

(LOGO)

**Ministry of Economy
Department for Privatization and State Ownership Administration (D.P.A.P.S)**

(stamp: S.N.T.G.N. TRANSGAZ S.A., input 46842, day 5 , month 10, year 2017)

(stamp: Department for Privatization and State Ownership Administration , Output no. 4894, Day 3, Month 10, Year 2017)

To

**S.N.T.G.N. TRANSGAZ S.A, Medias,
To Mr. Ion STERIAN, Director - General**

To the attention of the Board of Administration

Considering the agenda of the Ordinary General Meeting of the Shareholders of S.N.T.G.N. TRANSGAZ S.A. for 23 / 24.10.2017, according to the Convening communicated to D.P.AP.S. under Letter no. 43694 / 19.09.2017 registered under no. 4687 / 19.09.2017;

Considering that under the provisions of Article 1171 of Companies Law no. 31/1990, republished, as subsequently amended and supplemented, corroborated with the provisions of Article 92 of Law no. 24/2017 on the issuers of financial instruments and market operations, through Letter no. 4894 / 29.09.2017, D.P.A.P.S. requested the extension of the agenda with two items, namely the *approval of the profile of the Board of Administration of S.N.T.G.N. Transgaz S.A.* and the *approval of the profile of the candidates for the selection of 2 members of the Board of Administration of S.N.T.G.N. Transgaz S.A.*

In addition, we will communicate the materials needed to support the items on the agenda, namely:

1. The profile of the Board of Administration of SNTGN Transgaz SA;
2. The profile of the candidate for the position of administrator A1 - administrator specialized in the implementation of the major investment projects, member of the Board of Administration of SNTGN Transgaz SA;
3. The profile of the candidate for the position of administrator A2 – administrator specialized in national and international institutional cooperation, member of the Board of Administration of SNTGN Transgaz SA.

Yours sincerely,

Chairman
Victor Vlad CAZAN
Official stamp applied
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**PROFILE OF THE BOARD OF ADMINISTRATION
OF S.N.TG.N. TRANSGAZ S.A.**

I. ORGANIZATIONAL CONTEXT

1. Analysis of contextual requirements

S.N.T.G.N Transgaz S.A. aims at fulfilling the national strategy established for the transmission, international transit, dispatching of natural gas and research and design in the field of natural gas transmission by performing, in compliance with the Romanian laws, trade documents corresponding to the activity approved by the Articles of Incorporation.

SNTGN Transgaz SA is the technical operator of the national transmission system and is responsible for its operation in conditions of quality, safety, economic efficiency and environmental protection.

Transzgaz's vision

In the near future, TRANSGAZ will be a gas transmission operator on the international natural gas market with a developed and rehabilitated national transmission system with an efficient management system in line with international standards. `

Elements of the vision:

- Transgaz, a company that consistently aligns to modern management systems.
- Transgaz, a provider of natural gas transmission services in full safety and competitiveness conditions.
- Transgaz, a company continuously committed to completing and improving the legal framework.
- Transgaz, a company responsible for the community in which it operates.

Transgaz`s Mission:

- Implementing the participatory management in all areas of action of Transgaz.
- Harmonizing specific regulations with EU gas legislation.
- Elaboration of a draft of normative acts and lobbying actions for its support.
- Rehabilitation, modernization and development of NTS in terms of the main directions of consumption.
- Interconnection of NTS with neighbouring transmission systems.

Energy Strategy of Romania

In the Energy Strategy of Romania, strategy the axes of which determine the development strategy of SNTGN Transgaz, the following strategic objectives are specified:

- Increasing energy security by providing the necessary energy resources and limiting the import energy resources;
- Diversification of import sources, energy resources and transport routes;
- Increasing the adequacy of national transport networks for electricity, natural gas and oil;
- Critical Infrastructure Protection;
- Increasing energy efficiency;
- Supporting research and development activities and disseminating research results;

- Reducing the negative impact on the environment;
- Developing competitive markets;

Strategic Objectives of SNTGN Transgaz

Energy safety

- Ensuring transmission capacities in order to meet the consumption requirements of the national economy:
 - o Reconsideration and rehabilitation of NTS;
 - o Development and modernization of NTS;
- Development of natural gas transit - realization on the territory of Romania of transit capacities integrated in the gas transport corridor from the Caspian Sea region to the west of Europe;
- Interconnection of NTS with natural gas transmission systems in neighbouring countries, based on intergovernmental agreements / conventions;
- SCADA implementation;
- Implementation of network code provisions.

Sustainable Development

- Modernization of natural gas odorization systems;
- Reducing the impact of technological processes on the environment;
- Reducing technological consumption;
- Scientific research and projects in the field of natural gas transport.
- Implementing social responsibility programs in order to increase the degree of social cohesion.

Competitiveness

- Upgrading the NTS to ensure compatibility of its operation with European transmission systems in order to integrate into the single European market;
- Increasing the flexibility in the operation of the NTS in line with the evolution of the gas market;
- Increasing energy efficiency by recovering the detente potential of natural gas and the energy contained in the burned gases;
- Increasing economic efficiency under the conditions of operating a balanced and competitive transmission system;
- Diversification and consolidation, within the framework established at European level, of the cooperation relations with the transit countries of natural gas;
- Establishment of protection and safety areas for the NTS pipelines.

In order that the company's mission and vision to be met and the company to be able to achieve its strategic objectives, it is essential that the top management of the company adopts those policies that will lead to the achievement of the established strategic objectives. The Policy Statement of SNTGN Transgaz specifies that for Transgaz the achievement of a sustainable success in a complex, demanding and ever changing environment is a challenge the company can only cope with through a continuous improvement of the Integrated Management System Quality-Environment-Occupational Health and Safety, which has the following guidelines:

- Allocating the resources needed to continuously improve this system;

- Awareness of the entire social body of the company regarding the strategic importance of the process of continuous improvement;
- Continuous increase of performance.

This strategic framework determines a current context of the company marked by:

- The need for continuous growth of organizational performance;
- Refining the organizational structure elements and regulations;
- The need to align with operational and international performance standards;
- The need to increase managerial performance;
- The need to raise awareness among all employees of the company, the importance of involving each of them in the process of continuous improvement and in the continuous growth of performance.

These contextual requirements directly determine the requirements regarding the SNTGN Transgaz's Board of Administration. On the basis of these contextual imperatives, the requirements, the criteria of competence, the features and the prescriptive and proscriptive criteria that must be observed by the candidates among whom the new administrators of the company will be elected are established.

2. Legal regulations and good practices in the structuring of the Board of Administration of SNTGN Transgaz SA

The structure of the Board of Administration of SNTGN Transgaz SA is established on the basis of Law 31/1990, Government Emergency Ordinance no.109 / 2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law no. 111/2016 and Government Decision no. 722/2016.

Thus, the new Board of Administration of SNTGN Transgaz SA will be composed of 5 members, of which 1 executive administrator and 4 non-executive administrators.

The areas of expertise covered by these administrators are:

A1	AN	Management of large investment projects
A2	AN	National and international institutional cooperation
A3	AN	International management, financial investment management
A4	AN	Business economy
A5	AE	Management of natural gas transmission systems

AE - executive administrator

AN - non-executive administrator

Type of administration: unitary

Committees working within the Board of Administration:

- Nomination and Remuneration Committee
- Audit Committee

Within the Board of Administration there may be no more than two civil servant members or other categories of staff within the public authority or other public authorities or institutions.

The majority of the members of the Board of Administration are non-executive and independent administrators within the meaning of Article 138A2 of Law no. 31/1990, republished, as subsequently amended and supplemented.

A natural person may at the same time exercise at most 3 mandates of administrator and / or member of the supervisory board in companies or public undertakings the registered office of which is located in Romania. This provision applies equally to the administrator natural person or member of the supervisory board as well as to the natural person representing an administrator legal person.

The Board of Administration will be constituted enabling a diversification of competencies.

The members of the Board of Administration have experience in improving the performance of the companies or autonomous administrations they managed or led.

The mandate of the administrators is established by the Articles of Incorporation and cannot exceed 4 years. The mandate of the administrators who duly fulfilled their duties may be renewed following an evaluation process, unless otherwise provided in the Articles of Incorporation. The mandate of the administrators appointed following the termination in any form of the mandate of the initial administrators coincides with the remaining term of the mandate of the administrators who was replaced.

The role and responsibilities of the Board of Administration

Main responsibilities of the Board of Administration:

- a) Develops and adopts the Management Plan
- b) Draws up and adopts the Regulation for Organization and Operation of the Board of Administration
- c) Approves the mandate contracts of the company's executive administrators:
- d) Approves the Company's Management Plan;
- e) Approves salary scales;
- f) Draws up and approves the Internal Rules of Procedure, which establishes the rights and responsibilities of the company's personnel;
- g) Establishes and maintains insurance policies regarding the company's personnel and assets;
- h) Promotes studies and proposes tariffs for service provision to competent authorities
- i) Approves the maximum amount of bank loans or from other sources of funding necessary to fulfil the purpose of the company;
- j) Approves the composition of the Commission for negotiation of the Collective Labour Agreement;
- k) approves the collective labour agreement;
- l) Approves the nomination of jobs with special conditions;
- m) Approves the introduction of new technologies and modernization of existing ones;
- n) Approves rules, norms, technical and economic regulations used in the conduct of the company's activity;
- o) Approves the establishment of a guarantee of the assets of the company up to the ½ of the value of the assets of the company;
- p) Determines, under the law, the depreciation regime of tangible and intangible assets;
- q) Approves tariffs for benefits and services provided by the company
- r) Approves or submits for approval the investments to be made by the company according to the law;
- s) Approves the sale or lease of assets under the law;

t) Proposes to analyze the association of the company according to the law;

u) Exercises any other powers conferred by special legal provisions and provided in its own operating regulations.

The Board of Administration has the following core competencies, which cannot be delegated to directors:

a. Develops the concept and strategy of the development of the company;

b. Delegates the leadership to one or more directors, appointing one of them as director - general; Director - the person to whom management duties were delegated by the Board of Administration, irrespective of the technical name of the position occupied within the company;

c. Appoints the directors of the company upon the recommendation of the nomination committee;

d. Revokes the directors of the company;

e. Sets the remuneration of directors;

f. Concludes mandate contracts with company's directors;

g. Approves the Management Plan developed by the Company's directors; .

h. Evaluates the activity of directors. The evaluation will cover both the execution of the mandate contract and of the management plan.

3. Profile of the Board of Administration of SNTGN Transgaz SA

When determining the profile of the members of the Board of Administration the contextual requirements presented above and, on the other hand, the provisions of the corporate governance legislation in force must be considered, and also the provisions of Law 31/1990, as subsequently amended and supplemented, and of GEO 109/2011, as subsequently amended and supplemented by Law 111/2016 and GD 722 / 2016. According to Article 1 paragraph 18 of Annex 11a GD 722/2016, the composition of the Board of Administrators' profile addresses the process of identifying the capacities, features and requirements that the Board of Administration should have on a collective basis, taking into account the organizational context, the mission, the expectations expressed in the expectation letter and the existing or to be developed organizational strategy elements. The profile also contains the Board's matrix, which gives an expression of these skills that the Board must possess on a collective basis, through a set of skills, abilities, other eliminatory conditions that must be met individually and collectively by the members of the Board.

As part of the selection plan, the personalized profile of the Board of Administration takes into consideration the following aspects: (Article 19 of Annex 1 to GD 722/2016):

a) knowledge, skills, behaviours and experience necessary for the proper performance of the Administrator's mandate;

b) the responsibilities of the position for the development of the medium to long term vision;

c) the ability to assume responsibility for the entire Board, integrity and independence;

d) the necessary knowledge, skills and experience in constructive critique, teamwork, communication, financial culture, decision making and the detection of patterns for contribution to the work of the Board as a whole.

The whole process of recruiting and selecting new administrators is calibrated based on the provisions of the Personalized Profile of the Board of Administration.

The requirements, the professional competence criteria and the features that the new administrators must meet are:

- prescriptive and proscriptive requirements
- competences (competences are the cumulative knowledge, skills or abilities and behaviours or professional attitudes)
- features

Requirements (common to the five positions of administrator)

- a) they have Romanian citizenship or citizenship of other EU or non-EU Member States, provided they are domiciled in Romania;
- b) use Romanian at least at a C1 level;
- c) use an international language (English, French, German) at least at a B2 level;
- d) are medically fit, have full exercise capacity;
- e) are graduate (s) of a long-term higher education program; and / or of other specialized studies in the field of the position competence (post-graduate, master, doctorate, postdoctoral);
- f) Have at least 10 years of professional experience and at least 5 years of senior management experience accumulated in public or private companies with at least 500 employees and with a turnover exceeding 5 million. Euro or equivalent; the previous experience in the field of natural gas transportation is an advantage;
- g) they are not in a conflict of interest which would make them incompatible with the exercise of the position of administrator in the Board of Administration of TRANSGAZ S.A. Mediaș;
- h) were not dismissed or revoked from a position within a public institutions or enterprises with majority state capital or their individual employment contract has not terminated for disciplinary reasons in the last 12 months;
- i) they have not been finally convicted by a court order for the commission of an offense against humanity, against the state or against the authority, corruption and service crimes, frauds against justice, forgery, of offenses against the patrimony, of the offenses provided by Law no. 656/2002 on the prevention and sanctioning of money laundering, as well as for the establishment of measures for preventing and combating the financing of terrorism, as subsequently amended and supplemented, or of the offenses provided by Law no. 85/2014 on the procedures with intent that would make them incompatible with the exercise of office, or any other criminal record;
- j) they did not make a political police, as defined by law;
- k) they meet the requirements of the corresponding legislation regarding the quality of administrator;

l) they shall not exercise at the same time more than three mandates of member of a Board of Administration / Supervisory Board in companies or public undertakings according to Article 33 of GEO 109/2011 updated by Law no. 111/2016 - declaration on own responsibility;

m) the representatives appointed as legal entities in CA Transgaz must meet the same conditions as natural persons:

n) the representatives appointed as a legal person must have a contract with the Company to which they are employed, concluded at least three months prior to their appointment in the Board of Administration of Transgaz:

o) if the contractual relationship between the company and its representative ceases, the mandate contract between Transgaz and the legal entity will automatically cease.

Competences

C1	Competences specific to energy sector	
C1.1	The ability to identify and exceed the constraints specific to the transportation of natural gas	
<u>Clarification</u>		<u>Indicators</u>
<u>Clarification</u> The ability to properly understand and integrate market mechanisms that have an impact on the company and to actively identify the constraints it confronts with and to implement optimum means to overpass such constraints.		<u>Indicators</u> <ul style="list-style-type: none">- Integrates the specificity of the natural gas transportation- Understands the critical aspects of the value stream management within the natural gas transportation and seeks for solutions to overcome/diminish such aspects
C1.2	The ability to understand, integrate and comply with the environmental requirements specific to the natural gas transportation activity	
<u>Clarification</u> The ability to diminish the negative impact of company's activities over the environment, to federate company's taking of optimum environmental protection measures.		<u>Indicators</u> <ul style="list-style-type: none">- Can identify financing sources- Is aware of the legal provisions in the environmental protection field- Stimulates the organization to introduce and comply with complex standards for environmental protection
C1.3	The ability to understand the necessity and to ease investments that are necessary for the company in order to allow the reach of its strategic objectives	
<u>Clarification</u> The ability to actively contribute to reaching the forecasted adequacy degree of company's infrastructure.		<u>Indicators</u> <ul style="list-style-type: none">- Makes or requests and properly interprets the analysis concerning investments needed- Prioritizes company's investment effort depending on the national and/or international context- Takes the necessary steps for analyzing the feasibility of forecasted investments- Represents the company at national and international level in order to ease the

	approval of vital investments
C1.4	The ability to ease the integration into the company and to use the quality management principles
<u>Clarification</u> The ability to take the necessary steps so that the organization implements and certifies or recertifies a reliable quality management system known and used by the entire organizational structure	<u>Indicators</u> <ul style="list-style-type: none"> - Is aware of and promotes the knowledge of quality standards - Analyzes, brings up to date and optimizes the quality management system - Favorizes and applies permanent improvement instruments - Contributes to the certification or recertification of the quality management system - Acts on the recommendations resulting from the conclusions of the quality audits - Ensures the necessary resources for the QMS's operation
C1.5	Experience in the issue, implementation and review of projects of national and international strategic importance
<u>Clarification</u> Previous exposure (the issue, implementation, review, relaunch) of large projects in the energy resources transportation field.	<u>Indicators</u> <ul style="list-style-type: none"> - Participated to the implementation of certain relevant projects both in the country and abroad - Had an active role in reaching those projects' purpose - Holds a set of good practices for the implementation of such projects - Can establish coherent reference standards for projects' implementation practices.
C1.6	The ability to negotiate items of company's collaboration with national and international partners
<u>Clarification</u> The ability to start and successfully complete negotiations with national and international partners.	<u>Indicators</u> <ul style="list-style-type: none"> - Clearly delimits the stake of the negotiation - Establish the negotiation strategy depending on the power vectors - Are used to rigorously planning the aspects and stages of the negotiation - Have an active role in the negotiation - Calmly manage the negotiation instruments - Pass through all negotiation stages having their purposes in their minds and properly approach the exchange of concessions/compensations - Handle the negotiation techniques.
C2	Professional competencies of strategic/technical importance
C2.1	Project management competencies
<u>Clarification</u> Has the ability to competently participate to the identification of possible projects, to the analysis of identified projects' feasibility, to	<u>Indicators</u> <ul style="list-style-type: none"> - Identifies in an operational manner any possible projects; - Carefully analyzes the feasibility of

<p>preparing approved projects, to the implementation of started projects, to the completion of implemented projects, by properly using modern instruments and project management performances.</p>	<p>potential projects;</p> <ul style="list-style-type: none"> - Identifies financing sources for potential projects; - Drafts and manages performant project teams; - Plans and re-plans projects; - Drafts activities' decomposing structure, project charter, tec. - Actively monitors the implementing of projects, taking correction measures, if necessary.
C2.2	Strategic planning competencies
<p><u>Clarification</u></p> <p>Ability to formulate strategic objectives that lead to the accomplishment of the mission and vision of the organization, as well as to draft action plans allowing the reaching of such strategic objectives.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Understands competition forces that promote strategic choices - Formulates long, average and short term strategic objectives - Forecasts necessary results for reaching such objectives - Forecasts expected results - Drafts optimistic/pessimistic scenario - Cascades strategic objectives into operational objectives
C2.3	Leadership
<p><u>Clarification</u></p> <p>Ability to determine all members of the organization he/she manages to obtain the forecast results by motivation and ability of collaborators to exceed the performance limits, to transform an operational objective in a cause to which accomplishment all collaborators contribute by involvement</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Evaluates the performance of his collaborators and uses the result of the evaluation for his proper rewarding, for making promotion decisions, as well as for determining him to challenge himself. - Often uses the personal example - Has a good ability to persuade - Inspires his collaborators to professionally develop themselves - Protects his team and collaborators in case of organizational conflict - Leads the actions, being the engine of the organization - Is a promoter of the change - Is an example for the integration of organizations' values
C2.4	Organization and reorganization of companies and processes
<p><u>Clarification</u></p> <p>Ability to cover all activities that lead to reaching an objective by means of necessary resources, to allot tasks and responsibilities by complying with the principles of process organization, to evaluate the efficiency of a method of organization, to identify the organizational errors and to render efficient all</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Understands and applies the principles of an efficient organization - Approaches the organization from procedural standpoint - Efficiently communicates the organization decisions - Ensures that all structural organizational

organizational structures by rethinking the organization thereof.		<p>items (organizational charts, process maps, procedures, job descriptions etc.) are harmonized and updated to the most recent organization decisions</p> <ul style="list-style-type: none"> - Formalizes the organizational decisions - Does not mistake the delegation for the assignment of tasks
C2.5	Management through budgets	
<p><u>Clarification</u> Ability to transform a strategic plan into a budget, to consolidate and cascade the budgets, to ensure a compliant budgetary execution.</p>		<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Actively participates to the annual budgeting activity - Experience in budgetary execution - Ability to perform the budgetary control - Experience in establishing the decision limits during the budgetary execution at institutional level.
C2.6	Experience in accessing European funds and in obtaining investments from banking financial institutions	
<p><u>Clarification</u> Succeeded in drawing European financing for large investment projects. Succeeded to obtain syndicalized loans with the purpose of financing large investment projects</p>		<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Can identify alternative financing sources - Is able to collaborate to the issue of a request for financing - Has experience in collecting the necessary information for arguing the need of financing to the crediting bodies
C2.7	Risks' management	
<p><u>Clarification</u> Has the ability to take the necessary steps so that the organization implements a reliable permanent identification of possible risks system and to prevent their occurrence and reduce their impact.</p>		<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Has a systemic approach - Properly understands the possible risks' assessment matrix - Capacitates the organization in order to map the risks - Capacitates the organization in order to create an efficient system for the decrease both of the incidence and of the impact on the identified risks - Capacitates the organization in order to certify the risks' management system
C2.8	Proved ability to obtain financing from European structural funds	
<p><u>Clarification</u> Directly participated to obtaining the European financing for large investment projects to which successful implementation he contributed.</p>		<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Is experienced in implementing the European financing projects - Is experienced in periodically successfully reporting to the implementation body and to the management authority
C3	Corporate governance competencies	
C3.1	Management through objectives	
<p><u>Clarification</u> Ability to establish coherent, motivational, SMART objectives for collaborators and to</p>		<p><u>Indicators</u></p> <ul style="list-style-type: none"> - Understands and uses the SMART objective concept

gather them in a system allowing both the security of company's results and the motivation of involved employees.	<ul style="list-style-type: none"> - Sets in an interactive manner and formalizes objectives for direct collaborators - Properly manages the levels of objectives (strategic, operational, team, individual, performance) - Determines the organization to adopt the management through objectives as unanimous management method - Insists on adopting a flexible remuneration system based upon the analysis of the degree of reaching the objectives - Permanently monitors the progress of collaborators or of subordinated structures towards reaching the objectives - Is experienced in periodical reporting to the implementation body and to the management authority.
C3.2	Management of listed companies
<u>Clarification</u> Ability to identify and take the necessary steps for market capitalization and constant increase of the value of company's shares	<u>Indicators</u> <ul style="list-style-type: none"> - Understands the leverage of the stock market - Has experience in increasing shares' value - Has the ability to make organizational decisions necessary for optimizing company's overall results that, properly communicated, lead to the increase of shares' value - Fastly identifies and actively counteracts stock exchange risks
C3.3	Experience in the relationship with public authorities, regulating and supervisory authorities, with shareholders and stakeholders
<u>Clarification</u> Ability to establish, maintain and develop cordial relationships based on trust and mutual satisfying of interests with representatives of authorities or of regulating bodies.	<u>Indicators</u> <ul style="list-style-type: none"> - Has vast professional knowledge - Is open to starting collaboration relationships that are of mutual interest - Has a positive and open approach, complying with the balanced mutual exchanges principle - Transparently communicates on complex and important themes - Avoids conflicts
C3.4	Social dialogue
<u>Clarification</u> Acts in a coherent manner as concerns the satisfying of social interest of a company, actively participates to social information, consultancy and negotiation activities.	<u>Indicators</u> <ul style="list-style-type: none"> - Permanently evidences and communicates about the social interest which is the common point between company's business interests and employees' interests - Actively participates to social dialogue actions – social information, consultancy, negotiation

		<ul style="list-style-type: none"> - Carefully monitors social alert indicators and suggests coherent measures for disconnection of possible social conflicts - Avoids `syndic leader` behaviors and populist but expensive solutions - Contributes to arguing decisions that have social impact - Stands up for authorizing company's managers to have a positive and fluent social dialogue.
C3.5	Performance monitoring	
	<u>Clarification</u> Ability to permanently access available information sources, to evaluate the current technical, economical or human performance, to compare it to the forecasted one, to inform about any possible spacing and to take the necessary measures for the decrease thereof.	<u>Indicators</u> <ul style="list-style-type: none"> - Identifies and questions different information sources - Establishes sets of key performance indicators whose evolution he observes - Informs authorized structures about the spacing found - Takes measures for correcting the spacing - Determines the entire organization to monitor the performance and reach the established performance objectives - Takes the necessary measures to implement viable and performing information systems - Ensures that all involved hierarchical levels contribute to the removal of performance spacing
C4	Social and personal competencies	
C4.1	Interpersonal communication at job requirements level	
	<u>Clarification</u> Ability to verbally, non-verbally and para-verbally communicate in a correct, fluent and coherent manner, to relate, argue and persuade	<u>Indicators</u> <ul style="list-style-type: none"> - Is able to fluently and coherently express his ideas - Underlines his verbal messages through gestures - Properly uses his voice - Has an attitude compliant with the messages sent - Proves that he actively listens to his interlocutors - Wisely uses the rephrasing - Properly uses the questions technique - Properly composes and uses both logical arguments and emotional pseudo-arguments - Is able to start, maintain and develop relationships based on trust - Properly uses the persuasion process
C4.2	Institutional communication	
	<u>Clarification</u> Drafts and sends on proper channels the official information and documents clearly and exactly	<u>Indicators</u> <ul style="list-style-type: none"> - Drafts compliant and clear documents - Is able to synthesize and present in a proper,

	drafted, within or outside the company, in his relationship with different other entities.	balanced manner, any type of information - Is able to properly choose and use different institutional media channels
C4.3	Representation	
	<u>Clarification</u> Ability to represent the company in different areas that it contacts, to make known the accomplishments and good practices developed within the company, by contributing to a good image of the company and to increasing its notoriety.	<u>Indicators</u> - Refers to the company in a positive manner - Uses all occasions on which he can share to the others company's achievements and good practices - Takes attitude when he finds slanderous information about the company - Contributes with his personal brand to the consolidation of company's brand, both outside the company and in different professional circles and within the company in its relationship with different social dialogue partners
C4.4	Ability to use a foreign language at least at B2 level	
	<u>Clarification</u> Experienced user of a foreign language of international circulation.	<u>Indicators</u> - Is able to fluently read and write - Is able to fluently express his ideas - Can make presentations - Can draft complex documents
C5	National and international experience	
C5.1	National professional experience	
C5.2	Professional experience in large international corporations	
	<u>Clarification</u> Has gathered experience in company management or in the management of key processes of a multi-national similar company	<u>Indicators</u> - Is aware of and can apply good management practices - Is aware of and can use efficient decision-making and problem-solving techniques - Is aware of and can replicate or adapt international standards to the company by using the models of multi-national well-known companies - Is opened to multiculturality
C5.3	Experience and ability to develop cooperation relationships and to negotiate with the representatives of great international corporate structures	
	<u>Clarification</u> Ability to identify new partners, to develop cooperation relationships, to maintain cooperation relationships with the existing partners, by adapting and developing the contractual framework and by permanently identifying new cooperation opportunities.	<u>Indicators</u> - Makes the liaison between the company and its cooperation relationships by understanding the cooperation efforts to be made in order to ease strategic objectives - Permanently identifies new cooperation opportunities, whose feasibility he analyzes and drafts action plans in order to be capitalized - Permanently identifies possible partners - Adapts the contractual framework depending on the nature and status of each

		cooperation relationship
C5.3	Compliance with shareholders' expectations letter	
<u>Clarification</u> Compliance of own vision on his mission within the future BoD with the role and responsibilities given as well as of the personal profile with the administrator's.		<u>Indicators</u> <ul style="list-style-type: none"> - Proves that he is aware of the expectations expressed by shareholders through the expectations letter - Refers to company's strategic framework - Refers to company's economic and social framework - Proves the contribution he has to reaching company's strategic objectives

Features

- T1** Personal and professional reputation
- T2** Independence
- T3** Entrepreneurial spirit
- T4** Vision
- T5** Dynamism
- T6** Team spirit

Prescriptive and proscriptive criteria

- CPP1** RO, EU, non-EU citizenship
- CPP2** Number of simultaneous terms
- CPP3** Completed higher education
- CPP4** Post-graduate studies
- CPP5** Mentions in the criminal record
- CPP6** Medically fit
- CPP7** Total professional experience of at least 10 years cumulated within public or private companies of at least 500 employees and that have a turnover higher than 5 mil. Euro or equivalent
- CPP8** Top management experience of at least 5 years
- CPP9** Previous experience in natural gas field
- CPP10** Not dismissed during the past 12 months
- CPP11** Not under any conflict of interests

The competence criteria and features will be assessed during the recruitment and selection procedure both by the selection commission and by expert's consultancy team members, on the same assessment scale from 1 to 5 as mentioned in the Government Decision no. 722/2016. The clarification of the competence criteria presented above is essential for allowing the increase of the objective assessment by several observers that evaluate the candidates.

PROFILE OF THE CANDIDATE

FOR THE POSITION OF ADMINISTRATOR

**A1 - ADMINISTRATOR SPECIALIZED IN THE IMPLEMENTATION OF LARGE
INVESTMENT PROJECTS,**

MEMBER OF THE BOARD OF ADMINISTRATION OF SNTGN TRANSGAZ SA

1. The role of the position

Upon defining the role of this position as administrator in the Board of Administration of SNTGN Transgaz SA we started from the strategic objectives that the company aims to achieve and the contextual requirements of the company:

Strategic Objectives of SNTGN Transgaz

Energy security

- Ensuring the transmission capacities to meet the consumption requirements of the national economy:
 - Reconsideration and rehabilitation of NTS;
 - Development and modernization of NTS;
- Development of natural gas transit - realization on the territory of Romania of transit capacities integrated in the gas transport corridor of the Caspian Sea towards Western Europe;
- Interconnection of NTS with natural gas transmission systems in neighboring countries, based on intergovernmental agreements / conventions;
- SCADA implementation;
- Implementation of network code provisions.

Sustainable Development

- Modernization of natural gas odour systems;
- Reducing the impact of technological processes on the environment;
- Reducing technological consumption;
- Scientific research and projects in the field of natural gas transport.
- Implementation of social responsibility programs to increase social cohesion.

Competitiveness

- Upgrading the NTS to ensure compatibility of its operation with European transmission systems in order to integrate into the single European market;
- Increasing the flexibility in the operation of the NTS in line with the evolution of the gas market;
- Increasing energy efficiency by recovering the flash potential of natural gas and the energy contained in the flue gases;
- Increasing economic efficiency under the conditions of operating a balanced and competitive transmission system;
- Diversifying and strengthening, within the framework established at European level, of the cooperation relations with gas transit countries;
- Establishment of protection and safety areas for the NTS pipelines.

In order for the mission and vision of the company to be met and for the company to achieve its strategic goals, it is essential that the top management of the company adopt those policies that lead to the

achievement of the established strategic objectives. In the Transgaz Policy Statement it is stated that Transgaz achieving sustainable success in a complex, demanding and ever changing environment is a challenge that the company can only cope with through a continuous improvement of the Integrated Management System Quality-Occupational Environment-Health and Safety, which has the following guidelines:

- Allocating the resources needed to continuously improve this system;
- Awareness of the whole social body of society regarding the strategic importance of the process of continuous improvement;
- Continuously increasing performance.

This strategic framework determines a current context of the society marked by:

- The need for continuous growth of organizational performance;
- Refining elements and regulations of organizational structure;
- Need to align with operational and international performance standards;
- The need to increase managerial performance;
- The need to raise awareness among all employees of the company, the importance of involving each of them in the process of continuous improvement and those of continuous performance growth.

We have also taken into account the areas of professional expertise covered by the other four members of the BoD, namely:

A2	AN	National and International institutional cooperation
A3	AN	International Management, Financial Investment Management
A4	AN	Business Economics
A5	AE	Management of natural gas transmission systems

AE - executive administrator

AN - non-executive administrator

The role and responsibilities of the position of Administrator A1 specialized in the implementation of major investment projects

The role of this position is to provide the Board of Administration with the expertise developed internationally in the implementation of major investment projects in the field of transport, storage and dispatching of natural gas. The main contribution expected from the occupant of this post is to advise on the appropriateness and feasibility of these projects, as well as to transfer the best practice of international investment practice to the company.

2. Requirements, competence criteria and features for occupying this position

Candidates for this position must meet the following requirements, professional competence criteria, prescriptive and proscriptive features and criteria:

Requirements

- a) are holders of Romanian citizenship or citizenship of other EU or non-EU Member States, provided they are domiciled in Romania;
- b) use a level of at least C1 in Romanian language,
- c) use a level of at least B2 in an international language (English, French, German);
- d) are medically fit, have full exercise capacity;
- e) are graduates of a long-term higher education program in the technical field; and / or of other specialized studies in the field of the position (post-graduate, master, doctorate, postdoctoral);
- f) have at least 10 years of professional experience and at least 5 years of senior management experience at top management level, accumulated in public or private companies with at least 500 employees and with a turnover of more than 5 MEUR or equivalent; previous experience in the field of natural gas transportation is considered an advantage;
- g) is not in a conflict of interest that would render them incompatible with the exercise of the position of administrator in the Board of Administration of the National Gas Transport Company TRANSGAZ S.A. Medias;
- h) have not been dismissed or revoked from a position in public institutions or enterprises with majority state capital or have not terminated their individual labor contract for disciplinary reasons in the last 12 months;
- i) have not been convicted by a court order for the commission of an offense against humanity, against the state or against the authority, corruption and service, crimes against justice, forgery, crime against patrimony, crimes provided by Law no. 656/2002 on the prevention and sanctioning of money laundering, as well as for the establishment of measures for preventing and combating the financing of terrorism, with subsequent amendments or completions, or for the violations provided by Law no. 85/2014 regarding intentional proceedings that would make them incompatible with the exercise of the position or any other criminal record;
- j) were not involved in political police, as defined by law;
- k) meet the requirements of the legislation regarding the quality of the administrator;
- l) shall not exercise at the same time more than three terms of office of a Board of Administration / Supervisory Board in public companies or enterprises according to art. 33 of GEO 109/2011 updated by Law no. 111/2016 - declaration on own responsibility;
- m) representatives appointed as legal entities in Transgaz BoD must meet the same conditions as natural persons,
- n) the representatives appointed as legal persons must conclude a contract with the Company in which they are employed, at least three months prior to their appointment to the Board of Administration of Transgaz,
- o) if the contractual relation between the company and its representative ceases, the mandate contract between Transgaz and the legal entity will automatically cease.

Competences

C1	Competences specific to the energy sector
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C1.1	Ability to identify, and overcome, constraints specific to natural gas transport
C1.2	Ability to understand, integrate and comply with the environmental requirements specific to natural gas transport
C1.3	Ability to understand the need and facilitate the realization of the investments necessary for the company to achieve its strategic objectives
C1.4	The ability to facilitate integration into society and the use of quality management principles
C1.5	Experience in developing, implementing and reviewing projects of national and international strategic importance
C1.6	Ability to negotiate elements of collaborating with national and international partners Leadership
C2	Professional competences of strategic/technical importance
C2.1	Project management skills
C2.2.	Strategic planning skills
C2.3	Leadership
C2.4	Organization and reorganization of companies and processes
C2.5	Budget Management

C2.6	Experience in accessing European funds and obtaining funding from Banking Financial Institutions
C2.7	Risk management
C2.8	Proved ability to obtain financing from European structural funds
C3	Corporate governance competencies
C3.1	Management through objectives
C3.2	Management of listed companies
C3.3	Experience in the relationship with public authorities, regulating and supervisory authorities, with shareholders and stakeholders
C3.4	Social dialogue
C3.5	Performance monitoring
C4	Social and personal competencies
C4.1	Interpersonal communication at job requirements level
C4.2	Institutional communication
C4.3	Representation
C4.4	Ability to use a foreign language at least at B2 level
C5	National and international experience
C5.1	National professional experience
C5.2	Professional experience in large international corporations
C5.3	Experience and ability to develop cooperation relationships and to negotiate with the representatives of great international corporate structures
C5.3	Compliance with shareholders' expectations letter
C6	Alignment with the shareholder's expectation letter

Features

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

Prescriptive and proscriptive criteria

CPP1	RO, EU, non-EU citizenship
CPP2	Number of simultaneous terms
CPP3	Completed higher education
CPP4	Post-graduate studies
CPP5	Mentions in the criminal record
CPP6	Medically fit
CPP7	Total professional experience of at least 10 years cumulated within public or private companies of at least 500 employees and that have a turnover higher than

	5 mil. Euro or equivalent
CPP8	Top management experience of at least 5 years
CPP9	Previous experience in natural gas field
CPP10	Not dismissed during the past 12 months
CPP11	Not currently involved in a conflict of interests

PROFILE OF THE CANDIDATE

FOR THE POSITION OF ADMINISTRATOR

**A2 - ADMINISTRATOR SPECIALIZED IN NATIONAL AND INTERNATIONAL
INSTITUTIONAL COOPERATION,**

MEMBER OF THE BOARD OF ADMINISTRATION OF SNTGN TRANSGAZ SA

2. The role of the position

Upon defining the role of this position as administrator in the Board of Administration of SNTGN Transgaz SA we started from the strategic objectives that the company aims to achieve and the contextual requirements of the company:

Strategic Objectives of SNTGN Transgaz

Energy security

- Ensuring the transmission capacities to meet the consumption requirements of the national economy:
 - Reconsideration and rehabilitation of NTS;
 - Development and modernization of NTS;
- Development of natural gas transit - realization on the territory of Romania of transit capacities integrated in the gas transport corridor of the Caspian Sea towards Western Europe;
- Interconnection of NTS with natural gas transmission systems in neighboring countries, based on intergovernmental agreements / conventions;
- SCADA implementation;
- Implementation of network code provisions.

Sustainable Development

- Modernization of natural gas odour systems;
- Reducing the impact of technological processes on the environment;
- Reducing technological consumption;
- Scientific research and projects in the field of natural gas transport.
- Implementation of social responsibility programs to increase social cohesion.

Competitiveness

- Upgrading the NTS to ensure compatibility of its operation with European transmission systems in order to integrate into the single European market;
- Increasing the flexibility in the operation of the NTS in line with the evolution of the gas market;
- Increasing energy efficiency by recovering the flash potential of natural gas and the energy contained in the flue gases;
- Increasing economic efficiency under the conditions of operating a balanced and competitive transmission system;
- Diversifying and strengthening, within the framework established at European level, of the cooperation relations with gas transit countries;

- Establishment of protection and safety areas for the NTS pipelines.

In order for the mission and vision of the company to be met and for the company to achieve its strategic goals, it is essential that the top management of the company adopt those policies that lead to the achievement of the established strategic objectives. In the Transgaz Policy Statement it is stated that Transgaz achieving sustainable success in a complex, demanding and ever changing environment is a challenge that the company can only cope with through a continuous improvement of the Integrated Management System Quality-Occupational Environment-Health and Safety, which has the following guidelines:

- Allocating the resources needed to continuously improve this system;
- Awareness of the whole social body of society regarding the strategic importance of the process of continuous improvement;
- Continuously increasing performance.

This strategic framework determines a current context of the society marked by:

- The need for continuous growth of organizational performance;
- Refining elements and regulations of organizational structure;
- Need to align with operational and international performance standards;
- The need to increase managerial performance;
- The need to raise awareness among all employees of the company, the importance of involving each of them in the process of continuous improvement and those of continuous performance growth.

We have also taken into account the areas of professional expertise covered by the other four members of the BoD, namely:

A1	AN	Implementation of major investment projects
A3	AN	International Management, Financial Investment Management
A4	AN	Business Economics
A5	AE	Management of natural gas transmission systems

AE - executive administrator

AN - non-executive administrator

The role and responsibilities of the position of Administrator A1 specialized in the implementation of major investment projects

The role of this position is to develop the partner network of SNTHN Transgaz SA by initiating, maintaining and developing institutional and organizational cooperation networks.

2. Requirements, competence criteria and features for occupying this position

Candidates for this position must meet the following requirements, professional competence criteria, prescriptive and proscriptive features and criteria:

Requirements

- a) are holders of Romanian citizenship or citizenship of other EU or non-EU Member States, provided they are domiciled in Romania;
- b) use a level of at least C1 in Romanian language,
- c) use a level of at least B2 in an international language (English, French, German);
- d) are medically fit, have full exercise capacity;
- e) are graduates of a long-term higher education program in the technical field; and / or of other specialized studies in the field of the position (post-graduate, master, doctorate, postdoctoral);
- f) have at least 10 years of professional experience and at least 5 years of senior management experience at top management level, accumulated in public or private companies with at least 500 employees and with a turnover of more than 5 MEUR or equivalent; previous experience in the field of natural gas transportation is considered an advantage;
- g) are not in a conflict of interest that would render them incompatible with the exercise of the position of administrator in the Board of Administration of the National Gas Transport Company TRANSGAZ S.A. Medias;
- h) have not been dismissed or revoked from a position in public institutions or enterprises with majority state capital or have not terminated their individual labor contract for disciplinary reasons in the last 12 months;
- i) have not been convicted by a court order for the commission of an offense against humanity, against the state or against the authority, corruption and service, crimes against justice, forgery, crime against patrimony, crimes provided by Law no. 656/2002 on the prevention and sanctioning of money laundering, as well as for the establishment of measures for preventing and combating the financing of terrorism, with subsequent amendments or completions, or for the violations provided by Law no. 85/2014 regarding intentional proceedings that would make them incompatible with the exercise of the position or any other criminal record;
- j) were not involved in political police, as defined by law;
- k) meet the requirements of the legislation regarding the quality of the administrator;
- l) shall not exercise at the same time more than three terms of office of a Board of Administration / Supervisory Board in public companies or enterprises according to art. 33 of GEO 109/2011 updated by Law no. 111/2016 - declaration on own responsibility;
- m) representatives appointed as legal entities in Transgaz BoD must meet the same conditions as natural persons,
- n) the representatives appointed as legal persons must conclude a contract with the Company in which they are employed, at least three months prior to their appointment to the Board of Administration of Transgaz,
- o) if the contractual relation between the company and its representative ceases, the mandate contract between Transgaz and the legal entity will automatically cease.

Competences

C1	Competences specific to the energy sector
C1.1	Ability to identify, and overcome, constraints specific to natural gas transport
C1.2	Ability to understand, integrate and comply with the environmental requirements specific to natural gas transport
C1.3	Ability to understand the need and facilitate the realization of the investments necessary for the company to achieve its strategic objectives
C1.4	The ability to facilitate integration into society and the use of quality management principles
C1.5	Experience in developing, implementing and reviewing projects of national and international strategic importance
C1.6	Ability to negotiate elements of collaborating with national and international partners Leadership
C2	Professional competences of strategic/technical importance
C2.1	Project management skills
C2.2.	Strategic planning skills
C2.3	Leadership
C2.4	Organization and reorganization of companies and processes

C2.5	Budget Management
C2.6	Experience in accessing European funds and obtaining funding from Banking Financial Institutions
C2.7	Risk management
C2.8	Proved ability to obtain financing from European structural funds
C3	Corporate governance competencies
C3.1	Management through objectives
C3.2	Management of listed companies
C3.3	Experience in the relationship with public authorities, regulating and supervisory authorities, with shareholders and stakeholders
C3.4	Social dialogue
C3.5	Performance monitoring
C4	Social and personal competencies
C4.1	Interpersonal communication at job requirements level
C4.2	Institutional communication
C4.3	Representation
C4.4	Ability to use a foreign language at least at B2 level
C5	National and international experience
C5.1	National professional experience
C5.2	Professional experience in large international corporations
C5.3	Experience and ability to develop cooperation relationships and to negotiate with the

	representatives of great international corporate structures
C5.3	Compliance with shareholders' expectations letter
C6	Alignment with the shareholder's expectation letter

Features

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

Prescriptive and proscriptive criteria

CPP1	RO, EU, non-EU citizenship
CPP2	Number of simultaneous mandates
CPP3	Completed higher education
CPP4	Post-graduate studies
CPP5	Mentions in the criminal record
CPP6	Medically fit

CPP7	Total professional experience of at least 10 years cumulated within public or private companies of at least 500 employees and that have a turnover higher than 5 mil. Euro or equivalent
CPP8	Top management experience of at least 5 years
CPP9	Previous experience in natural gas field
CPP10	Not dismissed during the past 12 months
CPP11	Not currently involved in a conflict of interests