

**FINAL REPORT OF THE NOMINATION AND  
REMUNERATION COMMITTEE ON THE  
APPOINTMENTS FOR THE POSITION OF  
DIRECTOR-GENERAL AND CHIEF FINANCIAL  
OFFICER OF THE NATIONAL GAS  
TRANSMISSION COMPANY SNTGN TRANSGAZ  
SA**

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## **1. PREAMBLE**

This report is prepared by the Nomination and Remuneration Committee following the completion of the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of the National Gas Transmission Company Transgaz SA (SNTGN Transgaz SA). The duration of the mandate contract of the directors to whom the duties for the management of the company were delegated correlates with the duration of the mandates of the members of the Board of Administration, respectively of maximum four years.

The report is prepared in accordance with the provisions of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as amended (G.E.O. no. 109/2011) and the provisions of G.D. no. 639/2023 for the approval of the methodological norms for the application of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises.

**The selection and appointment procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA** was carried out in accordance with the requirements and provisions of GEO no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, and of GD no. 639/2023 for the approval of the methodological norms for the application of Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises.

The selection for the position of Director-General and Chief Financial Officer of SNTGN Transgaz SA was made by the Board of Administration together with the members of the Nomination and Remuneration Advisory Committee, without the involvement of any independent expert specialized in human resource recruitment, assisted by inhouse corporate governance and human resource specialists, according to the provisions of GEO no. 109/2011 as amended and Decision no. 14 of 22.05.2025 of the Board of Administration approving the "**Selection and appointment procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA**" and its initiation.

Within the "**Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA**", the Nomination and Remuneration Committee (CNR), assisted by inhouse corporate governance and human resource specialists, prepared the following documents:

1. Position profile;
2. Selection criteria;
3. Selection notice;
4. Interview plan;
5. Scoring grid;
6. Template statements;
7. Matrix and candidates evaluation grid
8. Final report.

**This Final Report** includes, according to the provisions of art. 1, para. (1), item 18 of Annex no.1 to

G.D. no. 639/2023 the following:

- **the outcome of the evaluation of each candidate shortlisted in the selection and appointment procedure;**
- **their ranking and scores obtained in accordance with the evaluation criteria;**
- **The way in which, collectively, the proposed candidates correspond to the profile of the positions.**

## **2. STAGES OF THE SELECTION AND APPOINTMENT PROCEDURE**

### **2.1 Start date of the procedure**

in accordance with the provisions of art. 3, paragraph 2 of G.D. no. 639 of July 27, 2023 on the approval of the methodological norms for the application of the Government Emergency Ordinance no. 109/2011 on the corporate governance public enterprises, as amended, based on Letter no. 38734/09.05.2025, registered with AMEPIP under no. 4295/09.05.2025, the Board of Administration notified the Agency for the Monitoring and Evaluation of the Performance of Public Enterprises (AMEPIP), regarding the need to initiate the selection and appointment procedure of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA.

**In accordance with the provisions of art.1 of Decision no.14/22.05.2025 of the Board of Administration, the Board of Administration of SNTGN Transgaz SA approved the initiation of the selection and appointment procedure of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA, as well as the fact that the Selection and Appointment Procedure shall be carried out by the Board of Administration together with the members of the Nomination and Remuneration Advisory Committee, without the involvement of any independent expert specialized in the recruitment of human resources.**

Based on the Minutes of the Nomination and Remuneration Committee within the Board of Administration of SNTGN Transgaz SA, dated May 22, 2025, the members of the Nomination and Remuneration Advisory Committee (CNR) decided to nominate inhouse specialists in corporate governance and human resources within SNTGN Transgaz SA in order to assist CNR in the process for the selection of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA and to carry out all the secretarial activities necessary in carrying out the selection procedure, respectively

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### **2.2 Position profile and evaluation matrix**

In accordance with the provisions of:

- G.E.O. no.109/2011 on the corporate governance of public enterprises as amended, art.35;
- G.D. no. 639 of July 27, 2023 on the approval of the methodological norms for the application of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises as amended;
- Companies Law no. 31/1990, republished, as amended;
- Decision of the Board of Administration no. 14 of 22.05.2025 approving the **"Selection and appointment procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA"** and its initiation.

and having regard to:

- The conditions to be met by the candidates and the profile of the candidates established by the Advisory Committee on Nomination and Remuneration (CNR) assisted by in-house specialists in corporate governance and human resources;
- Selection criteria established and approved by the Board of Administration for the position of Director-General and Chief Financial Officer (provisions of Article 35 of G.E.O. no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented),

The Nomination and Remuneration Committee (CNR) assisted by in-house specialists in corporate governance and human resources developed **the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA**, in order for it to be carried out in compliance with the right to free competition, equity and equal opportunities, non-discrimination, transparency, equal treatment and admission of liability.

### **2.2.1 Profile of the candidate for the position of Director-General**

**The Director-General** will ensure the general management of the company in accordance with the provisions of the Articles of Incorporation and the approved Management Plan/Plan/Management Component, with the performance being measured by the set of financial, non-financial and non-commercial performance indicators, negotiated and included in the mandate contract, so that the company efficiently achieves its set objectives;

**The Director General**, without limitation to the following: "

- Is aware and understands very well the role that he/she and the executive directors have in ensuring the proper general and executive management of the company and will act with all skill, professional training and determination to assume and effectively fulfil this role;
- acts competently, professionally and in accordance with the legislation pertaining to the sector of activity, in the interest of the company and in order to continuously optimize its performance and ensure the necessary sources of financing for strategic development;
- continuously monitors the activity of the executive management in terms of the effective performance of the tasks and duties assumed, the fulfilment of the assumed performance indicators, the increase of the performance of the company's activity;

- acts constructively in relation to the executive management and permanently informs the Board of Administration/Advisory Committees of the Board of Administration on the activity carried out, on the operational aspects involving the decision of the directors and on its results;
- contributes through professional experience and expertise specific to the field of activity in the regulated sector, such as the natural gas transmission activity, to increasing the company's added value;
- has the necessary qualification and skill to correctly and effectively assess the company's operations and policies, to effectively manage risks and the determination to make optimal decisions;
- has extensive experience and expertise in the managerial decision-making process, in the implementation, monitoring and optimization of the main management systems specific to the company's activity (Integrated Quality-Environment System, Occupational Health and Safety, Internal Managerial Control System, Energy Management System, SCADA, Corporate Governance System, Strategic, Financial, Legal, Organizational Management System, Human Resources, MAIS, ERP, Digitalization, Digital Transformation, etc.);
- effectively contributes, together with the decision-makers, to the drafting and updating of the Rules of Operation and Procedure, the Internal Regulation (RI), etc.;
- has a proven strategic vision, high capacity for interpersonal and institutional communication, high capacity for negotiation and dialogue both nationally and internationally, creative capacity and responsibility for taking responsibility, moral and professional integrity, transparency, earnestness, empathy, flexibility and openness to the new, adaptability, ability to decide effectively on the company's activity.

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### 2.2.2 Profile of the candidate for the position of Chief Financial Officer

**The Chief Financial Officer** will ensure the management of the company's financial and accounting activity in accordance with the provisions of the Articles of Incorporation and those of the approved management plan/administration plan, with the performance being measured by the set of financial, non-financial and non-commercial performance indicators negotiated and included in the mandate contract, so that the company effectively achieves its set objectives.

**The Chief Financial Officer** will be mainly responsible, without limitation to, for the following:

- substantiation, implementation and development of an efficient financial-accounting and budget strategy;
- implementation and development of an efficient management system for the company's resources; optimizing the control of the management of the company's assets;
- optimization of accounting policies and evaluation of financial activity and results;
- the correct and timely performance of all financial-accounting and patrimony reports;
- ensuring good collaboration with the Director-General and the Board of Administration, with the other Executive Directors;
- proper compliance with the role and duties entrusted to them.

### 2.2.3 Selection criteria

**The selection criteria**, established in accordance with the provisions of GD no. 639/2023, have a minimum accepted individual score (score) for the mandatory criteria of 3 points, except for the mandatory criteria, for which a minimum accepted individual score (score) of 4 points is established and except for the mandatory criteria where the collective minimum threshold is set at 20%, for which a minimum accepted individual score (score) of 1 point is established, according to the scoring grid from 1 to 5.

**Selection criteria** are skills and traits necessary for candidates to be able to successfully fulfil the role assigned to them. The selection criteria are mandatory criteria that have to be met by all candidates and are differentiated into groups and subgroups and optional, competency-based criteria that have been identified following the analysis of contextual requirements, as follows:

#### A. Skills:

##### a) Skills specific to the sector of activity of the public enterprise:

- the ability to analyse the context in which the company operates and to assess the possible constraints/risks of the environment in which it operates;
- the ability to assess the alignment of the company's management systems with the requirements of the current standards and regulations specific to the field of activity;

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**b) Professional skills of strategic importance:**

- capacity and experience in strategic planning and monitoring of investment activity;
- Leadership;
- expertise in analysing and evaluating the activity through budgetary control mechanisms;
- ability to identify and manage risks in energy companies;
- experience in negotiations, social dialogue, institutional and interpersonal communication;

**c) Corporate governance skills:**

- Knowledge of good practices and principles of corporate governance

**d) Social and personal skills:**

- interpersonal communication according to the position requirements;
- corporate and institutional communication;
- Capacity for representation

**e) National and international experience**

- experience in dealing with public and regulatory authorities in the field of activity of the public enterprise;
- experience in training, coordinating and developing teams/staffs and succession planning within them;
- experience in the field of internal managerial control and risk management, economic, legal, audit/audit committees, safety and national security;
- experience in the relationship with the European institutions in the field of activity of the public enterprise;
- experience in making investments or projects in the field of activity of the public enterprise;

**f) specific powers and restrictions for civil servants or other categories of personnel within the supervisory public authority or within other public authorities or institutions:**

- Leadership skills

**g) Others depending on the specificity of the public enterprise:**

- experience in performance monitoring;
- experience in communication and investor relations;
- experience in the energy field;
- experience in implementing regional strategic investment projects in the energy field;
- clearly sets out the objectives that it will have to achieve in the next mandate;
- presents the personal profile in direct correlation with these objectives;
- formulates coherent assessments on the specific challenges faced by the company in

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correlation with its context;

- formulate SMART objectives<sup>1</sup> that meet expectations of operational performance;
- formulates SMART objectives that meet expectations regarding financial performance;
- formulates SMART objectives that meet expectations regarding the quality of services and management of energy infrastructure;
- formulates SMART objectives that meet expectations regarding the investment policy applicable to the public enterprise;
- formulates SMART objectives that meet expectations regarding debt reduction;
- formulates SMART objectives that meet the expectations regarding the dividend/net profit payment policy applicable to the public enterprise;
- formulates SMART objectives that meet expectations in the field of ethics, integrity and corporate governance;
- proposes indicators that it considers appropriate for monitoring the performance of the public enterprise during the term of office, correlated with the formulated objectives;
- presents the table of possible constraints, risks and limitations to be encountered in achieving the proposed objectives and the strategy to mitigate/address them.

**B. Traits:**

- a) personal and professional reputation;
- b) integrity;
- c) independence;
- d) political exposure;
- e) interpersonal communication skills;
- f) ability to make strategic decisions
- g) the ability to collaborate inter-institutionally

**C. Other criteria:**

- economic and financial performance of the undertakings in which the candidate has served as a director or director;
- entries in the tax and criminal record;
- gender criteria;
- involvement in attracting funding from internal and external sources, for the development

<sup>1</sup> The SMART requirements are specific, measurable, adequate, realistic requirements, with a concrete deadline for achievement.

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of the activity carried out;

- experience in managing companies in the natural gas transmission sector, listed on the stock exchange;
- the ability to implement new, innovative technologies and solutions for the optimization and modernization of public enterprises in the natural gas transmission sector.

## 2.2.4 Evaluation matrix for the position of Director-General

EVALUATION MATRIX - SUMMARY OF EVALUATION SCORES FOR THE POSITION OF DIRECTOR-GENERAL									
CRITERIA	Weighting (based on Overall Rating)	SCORE					TOTAL SCORE (OBTAINED BY 1 - BY 4 - BY 5)		
		1	2	3	4	5	1	2	3
A. SKILLS									
1. Specific skills related to the public enterprise's field of activity									
1.1 The ability to analyse the context in which the company operates and to assess key external stakeholders of the environment in which it operates	15%	80%	1	3					0
1.2 Ability to assess the alignment of the company's management systems with the requirements of current standards and regulations specific to the field of activity	15%	80%	1	3					0
TOTAL			2	10	0	0	0	0	0
2. Professional skills of strategic importance									
2.1 Capacity and experience in strategic planning and monitoring of investment strategy	15%	80%	1	3					0
2.2 Leadership	15%	70%	1	4					0
2.3 Expertise in analysing and evaluating activities through budgetary control mechanisms	15%	80%	1	3					0
2.4 Ability to identify and manage risks within companies in the energy sector	15%	70%	1	3					0
2.5 Experience in negotiations, social dialogue, institutional and interpersonal communication	15%	60%	1	3					0
TOTAL			5	17	0	0	0	0	0
3. Corporate governance skills									
3.1 Knowledge of best practices and corporate governance principles	15%	80%	1	3					0
TOTAL			1	3	0	0	0	0	0
4. Social and personal skills									
4.1 Interpersonal communication at the level of position requirements	15%	80%	1	3					0
4.2 Corporate and institutional communication	15%	70%	1	3					0
4.3 Representation capacity	15%	70%	1	3					0
TOTAL			3	11	0	0	0	0	0
5. National and international experience									
5.1 Experience in relations with public authorities, regulatory and supervisory authorities in the company's field of activity:									
5.1.1 Experience in planning, coordinating and developing transnational groups and succession planning within them	15%	80%	1	3					0
5.1.2 Experience in internal management control and risk management, economics, law, public/academic, safety, and natural security	15%	80%	1	3					0
5.1.3 Experience in relations with European institutions in the field of activity of the public enterprise	15%	80%	1	3					0
5.1.4 Experience in carrying out investments or projects in the company's field of activity	15%	80%	1	3					0
TOTAL			4	12	0	0	0	0	0
6. Skills and qualifications for civil servants or other categories of staff within the APT or within other public authorities or institutions - N/A									
6.1 Management skills									
6.1.1 Others, depending on the specific nature of the public enterprise	15%	80%	1	3					0
6.1.2 Experience in performance monitoring	15%	80%	1	3					0
6.1.3 Experience in communication and investor relations	15%	80%	1	3					0
6.1.4 Experience in the energy sector	15%	80%	1	3					0
6.1.5 Experience in implementing strategic regional investment projects in the energy sector	15%	80%	1	3					0
6.1.6 Clearly presents the objectives that will have to be achieved during the future mandate	15%	70%	1	3					0
6.1.7 Presents a personal profile directly correlated with these objectives	15%	70%	1	3					0
6.1.8 Makes coherent assessments of the specific challenges faced by the company in relation to its context	15%	70%	1	3					0
6.1.9 Formulates SMART objectives that meet expectations regarding operational performance	15%	70%	1	3					0
6.1.10 Formulates SMART objectives that meet financial performance expectations	15%	70%	1	3					0
6.1.11 Formulates SMART objectives that meet expectations regarding the quality of services and energy infrastructure management	15%	70%	1	3					0
6.1.12 Formulates SMART objectives that meet expectations regarding the investment policy applicable to the public enterprise	15%	70%	1	3					0
6.1.13 Formulates SMART objectives that meet expectations for reducing receivables	15%	70%	1	3					0
6.1.14 Formulates SMART objectives that meet expectations regarding the dividend/profit distribution policy applicable to the public enterprise	15%	70%	1	3					0
6.1.15 Formulates SMART objectives that meet expectations in the areas of ethics, integrity, and corporate governance	15%	70%	1	3					0
6.1.16 Proposes indicators that it considers appropriate for monitoring the performance of the public enterprise during its mandate, correlated with the objectives set	15%	70%	1	3					0
6.1.17 Presents the picture of constraints, risks, and limitations that may be encountered in achieving the proposed objectives and the strategy for reducing/overcoming them	15%	70%	1	3					0
TOTAL			16	44	0	0	0	0	0
SUBTOTAL A - SKILLS									
			38	158	0	0	0	0	0
B. TRAITS									
1. Personal and professional reputation	15%	100%	1	5					0
2. Integrity	15%	100%	1	5					0
3. Independence	15%	80%	1	3					0
4. Political exposure	15%	20%	1	1					0
5. Interpersonal communication skills	15%	80%	1	3					0
6. Ability to make strategic decisions	15%	80%	1	3					0
7. Ability to collaborate inter-institutionally	15%	60%	1	3					0
TOTAL B - TRAITS			7	27	0	0	0	0	0
C. OTHER CRITERIA									
1. Economic and financial results of companies in which the candidate has held the position of administrative or director	15%	80%	1	3					0
2. Gender diversity	15%	70%	1	3					0
3. Entries in the tax and criminal records	15%	100%	1	5					0
4. Involvement in attracting funding from internal and external sources for the development of the activity carried out	15%	70%	1	3					0
5. Experience in managing publicly traded companies in the natural gas transmission sector	15%	60%	1	3					0
6. The ability to implement new, innovative technologies and solutions to optimize and streamline public enterprises in the natural gas transmission sector	15%	80%	1	3					0
SUBTOTAL C - OTHER CRITERIA									
			6	27	0	0	0	0	0
TOTAL A+B+C									
			43	192	0	0	0	0	0
REMARKS									

## 2.2.5 Evaluation matrix for the position of Chief Financial Officer

EVALUATION MATRIX - SUMMARY OF EVALUATION SCORES FOR THE POSITION OF CHIEF FINANCIAL OFFICER									
CRITERIA	Mandatory Need 1 or Optional (OE)	Weight	Score				TOTAL SCORE OBTAINED (0-100) BY THE CANDIDATE		
			0-1	2	3	4	0	0	0
A. SKILLS									
1. Specific skills related to the field of activity of the public enterprise									
1.1 The ability to analyze the context in which the company operates and to assess any constraints/risks of the environment in which it operates	OE-1	80%	1	5					0
1.2 Ability to assess the alignment of the company's management systems with the requirements of current standards and regulations specific to the field of activity	OE-2	80%	1	5					0
TOTAL			2	10			0	0	0
2. Professional skills of strategic importance									
2.1 Capacity and experience in strategic planning and monitoring of investment activity	OE-3	80%	1	5					0
2.2 Leadership	OE-4	70%	1	4					0
2.3 Expertise in analyzing and evaluating activities through budgetary control mechanisms	OE-5	60%	1	3					0
2.4 Ability to identify and manage risks within companies in the energy sector	OE-6	70%	1	4					0
2.5 Expertise in negotiation, dialog social, communicate professionally & interpersonal	OE-7	80%	1	5					0
TOTAL			5	21			0	0	0
3. Corporate governance skills									
3.1 Knowledge of best practices and corporate governance principles	OE-8	80%	1	5					0
TOTAL			1	5			0	0	0
4. Social and personal skills									
4.1 Interpersonal communication at the level of position requirements	OE-9	60%	1	3					0
4.2 Corporate and institutional communication	OE-10	70%	1	4					0
4.3 Representation capacity	OE-11	70%	1	4					0
TOTAL			3	11			0	0	0
5. Regional and international experience									
5.1 Experience in relations with public authorities, regulatory and supervisory authorities in the company's field of activity	OE-12	80%	1	5					0
5.2 Experience in leading, coordinating and developing local/regional groups and succession planning within them	OE-13	80%	1	5					0
5.3 Experience in financial management control and risk management, economics, law, audit/audit, environment, safety, and national security	OE-14	80%	1	5					0
5.4 Experience in relations with European institutions in the field of activity of the public enterprise	OE-15	80%	1	5					0
5.5 Experience in carrying out investments or projects in the company's field of activity	OE-16	80%	1	5					0
TOTAL			5	25			0	0	0
Skills and competences for civil servants or other categories of staff within the APT or within other public authorities or institutions - N/A									
6. Others, depending on the specific nature of the public enterprise									
6.1 Experience in performance monitoring	OE-17	80%	1	5					0
6.2 Experience in communication and investor relations	OE-18	80%	1	5					0
6.3 Experience in the energy sector	OE-19	80%	1	5					0
6.4 Experience in implementing strategic regional investment projects in the energy sector	OE-20	80%	1	5					0
6.5 Clearly presents the objectives that will have to be achieved during the future mandate	OE-21	70%	1	4					0
6.6 Presents a personal profile directly correlated with these objectives	OE-22	70%	1	4					0
6.7 Makes coherent assessments of the specific challenges faced by the company in relation to its context	OE-23	70%	1	4					0
6.8 Formulates SMART objectives that meet expectations regarding operational performance	OE-24	70%	1	4					0
6.9 Formulates SMART objectives that meet financial performance expectations	OE-25	70%	1	4					0
6.10 Formulates SMART objectives that meet expectations regarding the quality of services and energy infrastructure management	OE-26	70%	1	4					0
6.11 Formulates SMART objectives that meet expectations regarding the investment policy applicable to the public enterprise	OE-27	70%	1	4					0
6.12 Formulates SMART objectives that meet expectations for reducing receivables	OE-28	70%	1	4					0
6.13 Formulates SMART objectives that meet expectations regarding the dividend/profit distribution policy applicable to the public enterprise	OE-29	70%	1	4					0
6.14 Formulates SMART objectives that meet expectations in the areas of ethics, integrity, and corporate governance	OE-30	70%	1	4					0
6.15 Proposes indicators that it considers appropriate for monitoring the performance of the public enterprise during its mandate, correlated with the objectives set	OE-31	70%	1	4					0
6.16 Presents the picture of corporate risks, and initiatives that may be incorporated in achieving the proposed objectives and the strategy for reducing/governing them	OE-32	70%	1	4					0
TOTAL			16	62			0	0	0
SUBTOTAL A - Skills			32	140			0	0	0
B. TRAITS									
1. Personal and professional reputation									
1.1 Integrity	OE-33	100%	1	5					0
1.2 Independence	OE-34	80%	1	5					0
1.3 Probity	OE-35	80%	1	5					0
1.4 Interpersonal communication skills	OE-36	80%	1	5					0
1.5 Ability to collaborate inter-institutionally	OE-37	60%	1	3					0
SUBTOTAL B - Traits			5	27			0	0	0
C. OTHER CRITERIA									
1. Economic and financial results of companies in which the candidate has held the position of administrator or director									
1.1 Gender diversity	OE-38	20%	1	1					0
1.2 Entries on the tax and criminal records	OE-39	100%	1	5					0
1.3 Involvement in attracting funding from internal and external sources for the development of the activity started out	OE-40	70%	1	4					0
1.4 Experience in managing publicly listed companies in the natural gas transmission sector	OE-41	80%	1	5					0
1.5 The ability to implement new innovative technologies and solutions to optimize and streamline public enterprises in the natural gas transmission sector	OE-42	80%	1	5					0
SUBTOTAL C - Other Criteria			6	21			0	0	0
TOTAL A+B+C			43	188			0	0	0
Remarks									

## 2.3 Publication of the selection announcement



SOCIETATEA NAȚIONALĂ DE TRANSPORT GAZE NATURALE "TRANSGAZ" SA

Capital social: 1.883.815.040,00 lei

OAC: 137/301/2000; C.I.F.: RO 13068733

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### ANNOUNCEMENT OF THE SELECTION FOR THE POSITIONS OF DIRECTOR - GENERAL AND CHIEF FINANCIAL OFFICER OF SNTGN TRANSGAZ SA

In accordance with the provisions of Government Emergency Ordinance 109 /2011 on the corporate governance of public enterprises, as amended, and those of Government Resolution 639/2023 for the approval of the methodological rules for the implementation of Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises, the Board of Administration of SNTGN TRANSGAZ SA together with the members of the Nomination and Remuneration Committee of the Board of Administration, hereby **initiates the selection and appointment procedure for the position of Director - General and the position of Chief Financial Officer of SNTGN Transgaz SA.**

SNTGN TRANSGAZ SA is the technical operator of the National Gas Transmission System and ensures the efficient, transparent, safe, non-discriminatory access and competitive fulfilment of the national strategy established for natural gas transmission, natural gas dispatching, research and design in the field of natural gas transmission, in compliance with national and European legislation and standards of quality, performance, environment and sustainable development.

#### A. MANDATORY REQUIREMENTS FOR THE POSITION OF DIRECTOR - GENERAL

- higher education completed at least with a bachelor's degree and at least 7 years of experience in the field of engineering, economics, social sciences, law or in the field of activity of SNTGN TRANSGAZ SA, and at least 20 years of total seniority in the employment;
- at least 8 years of cumulated experience in administration/leadership/management in public or private entities and in the management of listed, regulated energy companies or autonomous energy companies or energy companies listed on the stock exchange;
- achievement of economic and financial performance marked by profit in the last 5 years of management, general management of energy sector companies, with regulated and listed activity, with a turnover of at least 300 million euro;
- proven experience in attracting grants for strategic investment projects in the energy sector;

- is a Romanian citizen or a citizen of other EU Member States, provided he/she is domiciled or resides in Romania;
- knowledge of written / read / spoken Romanian;
- has full legal competence;
- is fit from a medical point of view;
- meets the criteria required by GEO 109/2011 on corporate governance of public enterprises, as amended, and Government Resolution 639/2023 for the approval of the methodological rules for the implementation of Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises;
- proof of integrity by complying with the conditions for obtaining the ORNISS certificate at the level requested by the company (Law 182/2002 on the protection of classified information, the National Standards for the Protection of Classified Information in Romania, approved by Government Resolution 585/2002, and the Rules on the Protection of Classified Information of the North Atlantic Treaty Organization in Romania, approved by Government Resolution 353/2002);
- is not in a conflict of interest that would make him/her incompatible with the position of Director - General of the company for which he/she has applied;
- is not in any of the situations referred to in Art. 12 (3), Art. 30 (9) and Art. 36 (7) of the GEO 109/2011, as amended;
- does not have entries in the tax and criminal record - Art. 16, C - other criteria, b) of GR 639/2023;
- has not been convicted by final judgment for the commission of an offense against humanity, against the State or against authority, corruption and service offenses, offenses against the administration of justice, forgery, for offenses against property, for offenses under Law 656/2002 for the prevention and penalization against money laundering, as well as for the establishment of measures to prevent and combat the financing of terrorism, as amended, or for offenses under Law 85/2014 on insolvency prevention and insolvency proceedings, committed with intent that would make him/her incompatible with the exercise of the office;
- has not engaged in political policing as defined by law.

Note: Relevant experience in management activity means holding the following positions: member of the board of administration/supervisory board, director - general/executive director, regardless of its title, according to Art.143 (5) of the Companies' Law 31/1990 republished.

## **B. MANDATORY REQUIREMENTS FOR THE POSITION OF CHIEF FINANCIAL OFFICER**

- higher education completed with bachelor degree (economic profile);
- at least one professional specialization/certification in finance/banking/accounting;
- professional experience (experience in financial strategy, investment strategy, financing and management of strategic projects, finance, budget and asset management, capital and accounting of energy sector companies; experience and knowledge of capital market and reporting obligations of issuers of securities) minimum 10 years of which at least 7 years in management positions in the field of economic activity, financial/banking/accounting management;

- knowledge and experience in the field of International Financial Reporting Standards - IFRS/ International Accounting Standards - IAS, ESG;
- has Romanian or other EU Member States citizenship, provided he/she is domiciled or resides in Romania;
- knowledge of written / read / spoken Romanian;
- meets the criteria required by GEO 109/2011 on corporate governance of public enterprises, as amended, and Government Resolution 639/2023 for the approval of the methodological rules for the implementation of Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises;
- proof of integrity by complying with the conditions for obtaining the ORNISS certificate at the level requested by the company (Law 182/2002 on the protection of classified information, the National Standards for the Protection of Classified Information in Romania, approved by Government Resolution 585/2002, and the Rules on the Protection of Classified Information of the North Atlantic Treaty Organization in Romania, approved by Government Resolution 353/2002);
- has full legal competence;
- is fit from a medical point of view;
- is not in a conflict of interest that would make him/her incompatible with the position of Chief Financial Officer of the company for which he/she has applied;
- is not in any of the situations referred to in Art. 12 (3), Art. 30 (9) and Art. 36 (7) of the GEO 109/2011, as amended;
- does not have entries in the tax and criminal record - Art. 16, C - other criteria, b) of GR 639/2023;
- has not been convicted by final judgment for the commission of an offense against humanity, against the State or against authority, corruption and service offenses, offenses against the administration of justice, forgery, for offenses against property, for offenses under Law 656/2002 for the prevention and penalization against money laundering, as well as for the establishment of measures to prevent and combat the financing of terrorism, as amended, or for offenses under Law 85/2014 on insolvency prevention and insolvency proceedings, committed with intent that would make him/her incompatible with the exercise of the office;
- has not engaged in political policing as defined by law.

**C. SELECTION CRITERIA (according to the provisions Government Resolution 639/2023 for approval of methodological rules for the application of Government Emergency Ordinance 109/2011 on corporate governance of public enterprises)**

The selection criteria are competences and skills required for candidates to be able to successfully fulfil the role they will be assigned and are as follows

- Competences specific to the sector of activity of the public enterprise;
- Professional competences of strategic importance;
- Corporate governance competences, social and personal competences;
- National and international experience;
- Specific competences and restrictions for civil servants or other categories of personnel within the public supervisory body or other public authorities or institutions;
- Other, depending on the specificity of the public enterprise, skills and other criteria;

#### **D. ASSESSMENT OF CANDIDATES**

The candidates are assessed by the method of documentary analysis of the documents under the application folder, the method of analysis of information additional to that contained in the application file requested by the Board of Administration together with the members of the Nomination and Remuneration Advisory Committee, in writing, to review, improve and validate the score accuracy, the method of analysis of the statement of intent, the method of checking references provided by the candidates, the method of verifying the activity previously carried out by the candidates, the method of observing the candidates' behaviour during the interview with reference to the indicators describing the competencies that are criteria for the selection of candidates according to the above-mentioned documents, the method of integrating the results of the analysis of the statements of intent made based on the Letter of Expectations by the candidates and the method of the interview carried out considering the application file and the statement of intent of the candidate.

#### **E. Selection criteria which represent an advantage in the selection and appointment process**

- Experience in dealing with public and regulatory authorities in the field of activity of the public enterprise
- Experience in training, coordinating and developing teams/collectives of personnel and succession planning within them;
- Experience in the fields of managerial internal control and risk management, economic, legal, national security and safety;
- Experience in relations with the European institutions in the field of activity of the public enterprise
- Experience in negotiations, social dialog, institutional and interpersonal communication;
- Experience in the performance monitoring;
- Experience in communication and relations with investors;
- Experience in implementing the strategic regional energy investment projects;
- Experience in managing the listed companies in the gas transmission sector.

#### **F. THE PARTICIPATION FILES MUST CONTAIN THE FOLLOWING DOCUMENTS:**

- List of documents;
- Curriculum vitae;
- Medical certificate of good health;

- Criminal record;
- Tax record;
- Copy of identity card;
- Copy of marriage certificate or other documents, only if the name on the documents submitted is different from the name on the identity card;
- Copies of university/college diplomas obtained (according to the studies' cycle: short-term, bachelor, master, MBA, PhD). Copies of diplomas or certificates of participation in short-term training programs shall not be submitted;
- Copies of documents proving the required professional experience (excerpt, Reges/Revisal, copy of employment record, mandate/management contracts, certificates issued by employers, other documents endorsed by signature and stamp of the issuer, etc.)

#### **BIBLIOGRAPHICAL REFERENCES:**

- GEO no.109/2011 on the corporate governance of public enterprises, as amended
- Companies' Law 31/1990, republished, as amended;
- Government Decision 639/2023 on the approval of the methodological norms for the application of Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises;
- The Corporate Governance Code of the Bucharest Stock Exchange version 2025.

#### **G. SUBMISSION OF APPLICATION FILES**

Application files shall be submitted **no later than 23.06.2025, 2.00 p.m.**, both in written and electronic format.

##### **➤ The file in written format (on paper)**

The paper-based application files shall be submitted in person or sent by mail or courier in a sealed envelope, marked as appropriate:

- ***'Selection and appointment procedure for the position of Director - General of SNTGN TRANSGAZ SA, name and surname of the candidate'***, at the address: Bucharest, 55 Primăverii Blvd., district 1, attention of the Secretariat of the Board of Administration;
- ***'Selection and appointment procedure for the position of Chief Financial Officer of SNTGN TRANSGAZ SA, name and surname of the candidate'***, at the address: Bucharest, 55 Primăverii Blvd., district 1, attention of the Secretariat of the Board of Administration.

##### **➤ The file in electronic format**

The electronic submission of application files is mandatory. Such files shall be sent at: [secretariat.ca\\_aga@transgaz.ro](mailto:secretariat.ca_aga@transgaz.ro); [elisabeta.ghidiu@transgaz.ro](mailto:elisabeta.ghidiu@transgaz.ro); [angela.mates@transgaz.ro](mailto:angela.mates@transgaz.ro).

The following rules shall be observed when submitting application files:

- All the documents submitted in the application file shall be in Romanian;
- The documents written in a foreign language shall be submitted in a certified copy, accompanied by a certified translation by an authorized translator;
- For studies carried out abroad, their equivalences should be submitted, where applicable;
- E-mails for the electronic applications and attached documents must contain the candidate's full name and surname;
- The CV shall be sent **in Word format** as well as in pdf format;
- The copies of the requested documents shall be scanned and saved **as separate documents**, with the title of the document bearing the name of the document and the candidate's surname and name;

The electronic files shall **NOT** be sent via file transfer applications (e.g. WeTransfer or other similar applications) - if the size of the file exceeds the message capacity, several successive numbered messages shall be sent;

- The electronic application files shall be submitted by the same date and time set for the submission of the application file in written format.

Additional information can be requested Monday to Friday, 10.00 a.m. -12.00 p.m., by phone +40 269/803009/0743177342 - contact person: Ph.D in Economics Ms Elisabeta Ghidiu - Director of Strategy and Corporate Management Division, or by e-mail at: [elisabeta.ghidiu@transgaz.ro](mailto:elisabeta.ghidiu@transgaz.ro).

By submitting their application, the candidates implicitly agree that their personal data may be processed in accordance with the legal provisions in force regarding the processing of personal data.

The selection notice was published based on the provisions of GEO no. 109/2011 on corporate governance at public enterprises, as amended, in **Ziarul Bursa, Ziarul Financiar, on Transgaz website and on the ejobs.ro platform**. <https://www.eiobs.ro/user/locuri-de-munca/anunt-Dentru-postul-de-director-general-si-Dostul-de-director-financiar-sntgn-transgaz-sa/1871450>, **on 23.05.2025**.

The deadline for submitting applications was 23.06.2025, 14.00. There were no requests for clarification from the candidates by the deadline for submitting applications, regarding the selection and appointment procedure of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA.

### 3. CONDUCT OF THE SELECTION AND APPOINTMENT PROCEDURE

#### 3.1 Application files submitted following the publication of the selection announcement


On 23.06.2025, starting at 3.45 p.m., the Nomination and Remuneration Committee convened for the meeting for the verification of the applications submitted by the indicated deadline and according to the above-mentioned conditions, for the position of **Director-General** and the position of **Chief Financial Officer of SNTGN Transgaz SA**, as communicated through the selection announcement published in accordance with the provisions of GEO no. 109/2011 on corporate governance of public enterprises, as amended.


Following the verification of the submitted files, the situation of the candidacies for the position of Director-General and the position of Chief Financial Officer of SNTGN Transgaz SA was as follows:


Total number of applications submitted		Total number of applications, in accordance with the requirements of the selection announcement / requests for clarification	
3 of which for:		3 of which for:	
Director-General	CFO	Director-General	CFO
1	2	1	1
		1 (request for clarifications to the file)	

The evaluation of the submitted applications was carried out in accordance with the provisions of the **"Selection and appointment procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA"** as it was developed by the Advisory Committee for Nomination and Remuneration and approved by the Board of Administration by Decision no. 14/22.05.2025.

At the stage of evaluation of the applications submitted within the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA" all the applications admitted for submission were entered, as they are presented below:

No.	Name and Surname of the candidate for the position of Director-General	File registration number	Hard copy file	Soft copy file	No. of file pages	Notes
1		52144/19.06.2025	YES	YES e-mail 19.06.2025	162	Complete file

No.	Name and Surname of the candidate for the position of Chief Financial Officer	File registration number	Hard copy file	Soft copy file	No. of file pages	Notes
1		49727/ 11.06.2025	YES	YES e-mail 11.06.2025	39	Clarification of the file is requested, respectively, to submit in hard and soft copy until 25.06.2025, 2 p.m., Romanian time, the Tax Record document. A tax certificate was submitted to the file, a document that did not comply with the requirements of the Selection Announcement

2		52573/ 20.06.2025	YES	YES e-mail 20.06.2025	86	Complete file
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### 3.2 Long list of candidates

At the same time, during the meeting of 23.06.2025, the **Advisory Committee on Nomination and Remuneration of the Board of Administration of SNTGN TRANSGAZ SA** evaluated the applications submitted by the candidates for the position of **Director-General** and the position of **Chief Financial Officer of SNTGN Transgaz SA**, in accordance with the requirements of the Selection Announcement published based on the provisions of GEO no. 109/2011 on corporate governance at public enterprises, as amended, in **Ziarul Bursa, Ziarul Financiar, on Transgaz' website and on the ejobs.ro platform**. <https://www.ejobs.ro/user/locuri-de-munca/anunt-pentru-postul-de-director-general-si-postul-de-director-financiar-sntgn-transgaz-sa/1871450> on **23.05.2025**.

As provided by GEO no. 109/2011, as amended, all applications submitted in accordance with the requirements of the announcement comprised **the LONG LIST**, a list that shall not be made public.

The submitted applications were assessed in accordance with the provisions of the **"Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA"** as prepared by the Advisory Committee on Nomination and Remuneration and approved by the Board of Administration by **Decision no. 14/22.05.2025**.

The applications that enter the evaluation stage make up the **LONG LIST**, and they are:

No.	DIRECTOR-GENERAL	No.	CHIEF FINANCIAL OFFICER
1		1	
		2	

Following the evaluation of the applications for the position of Director-General and for the position of Chief Financial Officer of SNTGN Transgaz SA, **the results of the first phase of evaluation-evaluation of the application files were presented as follows:**

[REDACTED]  
- 1 APPLICATION FILE FOR THE POSITION OF DIRECTOR-GENERAL -

[REDACTED]  
COMPLETE FILE;

- 2 APPLICATION FILES FOR THE POSITION OF CHIEF FINANCIAL OFFICER, AS FOLLOWS:

[REDACTED]  
FILE REQUIRING CLARIFICATIONS ACCORDING TO THE ABOVE NOTES;

[REDACTED] COMPLETE FILE

On 23.06.2025 the Nomination and Remuneration Committee requested clarifications to the candidacy of [REDACTED] regarding the transmission in hard and soft copy, until 25.06.2025, 2 p.m., Romanian time, of the Tax Record document. A tax certificate was submitted to the file, a document that does not comply with the requirements of the Selection Announcement.

### 3.3 Shortlist of candidates

On 24.06.2025, [REDACTED] delivered, in soft copy, at 5.05 p.m., the Tax Record document and on 25.06.2025, at 9.18 a.m., the same Tax Record document was also submitted in hard copy, registered with no. 53879/25.06.2025, thus complying with the requirements of the Selection Announcement and the request of the Nomination and Remuneration Committee within the meeting held on 23.06.2025.

Following the final evaluation of the applications for the position of Director-General and for the position of Chief Financial Officer of SNTGN Transgaz SA, respectively, the final results of the evaluation phase of the application files were as follows:

No.	DIRECTOR-GENERAL	No.	CHIEF FINANCIAL OFFICER
	ADMITTED		ADMITTED
1	[REDACTED]	1	[REDACTED]
		2	[REDACTED]

Candidates declared ADMITTED for each of the two positions were included in the **SHORT LIST**.

### SHORT LIST

No.	DIRECTOR-GENERAL	No.	CHIEF FINANCIAL OFFICER
	ADMITTED		ADMITTED
1	[REDACTED]	1	[REDACTED]
		2	[REDACTED]

On 26.06.2025 the Nomination and Remuneration Committee **notified by e-mail the candidates selected on the short list, regarding the inclusion of their candidacy in this list and requested the submission of the Statement of Intent within 15 days from the date of the information, respectively until 14.07.2025, 12 noon.**

#### 3.4 Statement of Intent

The statement of intent represents the candidate's vision in relation to the objectives specified by the shareholders in the Letter of Expectations and indicates the way in which the candidate intends to translate the achievement of the objectives into actions.

According to the provisions of art.1 of G.D. no. 639/2023, Annex no.1c, *the statement of intent is part of the set of mandatory documents that qualified candidates prepare and submit on the shortlist for the position of administrator and director and must include the following chapters:*

The minimum structure of the Statements of Intent prepared by the candidates is:

- > **CHAPTER I.** The connection between the personal profile and the objectives they have to achieve, according to the letter of expectations;
- > **CHAPTER II.** Assessments of the specific challenges faced by the company, in relation to its contextual situation;
- > **CHAPTER III.** Personal responses and vision regarding the shareholders' expectations, as well as the company's strategic development plan during the mandate;
- > **CHAPTER IV.** Proposal/examples of indicators that they consider appropriate for monitoring the company's performance during the mandate;
- > **CHAPTER V.** Constraints, risks and possible limitations to be encountered in achieving the

proposed objectives and the action plan to reduce/eliminate them.

For the preparation of the Statements of Intent, candidates used the information included in the Shareholders' Letter of Expectations published on the company's website at <https://www.transgaz.ro/sites/default/files/users/user360/Anexa%202%20la%20Ordinul%20SGG%20Letter%20of%20expectations%20Transgaz.pdf>, as well as the data and information from other official sources regarding the activity of SNTGN Transgaz SA.

**The members of the Nomination and Remuneration Advisory Committee of the Board of Administration of SNTGN TRANSGAZ SA** analysed the statements of intent communicated by the candidates, taking into account their mandatory elements, as provided by art. 3 of Annex 1c of GD no. 639/2023 and integrated the results of the analysis into the evaluation of the candidates.

On 16.07.2025, starting at 12.00 a.m., **the Nomination and Remuneration Advisory Committee of the Board of Administration of SNTGN TRANSGAZ SA** met in the working meeting to complete the analysis of the **Statements of Intent**, submitted by the candidates for the position of Director-General and the position of Chief Financial Officer of SNTGN Transgaz SA.

At the same time, during the meeting of 16.07.2025, the Nomination and Remuneration Committee of the Board of Administration of SNTGN Transgaz SA established **the interview plan and the calendar for the following period in order for the candidates on the short list for the position of Director-General and the position of Chief Financial Officer of SNTGN Transgaz SA to hold the interviews.**

Thus, on 16.07.2025, the candidates on the short list, presented below, were informed about the appointment for the interview within the final selection of candidates and, at the same time, they were informed of the structure and the interview plan, the evaluation grid and the statements that the candidates have to fill in.

#### SHORT LIST

No.	DIRECTOR-GENERAL	No.	CHIEF FINANCIAL OFFICER
	ADMITTED		ADMITTED
1	[REDACTED]	1	[REDACTED]
		2	[REDACTED]

### 3.5 The plan of the interview

**The date of** the interview for the position of Director-General: .....

**The date of** the interview for the position of Chief Financial Officer: .....

**The location of the interview:** Bucharest

Interview **structure** :

1.	<b>ACCOMMODATION</b> Reception and accommodation of the candidate: Presentation of the interviewers, the structure and the manner of conducting the interview
2.	<b>PRESENTATION BY THE CANDIDATE OF THE COMPANY'S CONTEXTUAL REQUIREMENTS</b> The candidate briefly presents the contextual requirements of the company as deduced from the consulted official data (including the Letter of Expectations) and then exposes the main attributes of his personal profile - academic and professional background, outstanding achievements in his career, achievements that constitute arguments for occupying the position he/she applied for - attributes that optimally respond to the contextual requirements of the company.
3.	<b>COMPETENCES SPECIFIC TO THE FIELD OF ACTIVITY OF THE PUBLIC ENTERPRISE</b> Ability to identify and apply features of the environment in which society operates Ability to optimize in the company, the implementation and development of integrated quality-environmental, occupational safety and safety management systems and processes, the internal managerial control system and the corporate governance system;
	<b>STRATEGIC IMPORTANCE PROFESSIONAL SKILLS</b> Asset Management
4.	Strategic planning Leadership Management through budgets Risk management

5.	<b>CORPORATE GOVERNANCE PROFESSIONAL SKILLS</b> Social dialogue Performance monitoring
6.	<b>SOCIAL &amp; PERSONAL SKILLS</b> Interpersonal communication according to the position requirements Institutional communication Representativity
7.	<b>Specific powers and restrictions for civil servants or other categories of staff within the supervisory public authority or other public authorities or institutions</b> Leadership skills

8.	<b>TRAITS</b> Personal and professional reputation Integrity Independence
	Political exposure Vision
9.	<b>OTHER CRITERIA</b> The economic and financial results of the enterprises in which the candidate has exercised his mandate as director or director Gender diversity
10.	<b>COMPLETION</b> Interview completion.

### 3.6 Evaluation questionnaire

#### Questionnaire for the evaluation of the selection and appointment procedure for the position of Director-General/Chief Financial Officer of SNTGN TRANSGAZ SA

I, the undersigned, .....

As a participant in the Procedure for the selection and appointment of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA, knowing that misrepresentation is punishable in accordance with the provisions of art. 326 of the Criminal Code and understanding that any omission or inaccuracy in the presentation of information is misrepresentation and is punishable according to the law, I hereby declare, on their own responsibility, the following:

CONTACT DETAILS			
Name and surname			
Telephone		e-mail	

Please tick your answer with X		YES	NO
1	Were you informed about the conduct of the procedure for the selection and appointment of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA?		
2	Were you informed about the stages of the selection and appointment procedure of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA?		
3	Did you receive conclusive information from the committee on the interview stage?		
4	Did you have the opportunity to ask for clarifications regarding the procedure for the selection and appointment of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA?		
5	Do you agree to the processing of personal data in accordance with the legal provisions in force?		

**Name and surname**

**Date**

**Signature**

### 3.7 Sample Statements

#### STATEMENT

I, the undersigned, ....., domiciled in .....holding identity card ....., declare on my own responsibility, under the penalties applicable to the offense of forgery of public documents, that I am not in any of the situations referred to in Art. 12 (3), Art. 30 (9) and Art. 36 (7) of G.E.O. No. 109/2011 on the corporate governance of public enterprises as amended, of having had a mandate of administrator/director revoked for reasons attributable to me.

Date of filling-in.....

\_\_\_\_\_  
(surname, name)

\_\_\_\_\_  
(signature)

### STATEMENT OF NO CONFLICT OF INTEREST

I, the undersigned .....,domiciled in ..... Street,  
.....holding identity card number .....series .....,  
issued by ..... on ....., PIN.....  
....., as a candidate for the position of Director-General/Chief  
Financial Officer of SNTGN TRANSGAZ SA.,

declare on my own responsibility, under the penalties applicable to the offense of forgery of public documents, that on the date of the possible appointment as Director-General/Chief Financial Officer of SNTGN TRANSGAZ S.A., I shall not be in a conflict of interest or incompatibility situation, as defined by the applicable Romanian law.

I, the undersigned, declare that the information provided is complete and correct in every detail and I understand that SNTGN TRANSGAZ S.A., for the purpose of verifying and confirming the statements, has the right to request, any supporting documents in accordance with the applicable law.

Date of filling in.....

\_\_\_\_\_  
(surname, name)

\_\_\_\_\_  
(signature)

### Consent statement on the processing of personal data

I, the undersigned .....,domiciled in ..... Street,  
block ....., entrance ....., flat ....., county/sector....., PIN.....  
, hereby declare the following:

I. I consent to the processing of the following personal data by SNTGN Transgaz SA:

- a. Surname, name, nationality, personal identification number, domicile, professional qualification;
- b. The other personal data contained in the CV that I am submitting in support of my candidacy for the position of Director - General/ Chief Financial Officer of SNTGN Transgaz SA..

II. The consent to the processing of personal data referred to in pct. I is given in order to fulfil the formalities for advertising my candidacy for the position of Director-General/ Chief Financial Officer of SNTGN Transgaz S.A.;

III. The consent for the processing of personal data referred to in pct. II is given for the following processing operations:

- a. publication of the CV on the company's website (www.transgaz.ro), both in Romanian and in English;
- b. if I am appointed Director - General / Chief Financial Officer of SNTGN Transgaz S.A., the transmission of the Board of Administration's Resolution to the Sibiu ORC and publication on the BVB website.

IV. I have been informed of the provisions of Regulation (EU) 679/26 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (*General Data Protection Regulation*), adopted by the European Parliament and the Council of the European Union.

V. I have been informed that under the terms of the General Data Protection Regulation, I have the right of access, the right to rectification, the right to erasure, the right to restriction of processing, the right to object, the right to data portability and the right to file a complaint to the National Supervisory Authority for Personal Data Processing.

Date:

Surname and name:

Signature:

### STATEMENT OF NO CRIMINAL RECORD

I, the undersigned, ....., domiciled in ....., holding identity card number ....., series ....., issued by ..... on....., PIN.....as a candidate for the position of Director-General/Chief Financial Officer of SNTGN TRANSGAZ S.A.,

declare on my own responsibility, under the penalties applicable to the offense of forgery of public documents, that I have no criminal record.

I, the undersigned, declare that the information provided is complete and correct in every detail and I understand that SNTGN TRANSGAZ S.A., for the purpose of verifying and confirming the statements, has the right to request, any supporting documents in accordance with the applicable law.

Date of completion.....

\_\_\_\_\_  
(surname, name)

\_\_\_\_\_  
(signature)

## STATEMENT

I, the undersigned, \_\_\_\_\_, domiciled in \_\_\_\_\_, holding identity card number \_\_\_\_\_, series \_\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, PIN \_\_\_\_\_ as a candidate for the position of Director-General/Chief Financial Officer of SNTGN TRANSGAZ S.A.,

declare on my own responsibility, under the penalties applicable to the offense of forgery of public documents, that I haven't done political policing as defined by law.

I, the undersigned, declare that the information provided is complete and correct in every detail and I understand that SNTGN TRANSGAZ S.A., for the purpose of verifying and confirming the statements, has the right to request, any supporting documents in accordance with the applicable law.

Date of completion \_\_\_\_\_

\_\_\_\_\_  
(surname, name)

\_\_\_\_\_  
(signature)

### 3.8 Candidates' interview

#### 3.8.1 Director-General

On 18.07.2025, the Nomination and Remuneration Advisory Committee of the Board of Administration of SNTGN TRANSGAZ SA convened within the meeting for evaluation of the interview **for the candidate included in the short list** for the position of **Director-General** of **SNTGN Transgaz SA**, respectively \_\_\_\_\_

*(Activity no.10 of the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA, approved by the Board of Administration under Decision no. 14/22.05.2025 of the Board of Administration).*

In order to ensure the proper evaluation of the interview and the candidate's skills, in compliance with the principles of good corporate governance practices, \_\_\_\_\_ was appointed for the interview on 18.07.2025, 12.00.

The candidate interviewed today, [REDACTED], has been evaluated and scored by each member of the Nomination and Remuneration Committee and the final score obtained was calculated as follows:

(Evaluator score 1 + Evaluator score 2 + Evaluator score 3)/ 3.

In addition to the initial evaluation of the application files on 23.06.2025, the final evaluation of the application submitted for the position of DIRECTOR-GENERAL was carried out according to the mandatory qualification requirements contained in the selection announcement, as follows:

MANDATORY PROFESSIONAL QUALIFICATION REQUIREMENTS	YES	NO
<ul style="list-style-type: none"> <li>■ Higher education completed with at least a bachelor's degree and experience in the field of engineering, economic, social, legal sciences or in the field of activity of SNTGN TRANSGAZ SA, of at least 7 years and at least 20 years of total seniority;</li> </ul>	X	
<ul style="list-style-type: none"> <li>■ cumulative experience of at least 8 years in the administration/ management/running of public or private entities and in the management of companies or autonomous companies in the energy sector, with regulated activity, listed on the stock exchange;</li> </ul>	X	
<ul style="list-style-type: none"> <li>■ achieving economic and financial performances marked by profit in the last 5 years of administration, overall management</li> </ul>	X	

of companies in the energy sector, with regulated activity and listed on the stock exchange, the turnover of which was at least EURO 300 million;		
■ proven experience in attracting grants for strategic investment projects in the energy field;	It was evaluated based on the Declaration of Intent	
	X	
■ has Romanian citizenship or citizenship of other EU member states, provided that he/she is domiciled or resides in Romania;	X	
■ Knowledge of Romanian writing/reading/speaking;	X	
■ full capacity to exercise;	X	
■ is medically fit;	X	
■ meets the criteria required by GEO no. 109/2011 on corporate governance of public enterprises, as amended and the Government Decision no. 639/2023, for the approval of the Methodological Rules for the application of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;	X	
■ proof of integrity by undertaking the conditions for obtaining the ORNISS certificate at the level requested by the company (Law no. 182/2002 on the protection of classified information, of the National Standards for the Protection of Classified Information in Romania, approved by Government Decision no. 585/2002, and of the Rules on the protection of classified information of the North Atlantic Treaty Organization in Romania, approved by Government Decision no. 353/2002);	It was evaluated at the interview stage.	
	X	
■ he/she is not in a conflict of interest that would make them incompatible with the exercise of the capacity of Director-General of the company for which they applied;	The statement was filled in and submitted, at the interview stage, in front of the evaluation commission.	
	X	
■ he/she is not in any of the situations provided for in art. 12 para. (3), art. 30 para. (9) and art. 36 para. (7) of G.E.O. no.	The statement was filled in and submitted, at the interview stage, in front of the evaluation commission	



### 3.8.2 Chief Financial Officer

On 18.07.2025, the Nomination and Remuneration Advisory Committee of the Board of Administration of SNTGN TRANSGAZ SA convened within the meeting for the **evaluation of the interview for the candidates included in the short list for the position of Chief Financial Officer of SNTGN Transgaz SA.**

respectively [REDACTED] and [REDACTED]  
(Activity no. 10 of the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA, approved by the Board of Administration under Resolution no. 14/22.05.2025 of the Board of Administration).

To ensure the appropriate assessment of the interview and the candidates' skills in compliance with the principles of good corporate governance practices,

**The candidates interviewed today, i.e. respectively [REDACTED] and [REDACTED] have been evaluated and scored by each member of the Nomination and Remuneration Committee and the final score obtained by them was calculated as follows:**

**(Evaluator score 1 + Evaluator score 2 + Evaluator score 3)/ 3.**

**In addition to the initial evaluation of the application files, on 23.06.2025, the final evaluation of the applications submitted for the position of CHIEF FINANCIAL OFFICER was carried out according to the mandatory qualification requirements contained in the selection notice, as follows:**

MANDATORY PROFESSIONAL QUALIFICATION REQUIREMENTS	YES	NO
▪ higher education completed with a bachelor's degree (economic profile);	X	
▪ at least one professional specialization/certification in the financial/banking/accounting field;	X	

▪ professional experience (experience in financial strategy, investment, financing and management of strategic projects, management of finances, budget and assets, capital and accounting of the activity of companies in the energy sector; experience and knowledge in the field of capital market and reporting obligations of securities issuers) minimum 10 years, of which at least 7 years in management positions in the field of economic activity, financial/banking/accounting management;	X	
▪ knowledge and experience in the field of International Financial Reporting Standards - IFRS/ International Accounting Standards - IAS, ESG;	X	
▪ has Romanian citizenship or citizenship of other EU Member States, provided that he/she is domiciled or resides in Romania;	X	
▪ knowledge of the Romanian language written/read/spoken;	X	
▪ meets the criteria required by G.E.O. no. 109/2011 on the corporate governance of public enterprises, as amended and Government Decision no. 639/2023, for the approval of the methodological norms for the application of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;	X	
▪ proof of integrity by undertaking the conditions for obtaining the ORNISS certificate at the level requested by the company (Law no. 182/2002 on the protection of classified information, of the National Standards for the Protection of Classified Information in Romania, approved by Government Decision no. 585/2002, and of the Rules on the protection of classified information of the North Atlantic Treaty Organization in Romania, approved by Government Decision no. 353/2002);	He/she was evaluated at the interview stage	
	X	
▪ has full capacity to exercise;	X	
▪ is medically fit;	X	
▪ they are not in a conflict of interest that would make them incompatible with the exercise of the quality of Chief Financial Officer of the company for which they applied;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
▪ is not in any of the situations provided for in art. 12 para. (3), art. 30 para. (9) and art. 36 para. (7) of G.E.O. no. 109/2011, as amended;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
▪ do not have entries in the tax and judicial record - art. 16, C - other criteria, b) of G.D. no. 639/2023;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	

<ul style="list-style-type: none"> <li>▪ has not been definitively convicted by a court decision for committing a crime against humanity, against the state or against the authority, crimes of corruption and service, crimes against the administration of justice, the crime of forgery, crime against property, for the crimes provided for by Law no. 656/2002 for the prevention and sanctioning of money laundering, as well as for the establishment of measures to prevent and combat the financing of terrorism, as amended, or for the crimes provided by Law no. 85/2014 on insolvency prevention and insolvency procedures, committed with intent that would make him/her incompatible with the exercise of the position;</li> </ul>	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
<ul style="list-style-type: none"> <li>▪ He did not serve as a political policeman, as defined by law.</li> </ul>	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	

MANDATORY PROFESSIONAL QUALIFICATION REQUIREMENTS	YES	NO
1. higher education completed with a bachelor's degree (economic profile);	X	
2. at least one professional specialization/certification in the financial/banking/accounting field;	X	
3. professional experience (experience in financial strategy, investment, financing and management of strategic projects, management of finances, budget and assets, capital and accounting of the activity of companies in the energy sector; experience and knowledge in the field of capital market and reporting obligations of securities issuers) minimum 10 years, of which at least 7 years in management positions in the field of economic activity, financial/banking/accounting management;	X	
4. knowledge and experience in the field of International Financial Reporting Standards - IFRS/ International Accounting Standards - IAS, ESG;	X	
5. has Romanian citizenship or citizenship of other EU Member States, provided that he/she is domiciled or resides in Romania;	X	
6. knowledge of the Romanian language written/read/spoken;	X	
7. meets the criteria required by G.E.O. no. 109/2011 on the corporate governance of public enterprises, as amended and Government Decision no. 639/2023, for the approval of the methodological norms for the application of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;	X	

8. proof of integrity by undertaking the conditions for obtaining the ORNISS certificate at the level requested by the company (Law no. 182/2002 on the protection of classified information, of the National Standards for the Protection of Classified Information in Romania, approved by Government Decision no. 585/2002, and of the Rules on the protection of classified information of the North Atlantic Treaty Organization in Romania, approved by Government Decision no. 353/2002);	He/she was evaluated at the interview stage	
	X	
9. has full capacity to exercise;	X	
10. is medically fit;	X	
11. they are not in a conflict of interest that would make them incompatible with the exercise of the quality of Chief Financial Officer of the company for which they applied;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
12. is not in any of the situations provided for in art. 12 para. (3), art. 30 para. (9) and art. 36 para. (7) of G.E.O. no. 109/2011, as amended;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
13. do not have entries in the tax and judicial record - art. 16, C - other criteria, b) of G.D. no. 639/2023;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
14. has not been definitively convicted by a court decision for committing a crime against humanity, against the state or against the authority, crimes of corruption and service, crimes against the administration of justice, the crime of forgery, crime against property, for the crimes provided for by Law no. 656/2002 for the prevention and sanctioning of money laundering, as well as for the establishment of measures to prevent and combat the financing of terrorism, as amended, or for the crimes provided by Law no. 85/2014 on insolvency prevention and insolvency procedures, committed with intent that would make him/her incompatible with the exercise of the position;	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	
15. He did not serve as a political policeman, as defined by law.	The affidavit was filled in and submitted, at the interview stage, in front of the evaluation commission	
	X	

Also, the evaluation of the interview and the skills of the candidates for the position of Chief Financial Officer was carried out by each member of the Nomination and Remuneration Committee, based on the evaluation matrix and the evaluation grid

Further to the evaluation, based on the interview and the statement of intent

#### 4. CONCLUSION

Following the analysis of the application files submitted for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA, in relation to the profile of the positions and the responses to the request for clarifications, the Nomination and Remuneration Committee has drawn up the Short List provided for in point 3.3 of this Report.

Following the analysis of the statement of intent communicated by the candidates on the short list and the conduct of the interview on 18.07.2025, 12.00 a.m., for the position of Director-General and on 18.07.2025, 9.00 a.m., respectively 10.00 a.m., for the position of Chief Financial Officer, the Nomination and Remuneration Committee awarded grades according to the evaluation grid, in relation to the profile of the positions.




Thus, for the 3 candidates on the short list, 1 candidate for the position of Director-General and 2 candidates for the position of Chief Financial Officer and who attended the interview, the following ranking was established, submitted to the Board of Administration of SNTGN Transgaz SA, based on this Final Report:

No.	DIRECTOR-GENERAL	Score	No.	CHIEF FINANCIAL OFFICER	Score
1		189.3 points	1		183.3 points
			2		109.3 points

The appointment of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA will be made in compliance with the provisions of art.35 of G.E.O. no. 109/2011 on the corporate governance of public enterprises, as amended.

The Board of Administration, on the recommendation of the Nomination and Remuneration Committee, following **the Selection and Appointment Procedure for the positions of Director-General and Chief Financial Officer of SNTGN Transgaz SA as developed by the Nomination and Remuneration Advisory Committee and approved by the Board of Administration by Decision no. 14/22.05.2025**, carried out after the appointment of the members of the Board of Administration in accordance with the provisions of art. 29, will proceed to the appointment of the Director-General and the Chief Financial Officer of SNTGN Transgaz SA.

**NOMINATION AND REMUNERATION COMMITTEE**

No.	Name and Surname		Signature
1	 Non-executive Administrator Chairman.	Evaluator 1	<i>Illegible signature</i>
2	 Non-executive, independent Administrator	Evaluator 2	<i>Illegible signature</i>
3	 Non-executive, independent Administrator	Evaluator 3	<i>Illegible signature</i>