

The Romanian Government  
The Ministry of Energy

**DRAFT**  
**INITIAL COMPONENT OF THE SELECTION PLAN**  
**FOR THE VACANT POSITIONS OF BOARD OF DIRECTORS MEMBERS**  
**OF**  
**SOCIETATEA NAȚIONALĂ DE GAZE NATURALE S.A.**

The Selection Plan for the Board of Directors (BoD) members of SOCIETATEA NAȚIONALĂ DE GAZE NATURALE S.A. (hereinafter referred to as the "Selection Plan") is prepared in accordance with the provisions of *Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented* (hereinafter referred to as G.E.O. no. 109/2011), as well as *Government Decision no. 639/2023 on approving the implementing rules of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises* (hereinafter referred to as G.D. no. 639/2023).

Within the meaning of the G.D. no. 639/2023, the Selection Plan comprises the working documents to be used in the selection procedure for the positions of BoD members in public enterprises, which establishes the timetable of the selection procedure from the date of initiation to the date of appointment of BoD members, structured in two components: the initial component and the Integral Component.

The selection procedure of ROMGAZ S.A. BoD members is prepared in accordance with the provisions of G.E.O. no. 109/2011 and G.D. no. 639/2023.

Decision no. 2/April 14, 2025 of the Ordinary General Meeting of the Shareholders of ROMGAZ S.A. approved the launch of the selection procedure for the remaining vacant positions of ROMGAZ S.A. BoD members, in accordance with the provisions of G.E.O. no. 109/2011.

To implement the OGMS Resolution of ROMGAZ S.A, the Public Supervisory Authority (hereinafter referred to as PSA) has developed this Initial Component of the Selection Plan, in compliance with the legal provisions in force.

The selection procedure is carried out in a transparent manner by complying with the right of free competition, fairness and equal opportunities, non-discrimination, equal treatment, and accountability, with the aim of ensuring the professionalization of BoD members, in accordance with the standards of corporate governance of public enterprises, as developed in the Corporate Governance Principles of the Organization for Economic Cooperation and Development.

This Initial Component of the Selection Plan is prepared for the purpose of selecting and appointing **two (2) BoD members** in ROMGAZ S.A., for the remaining period until the end of the term of office of the incumbent Board of Directors, i.e. until March 15, 2027, in compliance with the provisions of G.E.O. no.109/2011.

The Initial Component of the Selection Plan is prepared by the PSA to provide the basis for the development of the Integral Component of the Selection Plan and will include, but not limited to:

1. Letter of expectations;
2. Key aspects of the procedure;
3. Timetable of the selection procedure;
4. Responsible parties and their roles;
5. Identified risks;
6. Documents to be submitted prior to appointing the BoD members.

The Initial Component of the Selection Plan shall be clearly prepared in order to determine all the key aspects of the selection procedure, in accordance with the provisions of G.E.O. no. 109/2011 and G.D. no. 639/2023.

The Selection Plan, in whole, forms the basis of the selection procedure, reflecting the main activities and decisions to be performed, deadlines, parties involved, and working documents.

The Initial Component of the Selection Plan will be published on the websites of the Ministry of Energy, and ROMGAZ S.A., in accordance with Article 5, para. (1) of Annex no. 1 to G.D. no. 639/2023.

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

## **I. LETTER OF EXPECTATIONS**

The Letter of Expectations is the working document by which PSA sets out the performance expected from the management and governing bodies of the public enterprise for the remaining period until the end of the term of office of the incumbent Board of Directors.

The Letter of Expectations is part of the set of mandatory documents that initiate the selection process of BoD members for public companies and is an integral part of the Initial Component of the Selection Plan.

The Letter of Expectations includes the objectives of ROMGAZ S.A. which are the basis for establishing the specific selection criteria for short-listed candidates.

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

The Letter of Expectations describes the overall expected results, with indicative values, which are recommended to the management and governing bodies of ROMGAZ S.A. and recommends a number of performance indicators for the public enterprise.

The Corporate Governance Department of the Ministry of Energy drafted the Letter of Expectations after consultation with the specialized structures of the Public Supervisory Authority and the public enterprise.

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

The DRAFT LETTER OF EXPECTATIONS which sets out the performances expected from the governing and management bodies of ROMGAZ S.A. is attached to this Initial Component of the Selection Plan.

## **II. KEY ASPECTS OF THE PROCEDURE**

The key aspects of the procedure are detailed in the timetable proposed by the Ministry of Energy and refer to the mandatory stages to be completed, the documents drawn up by the Selection and Nomination Commission (SNC) and the documents to be received during these stages; the deadlines specified in the law shall be complied with, and such are maximum deadlines for receiving documents, notices, communications, etc.

Compliance with such provisions (timeframes, document content) ensures increased transparency and improved quality of information presented to the public and results in implementing the principles of Corporate Governance of public enterprises.

By going through the legislation on the selection process, mandatory stages (key aspects) have been identified; the duration of completion is estimated in this timetable considering the maximum time allowed for the completion of the stage in question; the postponement of one stage implicitly results in postponing the other subsequent stages which cannot be initiated or completed until the previous one is finished.

a) Regarding the documents necessary to implement the selection and nomination procedure:

- i. BoD Profile is prepared by the Corporate Governance Department of the Ministry of Energy; the profile of the candidate is prepared by the Selection and Nomination Commission (hereinafter referred to as SNC);

- ii. Draft BoD Profile is published on its own website, and the webpage of the public enterprise, and shall be submitted to AMEPIP within 5 days of the approval date of the Initial Component of the Selection Plan;
- b) Regarding proper course of action in the selection procedure:
- i. the Selection and Nomination Committee shall prepare the Integral Component of the Selection Plan within 10 days of its establishment;
  - ii. the Initial Component of the Selection Plan shall be published on the websites of the Ministry of Energy, and ROMGAZ S.A. ;
  - iii. the Integral Component of the Selection Plan is to be approved by GMS Resolution;
  - iv. deadlines: deadlines shall be set for each stage of the selection procedure. Deadlines shall be set and included in the Integral Selection Plan;
  - v. confidentiality elements: these are key aspects of the selection procedure, which shall be specified and integrated into the Selection Plan, including how they will be dealt with. The Ministry of Energy, through the Selection and Nomination Commission, defines such aspects by the time the final version of the Selection Plan is determined.
- c) Regarding selection of candidates:
- i. ensuring an optimal mix of the categories of competences, traits, prohibitions and conditions required for the selection and nomination of BoD members: key element in shortlisting and submitting proposals for the appointment of BoD members;
  - ii. Candidate profile consists of two components:
    - a. description of its role, derived from the Contextual Requirements of the Public Enterprise and the Letter of Expectations;
    - b. description of the selection criteria.
  - iii. BoD profile differentiates between mandatory and optional competency-based selection criteria, which have been identified following the analysis of contextual requirements. Mandatory selection criteria are competencies and traits that have to be fulfilled by all candidates, while optional selection criteria are competencies and traits that may be fulfilled by several BoD members but not necessarily by all BoD members;
  - iv. The Selection and Nomination Commission establishes which of the criteria exemplified in Annex no. 1 to G.D. no. 639/2023 are mandatory criteria, and which are optional, depending on the specificity and complexity of the public company's activity, as well as their weight in the short list.

### III. SELECTION PROCEDURE TIMETABLE

The timetable of the selection procedure includes the stages of the recruitment and selection process, deadlines, documents required to be prepared upon completion of stages, as well as the parties involved.

The date of initiating the selection procedure of ROMGAZ S.A. BoD members, a public enterprise subordinated/under the authority of the Ministry of Energy, is the date of adopting the GMS Resolution issued in this regard, and which was submitted to PSA.

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
1	Initiating the selection procedure for BoD members - Article 3, para. (1), item c) of Annex no. 1 to G.D. 639/2023	Date of GMS Resolution adoption	GMS	GMS Resolution

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
2	Notification of the Ministry of Energy on selection procedure initiation -Article 3, para. (1), letter c) of Annex no. 1 to G.D. 639/2023	Immediately upon adoption	GMS/BoD Secretariat	Notification Letter of GMS Resolution
3	AMEPIP notification on initiating the selection procedures -Article 3, para. (3) of Annex no. 1 to G.D. no. 639 /2023	2 business days from GMS Resolution adoption date	PSA	Notification of AMEPIP
4	Appointment, by order of the President of AMEPIP, of two (2) members in the Selection and Nomination Committee, submission to PSA of their data, and information on the selected independent expert -Article 4, para. (1) Annex nr. 1 to G.D. nr 639/2023	3 days from receipt of notification	AMEPIP	-Order of the President of AMEPIP -letter with information on the selected independent expert
5	Set up of the Selection and Nomination Committee - Article 4 <sup>9</sup> , para. (1), (2) and (5) of G.E.O. no. 109/2011 - Article 4, para. (2) and Article 7 of Annex no.1 to G.D. 639/ 2023	2 days from receipt of OPAMEPIP	PSA	Order of the Minister of Energy on establishing the SNC
6	Selection of the Independent Expert by AMEPIP - Article 2, item 28 of G.E.O. No 109/2011 - Article 6 of Annex 1 to G.D. no. 639/2023	in accordance with the provisions of Law no. 98/2016	AMEPIP	Service Contract Independent Expert
7	Preparing and publishing the Draft Initial Component of the Selection Plan - Article 5, para. (1) and 3 of Annex no.1 to G.D. 639/ 2023	10 days from the date of GMS Resolution on initiating the selection procedure	PSA	The Draft Initial Component of the Selection Plan to be published on the websites of PSA, and PC (Public Company)
8	Consultations to finalize the Initial Component of the Selection Plan - Article 5, para. (4) of Annex no.1 to G.D. 639/ 2023	5 days of publication date	Shareholders representing, individually or jointly at least 5% of the share capital	Draft consultation notification
9	Publication of proposals received under the Initial	1 day of proposal receipt date	PSA	Proposals on Draft supplementing/

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
	Component of the Selection Plan - Article 5, para. (5) of Annex no.1 to G.D. 639/2023			amending
10	Approval of the Initial Component of the Selection Plan, including the Letter of Expectations as part of the Initial Component of the Selection Plan. - Article 5, para. (6) of Annex no. 1 to G.D. no. 639 /2023 - Article 4, para. (4) of Annex 1b of GD no. 639/2023	within 15 days of the initiating date of the selection procedure	PSA	Order of the Minister of Energy approving the Initial Component of the Selection Plan, including the Letter of Expectations
11	-Publication of the Initial Component of the Selection Plan on the websites of PSA and Public Company - Article 5, para. (1) of Annex no. 1 to G.D. no. 639 /2023 -Publishing the Letter of Expectations on AMEPIP website - Article 5, para. (1) of Annex no. 1b to G.D. 639 /2023	After the approval of the Initial Component of the Selection Plan	PSA BoD	- publication letter of the Initial Component of the Selection Plan -publication on AMEPIP website of the Letter of Expectations
12	-Preparation of the Draft BoD Profile. Publication of the Draft BoD Profile on the websites of PSA, and the Public Company. -Submission of the Draft BoD Profile to AMEPIP. - Article 12, para. (1) of Annex no. 1 to G.D. no. 639 /2023	5 days of the approval date of the Initial Component of the Selection Plan	PSA	- Draft BoD Profile - Draft BoD Profile publication letter - letter to AMEPIP on informing Draft BoD Profile
13	Consultations to finalize the BoD profile - Article 12, para. (2) of Annex no. 1 to G.D. no. 639 /2023	5 days from publication date	Shareholders representing individually or jointly at least 5% of the share capital	Draft Consultation Announcement
14	Preparing the Integral Component of the Selection Plan, including BoD Profile, Candidate Profile, Interview Plan, deadlines for the stages between the initiation date of the	within 10 days of SNC establishment	SNC	Draft Integral Component of the Selection Plan

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
	selection procedure and the submission date of the of the Final Report, as well as the Initial Component of the Selection Plan - Article 10 para. (1), Article 12 para. (3) and Articles 14 to 16 of Annex no. 1 to G.D. no. 639/2023			
15	Publication of the Draft Integral Component of the Selection Plan on the web pages of PSA, and Public Company - Article 10, para. (2) of Annex no. 1 of G.D. 639 /2023	2 days of item 14	SNC via Secretariat	- Draft Integral Component of the Selection Plan - Letter on publishing the Integral Component of the Selection Plan
16	Consultations to finalize the Integral Component of the Selection Plan - Article 10, para. (3) of Annex no. 1 to G.D. no. 639 /2023	5 days of Draft publication date	Shareholders representing, individually or jointly, at least 5% of the share capital	Draft consultation notification
17	Approval of the Integral Component of the Selection Plan, together with/including the BoD Profile and Candidate Profile - Article 10, para. (4) of Annex no. 1 to G.D. no. 639 /2023	2 days of item 16	GMS/BoD Secretariat	GMS Resolution approving the Integral Component of the Selection Plan
18	Publication of the notice for the selection of BoD members on the websites of PSA, PC and AMEPIP, in at least two widely circulated economic and/or financial publications, on at least one platform or on a human resources recruitment website with high visibility at national level - Article 29, para. (4) and (5) of G.E.O. No. 109/2011 - Article 19, para. (2) and (3) of Annex no. 1 to G.D. no. 639 /2023	-3 days of item 17 - at least 30 days before the deadline for applications	SNC Secretariat and Chairman of the PC's BoD	recruitment and selection notice
19	Submission of applicant files - Article 20, para. (1) of Annex no. 1 to G.D. no. 639 /2023	Up to the deadline specified in the candidate selection notice	candidates	Applicant files

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
20	Transmission to AMEPIP of documents submitted by candidates, in order to verify that the legal requirements for selection and appointment have been met. - Article 4 <sup>5</sup> , para. (3) of G.E.O. No. 109/2011	2 business days of application submission deadline	PSA	Documents submitted by candidates
21	Verification of candidates' documents and forwarding the opinion on compliance to PSA - Article 4 <sup>5</sup> , para. (4) of G.E.O. No. 109/2011	2 business days of item 20	AMEPIP	Opinion on compliance
22	Request of potential further clarifications, in writing, by setting a deadline for reply - Article 20, para. (2) of Annex no. 1 to G.D. no. 639 /2023	if applicable	- SNC candidates	clarification form
23	Incomplete applicant files will be rejected. Rejected candidates are informed in writing of this decision. - Article 20, para. (3) of Annex no. 1 to G.D. no. 639 /2023	No later than 5 business days of adopting the rejection decision	SNC	written notifications
24	Preparing the long list on the basis of complete applicant files submitted in due time, which is confidential - Article 20, para. (4) of Annex no. 1 to G.D. no. 639 /2023	2 business days of item 21	SNC	Long list
25	Analysis of the information comprised in the remaining long-listed applicant files and award of scores in accordance with the evaluation grid for each criterion in the BoD Profile for each candidate. - Article 21, para. (1)-(5) of Annex no. 1 to G.D. no. 639 /2023  Candidates are eliminated from the long list in descending order of the scores obtained under the requirements of the candidate profile, up to a maximum of 5 candidates,	upon completion of the analysis of the information in the applicant files	SNC	Short list

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
	and a minimum of 2 candidates for each BoD member position, thus resulting in the short list.  - Article 21 para. (6), Article 22 para. (1) of Annex no. 1 to G.D. no. 639/2023			
26	Notification of unsuccessful candidates - Article 21, para. (7) of Annex no. 1 to G.D. no. 639 /2023	Upon completion of the short list	SNC	Electronic notification
27	If dissatisfied with the result, candidates can lodge an appeal at the PSA office (if applicable) - Article 29, para. (6) of G.E.O. No. 109/2011	2 business days of notification of the obtained result	candidates	appeals of dissatisfied candidates, if any
28	Settlement of appeals (if any) - Article 29, para. (6) of G.E.O. No. 109/2011	2 business days of appeal registration	PSA	letters on the resolution of appeals, if applicable
29	Appeal against the PSA decision to the competent administrative court (if applicable) - Article 29, para. (6) of G.E.O. No. 109/2011	15 days of notification of PSA decision	candidates	Administrative Court judgment, if applicable
30	Notification of selected candidates, by electronic means, on the inclusion of their applications on the short-list, and on the obligation to submit their Declaration of Intention to PSA within 15 days of the date of notification - Article 22, para. (2) of Annex no. 1 to G.D. no. 639 /2023	within 15 days of notification date	candidates	Declarations of Intention
31	Analysis of the Declarations of Intention and integration of the results of the analysis into the Candidate Profile matrix - Article 22, para. (2) and (3) of Annex no. 1 to G.D. no. 639 /2023	within the deadlines set by SNC	SNC	-Declaration of Intent analysis form -candidate profile matrix
32	Organization and conduct of interviews of short-listed candidates, integration of results	within the deadlines set by SNC	SNC	Interview plan



Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
	- Article 22, para. (4) and (5) of Annex no. 1 to G.D. no. 639 /2023			
33	Preparing the ranking of short-listed candidates and the Final Report of the procedure, representing the completion of the selection procedure - Article 22, para. (4) and (6) of Annex no. 1 to G.D. no. 639 /2023	after completion of the interviews, within the deadlines set by SNC	SNC	- candidate ranking - Final report
34	Approval of the Final Report by the Head of PSA to mandate the representatives to the GMS, for the proposal of BoD members - Article 22, para. (7) a) and c) of Annex no. 1 to G.D. no. 639 /2023	within the deadlines set by the SNC	SNC	communication of the Final Report for approval by the Head of PSA
35	Submission of the Final Report to AMEPIP for issuance of the opinion on compliance - Article 4 <sup>4</sup> , para. (5) item c (viii) of G.E.O. No. 109/2011	within 3 business days of selection procedure completion	PSA	Submission letter of Final Report
36	AMEPIP issues an opinion on compliance to approve or cancel the procedure, ordering remedial measures and/or sanctions by decision of the President - Article 4 <sup>4</sup> , para. (5) item c (viii) of G.E.O. No. 109/2011 -Article 27 of Annex no. 1 to G.D. no. 639 /2023	within 10 days of receiving the Final Report	AMEPIP	AMEPIP opinion on compliance; or President's decision with remedies
37	Publication of the Final Report, in compliance with GDPR rules, on the PSA, PC and AMEPIP websites - Article 22, para. (8) of Annex no. 1 to G.D. no. 639 /2023	after AMEPIP issuance of the opinion on compliance	PSA, BoD Chairperson, AMEPIP	Notification on final report publishing
38	Convening the GMS of the public enterprise by PSA to appoint BoD members - Article 22, para. (9) and (11) of Annex no. 1 to G.D. no. 639 /2023	no later than 10 days of the Final Report notification	PSA	Convening the GMS under Law no. 31/1990, republished, as subsequently amended and supplemented

Item No.	Selection Procedure Stage	Deadline	Responsible	Resulting Document/Performed Action
39	Appointment of BoD members - Article 29, para. (1) of G.E.O. No. 109/2011	in accordance with the legal provisions	GMS	GMS Resolution

The planned deadlines according to the timetable of the selection procedure may be postponed in case of appeals according to Article 29, para. (6) of O.U.G. no 109/2011.

If in the described stages there is no applicant file to meet the minimum requirements set out in G.E.O. no. 109/2011, as subsequently amended and supplemented, then the procedure shall be resumed either from the stage of publishing the selection notice, either from the beginning, by redefining the BoD Profile, in order to broaden the candidate pool.

#### IV. RESPONSIBLE PARTIES AND THEIR ROLES

This section sets out the main activities that the parties involved in the selection and nomination process shall perform to ensure a good management of such.

In accordance with the provisions of G.E.O. no. 109/2011, as subsequently amended and supplemented, the responsible parties in the selection and nomination procedure are the following:

- A. General Meeting of Shareholders ROMGAZ S.A.;
- B. Public Supervisory Authority - Ministry of Energy;
- C. Selection and Nomination Committee (SNC);
- D. Independent Expert (within SNC);
- E. AMEPIP.

A. The General Meeting of Shareholders of ROMGAZ S.A. fulfills in the selection and nomination procedure of BoD members, in compliance with law, the following main duties, but not limited to:

- a. decides on initiating the selection procedure of BoD members, vacant positions;
- b. approves the Integral Component, together with the related documents;
- c. appoints the BoD members;
- d. approves key performance indicators for BoD members, following negotiation of such with PSA;
- e. exercises any other duties stipulated by the provisions of G.E.O. no. 109/2011 and the provisions of G.D. no. 639/2023.

B. The Ministry of Energy performs in the selection procedure of BoD members, in compliance with the relevant legal provisions the following main duties, but not limited to:

- a. sets long-term objectives, covering a period of at least four (4) years, and includes such in the Letter of Expectations to be published on its own website, and submits the relevant documentation to AMEPIP within the deadlines set out in this document and the legislation in force;
- b. notifies AMEPIP on the need to initiate the selection and appointment procedure of BoD members, as well as their removal from office;
- c. organizes the selection procedure, selection and nomination of candidates for the positions of ROMGAZ S.A. BoD members;

- d. prepares and approves the Regulation on the organization and functioning of the Selection and Nomination Committee, in accordance with the Framework Regulation on the organization and functioning of the Selection and Nomination Committees, approved by AMEPIP;
- e. prepares the Initial Component of the Selection Plan, including the Letter of Expectations;
- f. approves the Initial Component of the Selection Plan, including the Letter of Expectations, as an integral part of the Initial Component and publishes it on its own website to inform interested persons, as well as on the websites of ROMGAZ S.A. and AMEPIP;
- g. sets up the Selection and Nomination Committee;
- h. elaborates and publishes the Draft BoD Profile on the websites of PSA, and the public enterprise, and submits such to AMEPIP;
- i. submit reports to AMEPIP within 3 days of procedure completion;
- j. formulates proposals for the appointment of BoD members, from a short list, for each position of ROMGAZ S.A. BoD member, based on the selection criteria publicly communicated by announcement, in order of ranking of candidates for the respective position;
- k. negotiates the key performance indicators of the BoD members, submits such to AMEPIP for endorsement in terms of compliance with the minimum level, and takes steps for submitting such for approval by the GMS;
- l. concludes the contracts of mandate with the BoD members of the public enterprise through GMS and submits such to AMEPIP;
- m. prepares and publishes the list of ROMGAZ S.A. BoD members and directors in office and communicates such to AMEPIP;
- n. applies the integrity criteria for ROMGAZ S.A. BoD members and directors;
- o. fulfills any other duties established by G.E.O. no. 109/2011, G.D. no. 639/2023, by special laws and by the relevant legislation in force.

C. The Selection and Nomination Commission (SNC) is established by Order of the Minister of Energy, in accordance with the provisions of Article 4<sup>9</sup> of G.E.O. no. 109/2011 and Annex no. 1 to G.D. no. 639/2023.

At the level of the Ministry of Energy, the Selection and Nomination Commission shall be established by order of the Minister of Energy, within 5 days at the latest from the deadline stipulated in Articles 3-4 of Annex no. 1 of GD no. 639/2023, with the following structure:

- two (2) full members and two (2) alternates appointed by order of the Minister of Energy;
- two (2) full members and two (2) alternates appointed by AMEPIP by order of the President;
- one (1) independent expert selected by AMEPIP.

The SNC chairman is appointed from among the representatives of the Ministry of Energy by Order of the head of the PSA.

PSA provides the secretariat of SNC. The Secretary of SNC is not a member of SNC but is appointed by order of the Head of PSA and has no voting rights.

The Minister of Energy has approved Order no. 1359/18.09.2024. The Regulation on the organization and functioning of the Committees for the selection and nomination of candidates for the positions of members of the Boards of Directors/Supervisory Boards of the public enterprises under the subordination/under the authority of the Ministry of Energy, establishing the organization and functioning of SNC established at PSA level.

The Selection and Nomination Committee fulfills the main duties set out in Article 4<sup>9</sup>, para. (5) of G.E.O. No. 109/2011, detailed in the Regulation on the organization and functioning of the Selection and Nomination Commissions, approved by PSA.

The main duties of SNC are:

- a) carries out the selection procedure of BoD members, ensuring compliance and transparency of such;
- b) evaluates the candidates, prepares and informs PSA on the shortlist of candidates and their ranking;

c) notifies AMEPIP in the event of any deviations from the legal provisions relating to the conduct of the selection procedure, with a view of imposing sanctions and remedial measures.

The main SNC activities are the following:

a) elaborates the Integral Component of the Selection Plan within 10 days of establishment, for nomination proposals for the BoD member positions, within the deadlines set by G.E.O. no. 109/2011 and G.D. no. 639/2023, and forwards such to the Ministry of Energy and ROMGAZ S.A. for publication on their webpages.

b) develops the Candidate Profile for the positions of member of the Board of Directors, based on the contextual requirements of ROMGAZ S.A. and the Letter of Expectations;

c) determines the mandatory and optional criteria, as exemplified in Annex no. 1 to GD no. 639/2023, depending on the specificity and complexity of the public company's activity, the requirements of the Letter of Expectations, as well as on their weight in the short list;

d) sets out the eligibility conditions for candidates to participate in the selection procedure for BoD member position and the content of the application file for each position of Board member;

e) forwards to AMEPIP the documents submitted by candidates, to verify compliance of legal requirements for selection and appointment;

f) after the deadline for the submission of applicant files, the Selection and Nomination Committee will open and analyze the content of the files submitted by candidates;

g) decides on the rejection of incomplete applicant files and inform the rejected candidates in writing of such decision within a maximum of 5 business days from the date of the rejection decision;

h) performs the activities underlying preparation of the long-list and checks the information in the applicant files;

i) analyzes the information in the applicant files remaining on the long-list and allocates scores in accordance with the evaluation grid for each criterion in the BoD profile for each candidate;

j) request in writing, if necessary, candidates to submit further clarifications, by establishing a deadline for reply;

k) establishes the short list of candidates;

l) informs, by electronic means, the selected candidates about the inclusion of their application on the short-list and the obligation to submit to the Ministry of Energy the Declarations of Intent within 15 days from the notification date;

m) sets out the scoring method, the documents related to the Declarations of Intent, the Interview Plan and the statements to be filled in by the candidates;

n) analyzes the Declarations of Intent and integrates the results of the analysis into the evaluation of candidates;

o) prepares the Interview Plan and organizes the interviews of short-listed candidates;

p) after completion of interviews, SNC establishes the ranking of the short-listed candidates and prepares the Final Report to be submitted to AMEPIP for issuance of the opinion on conformity and, subsequently, to the head of PSA in view of mandating the state representatives in the GMS, for the proposal of BoD members;

q) notifies AMEPIP in the event of any deviation from the legal provisions concerning the selection procedure, with a view imposing sanctions and/or remedial measures;

r) in case of non-compliance with the legal provisions regarding the selection of the candidate, the committee or, in case of disagreement between committee members, any member of the Selection and Nomination Committee, shall notify AMEPIP, the provisions of Article 4<sup>4</sup>, para. (5), item c), point (vii) of G.E.O. No 109/2011 shall apply accordingly;

s) informs AMEPIP on the progress of the selection procedure, in accordance with its timetable, while complying with the confidentiality of information on candidates, application files, long-list or other confidential information;

t) performs any other activities in accordance with the duties set out in the administrative act of establishment and those provided for by G.E.O. no. 109/2011 and G.D. no. 639/2023.

The Selection and Nomination Commission prepares the Integral Component of the Selection Plan within 10 days of establishment and submits such to the Ministry of Energy and ROMGAZ S.A. for publication on their webpages.

D. The Independent Expert shall meet the conditions set out in Article 2, item 28 of G.E.O. no. 109/2011: "independent expert-natural or legal person, specialized and authorized under the law to work in the field of human resources, selected by AMEPIP for the central public supervisory authorities or by the public supervisory authority in the case of public enterprises of local interest, in accordance with the provisions of Law no. 98/2016 on public procurement, as subsequently amended and supplemented, having a relevant portfolio of clients for the selection of BoD members/directors of public or private enterprises, demonstrating that it has provided recruitment services that resulted in filling the relevant positions".

Minimum responsibilities and duties of the Independent Expert within SNC:

- advising SNC on the most effective implementation methods of the mandatory provisions of G.E.O. no. 109/2011 and G.D. no. 639/2023 regarding the procedure for the selection of BoD members;
- drafting the selection notice for BoD members in collaboration with the members of SNC;
- amending/completing the documents related to the Integral Component of the Selection Plan, in consultation with the members of SNC designated at PSA level, in accordance with the proposals accepted by the members of the committee. The Selection Plan shall contain, but not limited to, the elements set out in Annex no. 1 to G.D. no. 639/2023;
- implementation of the Selection Plan together with the members of SNC, identification and selection of candidates, establishing the content of the applicant file.

E. AMEPIP has the following main competences and responsibilities:

Regarding the selection and nomination procedure of ROMGAZ S.A. BoD members, AMEPIP has the ultimate responsibility to ensure a transparent and competitive selection procedure, and in this respect, it fulfills the following duties:

- (i) participates in the selection and nomination procedure of BoD members through its representatives appointed in the Selection and Nomination Committee;
- (ii) verifies compliance with the procedures for the selection and nomination of ROMGAZ S.A. BoD members;
- (iii) approves, by order of the President, the Framework Regulation on the organization and functioning of the selection and nomination committees, in compliance with the methodology set out in Article 4<sup>6</sup>, para. (2) of GEO No. 109/2011;
- (iv) designates, by order of AMEPIP President, two (2) members in the Selection and Nomination Committee, and submits to PSA such members' data, as well as the information on the selected independent expert;
- (v) checks the candidates' documents and forwards the opinion on conformity to PSA;
- (vi) approves, by way of exception, the extension of the provisional mandates of the BoD members under the conditions set out in Article 291, para. (3) of G.E.O. no 109/2011;
- (vii) receives the final report of SNC within three (3) business days of completion of the selection and nomination procedures of the BoD members. Within 10 days of the receiving date of the report, AMEPIP shall issue an opinion on conformity approving or canceling the procedure, ordering remedial measures to be regulated by the methodological rules for the application of the provisions of this Emergency Ordinance and/or sanctions in accordance with the provisions of this Emergency Ordinance;
- (viii) approves, from the point of view of compliance with the minimum level, the key performance indicators of the BoD members, which subsequently will be included in the annexes to the Contracts of Mandate.

## V. RISKS IDENTIFIED

In the selection and nomination process, several real risks may be identified, potentially arising from the contextual requirements of the specific set of conditions and circumstances to be considered. Such contextual requirements are determined by the particularities of ROMGAZ S.A. and the environment in which it operates, the economic and financial situation, the legislative context, and the strategic position of the public enterprise as of the time of initiating the selection procedure.

Several potential risks have been identified based on those factors:

Identified Risk	Impact	Probability of occurrence	Comments
Time pressure/ failure to meet legislative deadlines	moderate	average	- allocating time reserves for each activity and for each stage of the procedure; - early preparation of documents; - setting tasks for each SNC member.
Delays in the selection procedure	moderate	average	- strict compliance with the planned stages of the selection procedure; - all SNC members shall fulfill their established tasks in a prompt manner.
Small number of candidates applying	moderate	average	- appropriate advertising, adding new channels to convey the messages of recruitment and selection campaign; - direct head-hunting approach of targets identified by other candidates.
Short-listed/nominated candidates abandon the selection process	high	average	-ensuring an initial flow of applicants large enough to allow a sufficient number of successful candidates to be shortlisted; -keeping the period for the decision to accept a candidate as short as possible; -candidate awareness on the procedure; -clarifying, as far as possible, any questions/issues raised by the candidate in relation to the position.
Challenging the PSA decision before the administrative court (Article 29, para. (6) of G.E.O. 109/2011)	high	average	If dissatisfied with the result, candidates can lodge an appeal at the administrative court within 15 days of PSA notification

## VI. DOCUMENTS TO BE SUBMITTED PRIOR TO APPOINTMENT OF BoD MEMBERS

In accordance with Article 11 of Annex no. 1 of G.D. no. 639/2023, the Selection Plan includes personalized documents and forms for each selection procedure.

The provided documents and forms are the following but not limited to:

- the stages of the selection procedure, the timetable, the documents and materials to be checked and elaborated, contact persons for further information and details;
- the selection notices for print and online media;
- the detailed list of documents required for natural and legal persons to apply, depending on the stages of the selection procedure;
- provisions on confidentiality and access to documents, list of confidential items;

- e) list of potential risks and the measures to be taken to mitigate such risks, ensuring that shareholders' rights are complied with, and the interests of the public undertaking are safeguarded;
- f) Letter of Expectations;
- g) Contextual requirements;
- h) BoD profile;
- i) Candidate profile;
- j) Selection criteria;
- k) Score awarding method;
- l) documents relating to the Declaration of Intent;
- m) Interview plan;
- n) Draft Contract of Mandate;
- o) Statements to be filled in by candidates;
- p) Applicant files

Candidates will be required to complete the applicant file with the documents requested in the selection notice, and other documents to be determined by the Independent Expert at the time of the selection notice.

#### ELEMENTS OF CONFIDENTIALITY

All applicant files shall be treated in strict confidence by all parties involved in the selection and nomination procedure. Data privacy also means that such information shall not be used for personal gain.

Information on the identity of candidates shall be treated with the highest degree of confidentiality, and access to such information shall be limited to those involved in the decision-making process.

List of confidential items:

- candidates' identity, personal data and applicant files;
- information on candidates' private, professional, or public life.

#### ELEMENTS ONLY ACCESSIBLE TO THE SELECTION AND NOMINATION PANEL

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

- all scores obtained during the interim evaluations/clarifications, and integrated into the matrix;
- the results of the interviews and the items, details, examples and all data provided by the candidates during the interviews, except for confidential data;
- the long list of qualified candidates and the short list of qualified candidates for the next stage of selection.

#### DISCLOSABLE ITEMS

List of items that may be disclosed to the public:

- Initial Component of the Selection Plan, including the Letter of Expectations
- BoD profile
- Candidate profile
- Recruitment and selection notice
- Selection and evaluation criteria

- Interview plan
- Declarations forms
- Integral Component of the Selection Plan.

The final report shall be published on the websites of the Ministry of Energy, ROMGAZ S.A., and AMEPIP, in compliance with the provisions of *Regulation (EU) 2016/ 679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data*.

#### **FUTURE ACTIONS TO FINALIZE THE SELECTION PLAN**

To finalize the Selection Plan, the Selection and Nomination Commission shall perform the activities necessary to comply with the provisions of G.E.O. no. 109/2011 and G.D. no. 639/2023.

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

- a) Candidate profile for BoD member;
- b) Candidate profile matrix;
- c) Selection notices for the print and online media;
- d) Detailed list of documents required for natural and legal persons to apply;
- e) Declaration forms to be completed by candidates;
- f) Documents relating to the Declaration of Intent;
- g) Interview plan;
- h) List of confidential items and disclosable information;
- i) List of items for checking short-listed candidates.

The Selection and Nomination Committee shall complete/amend/update/finalize to a definitive version the Selection Plan with other elements/documents related to the selection procedure that may arise between the initiation date of the procedure and the date of SNC Final Report publication.