casting vote in case of a tie.

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

(18) The debates of the Board of Directors take place according to the agenda established and communicated by the Chairman at least 3 working days in advance. These ones shall be recorded in the minutes of the meeting, written in a register sealed and initialed by the Chairman of the Board of Directors.

(19) The minutes shall be signed by all attending members of the Board of Directors and by the Secretary. According to the minutes, the Secretary of the Board of Directors drafts his/her decision, that shall be signed by the Chairman, by the Secretary and by at least another one member of the Board of Directors.

(20) The members of the Board of Directors may perform any act connected with the management of the company in its interest, within the limits of the rights conferred on them.

(21) In exceptional cases, justified by the urgency of the situation and the interests of the company, the decisions of the Board of Directors may be taken by unanimous written vote of the members, without a meeting. For a decision to be taken without a meeting, the proposal must be communicated in writing, including by email and accompanied by the relevant documentation, prior to the decision making. This procedure cannot be used for decisions of the Board of Directors regarding the financial statements or the authorized capital.

(22) The Chairman and the members of the Board of Directors shall attend the meetings. As the case may be, the Chairman of the Board of Directors may invite executive directors, internal auditors, as well as other employees of the company or specialists in various fields of activity from outside the company to the meetings for additional information. The President of the trade union may also be invited to discuss issues of professional, economic and social interest. In order to defend the professional, economic and social rights and interests of the members, he/she shall receive from the company's management the information necessary to negotiate the collective bargaining agreements. The items of the decisions of the Board of Directors related to issues of professional, economic and social interest shall be communicated in writing to the representative union, within two working days as of the meeting date.

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

- a) the reality of the payments made by shareholders;
- b) the real existence of dividends paid;
- c) the existence of the registers required by law and their correct keeping;
- d) the accurate fulfillment of the decisions of the General Meetings of Shareholders;
- e) the strict fulfillment of the duties that the law and memorandum of association impose.

1. Tasks of the Board of Directors

Art 20 par. (3) **The Board of Directors has also the following tasks:**

- a) exercises control over the manner in which the Managing Director and the other Managers manage the Company;
 - b) endorses the income and expenditure budget;
 - c) approves the management plan issued by the Managing Director and /or by the other Managers;
 - d) submits an annual report regarding the management activity to the General Meeting of Shareholders;
 - e) represents the Company in the relationships with the Managing Director and with the Managers appointed;
 - f) endorses the financial statements of the Company;
 - g) approves the Report of the Managing Director and the Reports of the Managers;
 - h) proposes to the general meeting the appointment and dismissal of the financial auditor and the minimum duration of the audit contract.
 - i) approves the mandate contracts of the Managing Director and of the Managers appointed establishing this way the organization modality of the managers' activity;
 - j) approves the people empowered to negotiate the Collective Bargaining Agreement with the representative unions and/or representatives of employees as well as the negotiation mandate granted to them;
 - k) approves the Collective Bargaining Agreement at the Company level;
 - l) approves the Organization and Functioning Regulations of the Board of Directors;
 - m) approves the activity programs (production, research– development, technological engineering, investments, etc.);
 - n) approves the organizational structure of the Company and the number of positions as well as the Company's Organization and Functioning Regulations;
 - o) approves the strategy regarding the energy sales transactions of the Company;
 - p) approves the conclusion of any contract/document that triggers legal obligations for the Company (deeds of acquisition, alienation, exchange or pledge of assets within the category of fixed assets of the Company), whose value does not exceed, individually or cumulatively, during a financial year, 20% of the total fixed assets of the Company less the receivables, according to the competence limits provided for in the Appendix to this Memorandum of Association;
 - q) approves leases of tangible assets, for a period of more than 1 year, whose individual or cumulative value related to the same co-contractor or persons involved or acting in a concerted manner does not exceed 20% of the total value of the fixed assets, less receivables at the date of conclusion of the legal act, as well as joint ventures for a period of more than one year, which do not exceed the same value;
 - r) approves the term of office of the representatives of Nuclearelectrica in the General Meeting of Shareholders S.C. Energonuclear S.A. for all decisions which fall within the competence of the General Meeting of Shareholders S.C. Energonuclear S.A. except for those for which a decision of the General Meeting of Shareholders of the Company is needed, according to the provisions of this Memorandum of Association.”
- (2) The Board of Directors has the power to endorse/approve contracts, loans and various operations at the level of the Company, according to the limits of competence provided for at Appendix to this Memorandum of Association.
- (3) The Board of Directors may create advisory committees, consisting of at least two members of the Board and in charge with conducting investigations and making recommendations to the Board.
- (4) A Nomination and Remuneration Committee and an Audit Committee shall be established within the Board of Directors. The Board of Directors may decide to set up other advisory committees.
- (5) Advisory Committees shall consist of at least two (2) members of the Board of Directors and at least one member of each Advisory Committee shall be an independent non-executive director. The actual number of members of each Advisory Committee shall be established by decision of the Board of Directors. The Audit Advisory Committee and the Nomination and Remuneration Committee shall consist only of non-executive directors. At least one member of the Audit Advisory Committee must hold experience in applying the accounting

principles or financial audit.

(6) The Nomination and Remuneration Committee formulates proposals for the position of member of the Board of Directors, Managing Director and Managers, issues and proposes to the Board of Directors the selection procedure for the members of the Board of Directors, the Managing Director, the Managers as well as other management positions, formulates proposals for the remuneration of the Managing Director, the Managers and other management positions.

The Audit Advisory Committee fulfils the duties assigned to this committee by the legislation governing the statutory audit of financial statements.

(7) The Board of Directors will decide on the additional tasks of the Nomination and Remuneration Committee and the Audit Advisory Committee as well as on the tasks of the other Advisory Committees it establishes.

(8) At the proposal of the chairmen or members of the Advisory Committees, the Board of Directors may approve the co-opting of permanent independent external experts, natural or legal persons, specialists in the fields of activity of the Advisory Committees and who assist their members in their activity, establishing at the same time the remuneration of these experts.

II. Mandatory minimum general conditions of participation for the positions of member of the Board of Directors and optional requirements

Common eligibility criteria for all director positions

- a) they have Romanian nationality or the nationality of other European Union Member States, provided that they are resident in Romania;
- b) they are not subject to a conflict of interest that would make them incompatible with the performance of their duties as director of the Board of Directors of companies for which they have applied;
- c) they do not incur under any of the situations disposed at article 30 par. (9) and article 36 par. (7) of the GEO 109/2011;
- d) they have not been convicted by a final court decision for having committed a crime against humanity, against the State or against authority, corruption and service offences, offences against the administration of justice, forgery, offences against patrimony, offences provided for by Law no. 656/2002 on the prevention and punishment of money laundering, as well as for establishing some measures to prevent and fight against the financing of terrorism, as further amended and supplemented, or for offences provided for by Law no. 85/2014 on deliberate acts that would make it incompatible with the performance of the duties of the office;
- e) they did not do political policing as defined by law;
- f) they have full capacity of exercise;
- g) they are medically fit for work;
- h) they fulfill the criteria required by the GEO no. 109/2011 on corporate governance of public enterprises, approved with amendments and additions by Law no. 111/2016 and the Government Decision no. 722/2016;
- i) they do not hold simultaneously more than 3 mandates of director and / or member of the supervisory board in public companies or enterprises, according to art. 33 of the GEO 109/2011.
- j) there may not be more than 1 member from among civil servants or other categories of personnel within the public tutelary authority or other public authorities or institutions.

II. Specific eligibility criteria

A. For the position 1 of director with economic studies

- a) they have a bachelor's degree in economics.
- b) they have at least 10 years of work experience and at least 5 years of specific professional experience in the field of economic studies graduated.
- c) they have at least 5 years of management, administration, leadership or coordination experience within some public or private entities;
- d) according to the provisions of art. 65 par. (3) of Law no. 162/2017, at least one member of the audit committee must hold skills in the accounting and statutory audit fields, proved by qualification documents for the respective fields.

B. For the position 2 of director with legal studies

- e) they have a bachelor's degree in law.
- f) they have at least 10 years of work experience and at least 5 years of specific professional experience in the field of legal studies graduated.
- g) they have at least 5 years of management, administration, leadership or coordination experience within some public or private entities;

C. For the positions 3-4 director with studies other than economic or legal

- a) they have at least 10 years of total work experience;
- b) they have at least 5 years of management, administration, leadership or coordination experience within some public or private entities;
- c) they have at least 5 years of previous management, administration, supervisory or regulatory experience within entities in the company's core business;
- d) are graduates of a higher education programme (ISCED 6 equivalent) completed with a degree from a higher education institution;

Optional criteria

- A postgraduate degree is an advantage;
- Knowledge in the capital market field;
- Experience in communication and relationship with investors;
- Relevant experience both at local and international level;
- Experience in dealing with public authorities, energy regulatory and supervisory authorities;
- Experience in building, coordinating and developing teams/staff teams and succession planning within them;
- Experience in the audit, economic, accounting, financial or legal, risk management field;
- Knowledge and experience in the field of nuclear energy is an advantage.
- Relevant experience in the field in the relationship with European institutions is an advantage.

Competence criteria:

C1	Energy sector specific skills - weight 20%	
C1.1 – 2%	Ability to understand and overcome technical and economic challenges specific to the field of activity	
<u>Explanation</u>	Ability to understand and integrate correctly the market mechanisms that impact the company, to identify actively the constraints it faces and to implement optimal ways to overcome these constraints.	<u>Indicators</u> - integrates the specificity of the activity - understands the critical points and seeks solutions to prevent/diminish them
C.1.2 -2%	Proved ability to increase performance of an energy producer	
<u>Explanation</u>	ability to make optimal use of the company's infrastructure, to achieve high yields in energy production.	<u>Indicators</u> -Integrates the full complexity of energy generating facilities -Can identify situations where he/she has intervened to eliminate failures, optimize processes or remove losses and achieved increased yield
C1.3-2%	Ability to understand, integrate and comply with the activity specific environmental requirements	
<u>Explanation</u>	Ability to mitigate the negative impact of the company's activities on the environment, to propose the adoption by the company of optimal environmental protection measures.	<u>Indicators</u> - can identify financing sources - knows the legal provisions in the environmental protection field - encourages the organization to introduce and comply with complex environmental protection standards.
C1.4-2%	Ability to integrate safety imperatives in its decisions and actions and to enable the organization to integrate and comply with them	
<u>Explanation</u>	Ability to actively contribute to achieving the projected degree of adequacy of the company's infrastructure.	<u>Indicators</u> - makes or requests and interprets correctly analyses of investment needs - prioritizes the company's investment effort according to the national and/or international context. - takes the necessary steps to analyze the feasibility of the projected investments. - represents the company at the national and international level to facilitate the approval of vital investments
<u>C1.5 -2%</u>	Ability to understand the need and to facilitate the fulfillment of investments necessary for the company in order to allow the achievement of its strategic goals	
<u>Explanation</u>	Has a long-term vision that allows him/her to understand the need to make investments that will allow to optimize results.	<u>Indicators</u> - understands the need of investments - is able to argue related to the need of investments - takes coherent and convergent steps to facilitate the investment activity - takes actual steps to obtain financing for the necessary investments
C1.6-2%	Ability to facilitate the integration in the company and the use of the quality management principles	
<u>Explanation</u>	Ability to take the necessary steps to ensure that a	<u>Indicators</u> - knows and encourages knowledge of

	reliable quality management system is implemented and certified or recertified within the organization that should be known and used by the entire organizational structure.	quality standards - analyzes, updates and optimizes the quality management system - fosters and applies continuous improvement tools - contributes to the certification or recertification of the quality management system - follows up the recommendations resulting from the conclusions of the quality auditors - ensures the allocation of the necessary resources for the functioning of the quality management system
C1.7-2%	Experience in developing, implementing and reviewing national and international strategic importance projects	
	<u>Explanation</u> Previous exposure (developing, implementing, reviewing, relaunching) of projects in similar field	<u>Indicators</u> - participated in the implementation of relevant projects - has an active role in achieving the purpose of these projects - holds a set of good practice for implementing such projects - can establish coherent reference standards of the project implementation practice
C1.8 -2%	Relevant experience in carrying out large-scale energy investments or revamping projects	
	<u>explanation</u> has participated in the implementation of investment or revamping projects in the energy sector, which enables him/her to replicate the same good practices in a new context	<u>Indicators</u> -has previous professional experience of participating in investments in the field of energy production -played a major role in revamping processes of some energy generating facilities
C1.9-2%	Capacity to impact and exploit creatively the organizational culture	
	<u>Explanation</u> Participated effectively in the successful achievement of some organizational culture projects	<u>Indicators</u>
C1.10-2%	Ability to negotiate elements of the company collaboration with national and international partners	
	<u>Explanation</u> Ability to initiate and successfully go through negotiation processes with national and international partners	<u>Indicators</u> - clearly demarcate the negotiation stake - establish the negotiation strategy depending on the power vectors - have the habit of planning rigorously the negotiation elements and stages - assume an active role in negotiation - manage calmly the negotiation tools - go through all stages of negotiation following their goals, approach correctly the exchange of allowances/compensations - master the negotiation techniques
C2	Strategic / technical importance professional skills - weight 20%	
C2.1 – 3%	Assets management	
	<u>Explanation</u>	<u>Indicators</u>

<p>Has the ability to participate competently in the identification of potential projects, feasibility analysis of identified projects, preparation of projects approved, implementation of initial projects, closure of implemented projects, using correctly modern and efficient project management tools.</p>	<ul style="list-style-type: none"> - Identifies operatively the potential projects - Analyzes carefully the feasibility of potential projects - Identifies financing sources for the potential projects - Establishes and leads high-performance project teams - Plans and replans the project - Develops the activity breakdown structure, the project charter, etc. - Follows up actively the project implementation, making the correction measures, as the case may be.
C2.2 – 3%	Strategic planning
<p><u>Explanation</u> Ability to formulate strategic goals leading to the achievement of the organization’s mission and vision, as well as to develop action plans to achieve these strategic goals.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - understands the competitive forces that strengthen strategic choices - formulates short, medium and long-term strategic objectives - forecasts the necessary resources to achieve these goals - forecasts expected results - develops optimistic scenarios/pessimistic scenarios
C2.3 – 3%	Leadership
<p><u>Explanation</u> Ability to get the members of the organization he/she leads to follow him/her unconditionally, to achieve the expected results by motivating and empowering collaborators to exceed their performance limits, to turn an operational goal into a cause to which all collaborators contribute with great commitment.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - evaluates the performance of his/her collaborators and uses the result of the evaluation both to reward them appropriately, to make promotion decisions and to encourage them to overcome themselves - often uses the personal example - has good persuasive skills - inspires his/her collaborators in their professional development - defends his/her team and collaborators in case of organizational conflict - sets directions of action and is a driving force of the organization - is a promoter of change - is an example for integrating the organization's values
C2.4 – 3%	Organization and reorganization of companies and processes
<p><u>Explanation</u> Ability to cover all activities contributing to the achievement of a goal with the necessary resources, to allocate tasks and responsibilities complying with the principles of process organization, to evaluate the effectiveness of an organization, to identify organizational errors and to streamline organizational structures by rethinking their organization.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - understands and applies the principles of an efficient and effective organization - has a procedural approach to organization - communicates efficiently the organization decisions - ensures that all organizational structural elements (organizational charts, process maps, procedures, job descriptions, etc.)

		are harmonized and brought up to date with the latest organizational decisions - formalizes the organization decisions - do not confuse delegation with allocation of tasks.
C2.5 – 2%	Management through budgets	
<u>Explanation</u> Ability to transform a strategic plan in a budget, to consolidate and cascade budgets, to ensure a conform budgetary execution.	<u>Indicators</u> - participated actively in the annual budgetary activity - experience in budgetary execution - abilities of budgetary control - experience in establishing the decision limits in budgetary execution at institutional level.	
C2.6 – 2%	Experience in accessing European funds and obtaining funding from financial banking institutions	
<u>Explanation</u> Succeeded in attracting European funding Succeeded in obtaining loans to the purpose of financing investment projects.	<u>Indicators</u> - can identify alternative financing sources - is able to collaborate for the issue of a financing request - has experience in collecting the necessary information to argue in front of the crediting bodies of the necessary financing.	
C2.7 – 2%	Risk management	
<u>Explanation</u> Has the ability to take the necessary steps to ensure that the organization implements a reliable system to identify continuously potential risks and prevent their occurrence and reduce their impact.	<u>Indicators</u> - has a systemic approach - understands correctly the potential risk assessment matrix - enables the organization to map risks - enables the organization to create an effective system to reduce both the identified incidence and impact - enables the organization to certify the risk management system	
C2.8 -2%	Strategic importance skills	
<u>Explanation:</u> Ability to identify and take the necessary steps to increase the market capitalization and the value of the company's shares	<u>Indicators:</u> - understands the stock market rules Has proved experience in increasing the share value; - Has the ability to make those organizational decisions necessary to optimize the company's overall results which, properly communicated, lead to increased share value - Identifies alertly and actively counteracts stock market risks	
C3	Corporate governance skills - weight 15%	
C3.1 – 4%	Management through goals	
<u>Explanation</u> Ability to establish coherent and motivating goals, SMART to collaborators and to coordinate them in a system that will both secure the company's results and motivate the employees involved.	<u>Indicators</u> - understands and uses the SMART goal concept - sets interactively and formalizes goals	

<p>Ability to organize advisory committees, involvement in ethics and integrity issues, cooperation with managers and supervision of their activities, compliance with transparency and communication policies, effective implementation of risk management.</p>	<ul style="list-style-type: none"> - manages correctly the goal levels (strategic, operational, team, individual, performance) - encourages the organization to adopt management through goals, - follows up permanently the degree in which the collaborators progress towards achieving the goals, - has success experience in periodical reporting to the implementing body and to the management authority
-	
	-
C3.2 – 4%	Experience in dealing with public authorities, regulatory and supervisory authorities, shareholders and stakeholders
<p><u>Explanation</u> ability to establish, maintain and develop cordial, trusting and mutually satisfying relationships with representatives of authorities or of regulatory bodies</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - has a wide circle of professional acquaintances - is open to initiating mutually interesting collaborative relationships - has a positive and open approach, based on the principle of balanced reciprocal exchanges - communicates transparently on the complex and importance subjects - avoids skillfully the conflict trap
C3.3– 4%	Social dialogue
<p><u>Explanation</u> acts coherently in order to satisfy the company' social interest</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - highlights continuously and communicates the social interest that is the common ground between the business interests of the company and the interests of the employees - takes active part in social dialogue actions - information, consultation, social negotiation - monitors closely social warning indicators and suggests coherent measures to settle potential social conflicts - avoids skillfully "union leader" behavior and populist but costly solutions - contributes to arguing the decisions with social impact - advocates for the empowerment of company managers to conduct a positive and fluent social dialogue
C3.4 – 3%	Performance follow-up
<p><u>Explanation</u> ability to access permanently available sources of information, to assess current technical, economic or human performance, to compare it with forecast performance, to report on any gaps and to take appropriate action to reduce them</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - identifies and interrogates various sources of information - establishes sets of key performance indicators he/she observes on evolution - informs the competent structures about the gaps ascertained - takes measures to correct gaps

		<ul style="list-style-type: none"> - encourages the whole organization to monitor performance and to achieve the performance goals established - makes the necessary efforts to implement integrated, viable and efficient IT systems - ensures that all hierarchical levels involved collaborate to remove performance gaps
C4	Social and personal skills - weight 15%	
C4.1 – 4%	Interpersonal communication at the level of the job requirements	
	<u>Explanation</u> Ability to communicate verbally, nonverbally and paraverbally accurately, fluently and coherently, to relate, argue and persuade	<u>Indicators</u> <ul style="list-style-type: none"> - is able to express the ideas fluently and coherently - emphasizes verbal messages through gestures - has a behavior corresponding to the messages transmitted - proves that he/she listens actively to the interlocutors - uses the formulation wisely - uses the questions technique correctly - composes and uses correctly both logical arguments and emotional pseudo-arguments - is able to initiate, maintain and develop trust-based relationships - uses the inducement process correctly
C4.2 – 4%	Institutional communication	
	<u>Explanation</u> Preparation and transmission through the appropriate channels of information and official documents prepared with clarity and accuracy, within the company or externally in relationship to various other entities.	<u>Indicators</u> <ul style="list-style-type: none"> - issues conform and clear documents - has the ability to synthesize and present correctly, in a balanced way, information of any kind - is able to choose and to use correctly various institutional media channels.
C4.3 – 4%	Representativity	
	<u>Explanation</u> Ability to represent the company in various environments with which it is in contact, to make known the achievements and good practices developed within the company, contributing to the transmission of a good image of the company and increasing its notoriety.	<u>Indicators</u> <ul style="list-style-type: none"> - expresses positively towards the company - takes every opportunity to share the company's achievements and best practices with others - takes a stand when he/she sees defamatory information about the company. - contributes with the personal brand to the strengthening of the company's brand, both outside the company in various professional circles and inside the company in relationship to various social dialogue partners.
C4.4 – 3%	Ability to use a foreign language	
	<u>Explanation</u> Is a user of a foreign language of intentional	<u>Indicators</u> <ul style="list-style-type: none"> - is able to read and write fluently

circulation	- is able to express ideas fluently and clearly - can give presentations - can issue complex documents
C5	Experience on national and international plan - weight 15%
C5.1 – 10%	National professional experience within large organizational structures
C5.2 – 5%	International professional experience within large international corporations
<u>Explanation</u> Experience of managing the company or key processes of a multinational company of comparable size	<u>Indicators</u> - knows and can apply good management practices - knows and can use efficient techniques of making decisions and settling the issues - knows and can replicate or adapt international standards in the existing company using models found within prestigious multinational companies - is open to multiculturalism
C6	Alignment with shareholders' letter of expectations - weight 15%
<u>Explanation</u> Alignment of the personal vision of his/her mission within the future board with the role and responsibilities assigned, as well as of the personal profile with that of the director	<u>Indicators</u> - proves that he/she is aware of the expectations expressed by shareholders in the letter of expectations - refers to the company's strategic framework - refers to the economic and social context of the company - demonstrates the contribution he/she says will have when achieving the strategic goals of the company.

Features:

T1	Personal and professional reputation
T2	Independence
T3	Intrapreneurial spirit
T4	Vision
T5	Dynamism
T6	Team spirit

Perspective and prospective criteria

CPP1	Knowledge of the Romanian language
CPP2	Number of concurrent mandates
CPP3	Graduated higher education
CPP4	Postgraduate studies
CPP5	Criminal record entries
CPP6	Able from medical point of view
CPP7	Total professional experience of at least 10 years in public or private companies
CPP8	Top management or company administration experience of at least 5 years
CPP9	Previous experience in energy field
CPP10	No dismissals during the last 5 years
CPP11	No conflict of interest

Matrix of the Board of Directors profile

For the application of the provisions of art. 28 par. (3) and art. 29 of the methodological norms, the purpose of the numerical analysis in the matrix is to clarify the advantages and disadvantages, strengths, areas for development and dimensions of the activity of the board that can be improved, even temporarily, and should include the following:

- a) defining the criteria and mentioning the indicators for them;
- b) identifying the mandatory criteria and the optional ones;
- c) defining a common assessment grid for all criteria;
- d) weights for each criterion, according to their importance;
- e) grouping the criteria for comparative analysis;
- f) specification of a collective minimum threshold for each criterion for which it is required, if it exists or applies;
- g) sub-totals, totals, weighted totals and weights, for criteria and for individual directors.

At the same time, according to the dispositions of art. 31-33 and Appendix 1a of the methodological norms, the matrix of the board profile differentiates between mandatory criteria and optional criteria, necessary for a board based on competence, identified following the analysis of the contextual requirements and comprises a minimum collective level of the competence indicators threshold.

Issued

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