

**PROFILE OF THE SUPERVISORY BOARD OF
THE NATIONAL ELECTRICITY TRANSMISSION
COMPANY TRANSELECTRICA S.A.**

According to art. 1 paragraph (18) of Annex 1 of the G.D. no. 722/2016, the Board profile focuses on the process of identifying the capabilities, characteristics and requirements that the Supervisory Board must possess at a collective level, considering the organizational context, the mission, the expectations specified in the letter of expectations and the current or future elements of organisational strategy. The profile also contains the Supervisory Board matrix, which gives an expression of these capabilities that the Board must collectively possess, through a set of competences, skills, other qualifying conditions, to be fulfilled individually and collectively by board members.

As part of the selection plan, the Supervisory Board's personalised profile is drawn up by the independent expert specialised in the recruitment and selection of human resources in constant consultation with the supervisory public authority, taking into account the following aspects: (Art. 19 of Annex 1 to GD No 722/2016):

- a) the minimum knowledge, skills and experience required for the proper performance of the Supervisory Board mandate;
- b) knowledge of the job responsibilities for developing the medium and long-term vision;
- c) the ability to assume responsibilities towards the entire board, integrity and independence;
- d) the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial literacy, decision making and pattern spotting to contribute to the overall work of the Board.

The Board profile is developed in a transparent, systematic and rigorous manner to ensure that the necessary skills are identified to form the best Board and consequently, to identify the best candidates for the Board.

Introduction

In accordance with the provisions of Government Emergency Ordinance no. 109/2011, taking into account the provisions of Article 18 of Annex no. 1 to GD no. 722/2016, the present draft profile of the National Electricity Transmission Company Transelectrica S.A. is prepared.

In accordance with the provisions of art. 1 item 18 of Annex no. 1 to GD no. 722/2016, the Board profile focuses on the process of identifying the capabilities, characteristics and requirements that the Supervisory Board must possess at a collective level, considering the organizational context, the mission, the expectations specified in the letter of expectations and the current or future elements of organisational strategy. The profile also contains the Supervisory Board matrix, which gives an expression of these capabilities that the Board must collectively possess, through a set of competences, skills, other qualifying conditions, to be fulfilled individually and collectively by board members. At the same time, according to the provisions of art. 19 of Annex no. 1 to GD no. 722/2016, the following requirements may be considered for the constitution of the profile of the board members, without limitation:

- a) the minimum knowledge, skills and experience necessary to successfully carry out their mandate as director;
- b) knowledge of the job responsibilities for developing the medium and long-term vision;
- c) the ability to assume responsibilities towards the entire board, integrity and

independence;

- d) the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial literacy, decision making and pattern spotting to contribute to the overall work of the Board.

Article 20 of Annex No 1 to GD No 722/2016 states that the supervisory public authority shall develop a personalised profile of the board in a transparent, systematic and rigorous manner to ensure that the necessary skills are identified to form the best Board and consequently, to identify the best candidates for the Board.

Thus, pursuant to the provisions of Article 23 paragraph (1) of Annex no. 1 to GD no. 722/2016, this draft profile of the Supervisory Board is based on the following components:

- a) analysis of the contextual requirements of the company in general and the Board in particular;
- b) Board profile matrix.

These components must be matched in the requirements related to skills, knowledge, experience and other measurable indicators established so as to meet all the needs for the selection of individual board members or board positions (art. 23, para. 2 of Annex no. 1 to GD no. 722/2016).

About National Electricity Transmission Company Transelectrica S.A.

C.N.T.E.E. Transelectrica S.A. was established as a Romanian legal entity by G.D. no. 627 of 13 July 2000 on the reorganisation of the National Electricity Company CONEL S.A. This decision was issued in accordance with G.D. no. 138/2000 on the restructuring programme in the energy sector, whereby the electricity transmission and dispatching activity was completely separated from the generation, distribution and supply of electricity.

Transelectrica is a company of national and strategic interest, established as a joint-stock company and operates in accordance with Romanian laws and the updated Articles of Association, in force as of 30.03.2023 pursuant to the Extraordinary General Meeting of Shareholders Decision no. 1/26.01.2023.

The Romanian State is a 58.6882% shareholder and the Company is under the authority of the General Secretariat of the Government, being the transmission and system operator in Romania with a key role in the Romanian electricity market. Shares of C.N.T.E.E. Transelectrica S.A. are listed on the Bucharest Stock Exchange under the symbol: TEL. The Company's subscribed share capital is 733,031,420 lei, fully paid up.

In accordance with Law 123/2012 on electricity and natural gas with subsequent amendments and completions (Law 123/2012), the activity of electricity transmission constitutes a public service of national interest.

The company's main activity is based on License no. 161 of 2000, which is valid for 25 years and is subsequently revised by the Decisions of the ANRE President.

The concession over the Power Transmission Network (*RET*) and the land on which it is located was granted for a period of 49 years by the Concession Agreement No 1/29.06.2004,

concluded between the Ministry of Economy, as Concessioning Authority, and C.N.T.E.E. Transelectrica S.A., as Concessionaire.

C.N.T.E.E. Transelectrica S.A. performs the functions of electricity transmission operator, system operator, balancing market administrator, metering operator and capacity allocation operator on interconnection lines.

The core activities are related to infrastructures of strategic importance for the national electricity sector comprising multiple elements of critical infrastructure. Thus, transmission services are supported by the Power Transmission Network (RET) and dispatching activities, including balancing, are supported by dispatching and metering infrastructure.

Transelectrica is certified according to European legislation (EU Directive 72/2009) and national legislation (Law 123/2012) under the "*ownership unbundling*" model.

As an integral part of the European interconnected system, Transelectrica is not only responsible for the operation of the national electricity system (SEN) within safety and quality parameters and for supplying national consumers, but, together with the other European Transmission System Operators, has extended its area of competence and responsibility to the entire Europe (39 TSOs in 35 countries with over 532 million consumers are part of ENTSO-E).

Transelectrica's main activities are:

- electrical power transmission;
- operational management of the National Energy System (SEN);
- organisation and administration of the electricity market;
- the management of the balancing market and the system services market;
- operation of interconnectors and international transit of electrical power, including the administration of the market for the allocation of interconnector capacities;
- administration of the support scheme for high-efficiency cogeneration;
- issuing green certificates on the energy market to renewable electricity producers;
- wholesale electricity metering activity.

In addition, Transelectrica also carries out the following activities:

- operates, refurbishes, upgrades, rehabilitates and develops facilities in the electrical power transmission networks, measuring and metering installations for the transfer of electricity through the electrical power transmission networks and at the interface with the users of the electrical power transmission networks belonging to it, IT and telecommunications facilities in the electrical power transmission networks related to the SEN;
- analyses and approves the fulfilment of the technical conditions for connection by the RET users, in accordance with the technical regulations in force;
- ensures the transmission of electricity measurement results to the relevant centralised market operator and access to the beneficiaries of transmission service for checking the metering groups;
- carries out the operational planning and operational management of the SEN at central and territorial level, based on its own forecast, according to the legal regulations in force on the electricity market;
- authorises the personnel carrying out operational management;

- collects, records and archives statistical data on the functioning of the SEN;
- exchanges information with interconnected operating partners and other energy collaborators in compliance with ENTSO-E regulations on information exchange protocols, reporting, structure and database access procedures;
- qualifies the system service providers, based on their own procedure approved by the competent authority (*National Energy Regulatory Authority - ANRE*);
- develops and submits for approval to the competent authority the specific technical rules and regulations necessary for carrying out operational management, in consultation with electricity market participants;
- draws up, in accordance with the law, the SEN defence plan against major disturbances;
- develops studies, programmes and works on SEN development;
- Every two years, they develop a 10-year Transmission Network Development Plan (TYNDP), which is correlated with the European Ten-Year Network Development Plan (TYNDP) created at the level of ENTSO-E, a cooperation group of European TSOs, which aims to promote the completion and functioning of the European internal electricity market and cross-border trade, and to ensure the optimal management, coordinated operation and sound technical evolution of the European electricity transmission network.

The regulation of Transelectrica's activities is carried out through primary legislation (the national framework being Law no. 123/2012, and the European one being Directive (EU) 2019/944 of the European Parliament and of the Council of 5 June 2019 concerning common rules for the electricity internal market and amending Directive 2012/27/EU and Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019 concerning the internal market in electricity) with subsequent completions and secondary legislation issued by ANRE - materialized in licenses, establishment authorizations, tariff methodologies (such as revenue cap on transmission and cost plus on system operation, tariffs, framework contracts, procedures and others).

The profitability of the business is given by the return on the regulated asset base which depends on the regulated rate of return and the regulated asset base ("BAR"). The business model corresponds to the standard profile of a TSO, a model designed at European level through European energy strategy and legislation, applied in all EU countries and transposed as such into the national legal framework. TSO companies are subject to a European certification process as transmission and system operators.

Currently under ANRE Order 164/07.12.2015, published in O.G. no. 908/08.12.2015, C.N.T.E.E. Transelectrica S.A. is ultimately certified as the transmission and system operator of the national electricity system and operates under the ownership unbundling model. The certification notification was sent to the European Union, which published it in the EU Journal on 08.01.2016, in accordance with art.10 para. (2) of Directive 2009/72/EC. According to the conditions of certification as a transmission system operator under the ownership unbundling model, the shareholders of the Company holding at least 5% of the share capital of the Company will exercise the rights arising from their ownership of the Company's shares in compliance with the provisions of Law 123/2012 regarding the non-exercise, directly or indirectly, of control or a right over an economic operator carrying out any of the production or

supply activities.

Transelectrica, as a transmission and system operator, has a number of responsibilities and obligations arising on the one hand from national legislation and on the other from European legislation, as part of the European ENTSO-E system.

Transelectrica has thus assumed the following **main obligations derived from European legislation**:

- ensuring the operational security of the SEN by maintaining at all times the safe operation of the national electricity system and compliance with the quality standards laid down in the RET Technical Code and the Performance Standard for Electricity Transmission Service and System Service;
- maintaining the balance between electricity demand and production;
- ensuring and maintaining the long-term adequacy of the transport system;
- improving the efficient functioning of the electricity market;
- digitisation of the electricity transmission network;
- guaranteeing adequate means to meet all its obligations.

In this context, the obligation to ensure adequate means for the fulfilment of its obligations is of paramount importance and requires that they be correlated with the levels of responsibility and complexity of the Company's activities on all its internal and external levels.

The company is not allowed to participate in electricity trading except to the extent of the purchase of energy to cover its Own Technological Consumption (CPT) and in the other limited cases provided for in the transmission license.

The company carries out these activities on the basis of regulated tariffs.

By law, free and non-discriminatory access to the RET is allowed to all market participants who meet the requirements of the law, subject to compliance with the rules and performances laid down in the technical regulations in force (regulated third-party access to the RET).

The company manages and operates Romania's electricity transmission system and ensures electricity exchanges with the attached countries, as a member of ENTSO-E (European Network of Transmission System Operators for Electricity) and is responsible for the transmission of electricity, the operation of the system and the electricity market, as well as the safety of the SEN. It is also the main link between electricity supply and demand, constantly balancing energy production with demand.

C.N.T.E.E. Transelectrica S.A. has 4 subsidiaries, as follows:

- ✓ *OPCOM S.A., "Operator of the Electricity and Natural Gas Market".*
 - "OPCOM S.A." was established on the basis of G.D. no. 627/2000, as a subsidiary whose shareholder is C.N.T.E.E. Transelectrica S.A. The company's mission is to provide an organized framework for the conduct of commercial transactions for electricity.
- ✓ *The Company for Telecommunication and Information Technology Services in Electric Transmission Networks "Teletrans" S.A - TELETRANS S.A.* is a subsidiary whose main activity is to provide communication and IT services for the management of electric transmission networks.
- ✓ *The Company for the Maintenance Services of the Electric Transmission Network "Smart"- SA*
 - SMART S.A., was established through the reorganization of C.N.T.E.E. Transelectrica S.A., as a fully owned subsidiary, in accordance with G.D. No

710/2001. SMART S.A.'s scope of business is to carry out overhauls and repairs to primary and secondary equipment in electrical networks, measurements and the repair of incidents in electrical installations.

- ✓ The company *FORMENERG S.A.* - "*FORMENERG S.A.*" is engaged in training personnel in the energy sector. FORMENERG S.A. was established on 1 April 2002 as a fully owned subsidiary of Transelectrica.

One of the major challenges of the coming period, in the context of the implementation of EU legislation in this field, is the implementation of the European Network Codes (8 codes with the status of directly applicable national regulation-legislation), complex documents regulating aspects of the operation of pan-European interconnected electricity systems and the harmonisation and integration of national electricity markets into the European single energy market, with implementation periods ranging from 18 months to 6 years. Within the ENTSO-E structures, Transelectrica is actively involved in the coordinated regional and pan-European implementation of these regulations.

The large volume of installations in the RET requires major upgrading/modernisation and maintenance works, which justifies an increased investment and financial effort, motivated also by the maintenance of quality standards required by technical regulations and existing standards, i.e. the interconnected operation with the European ENTSO-E system. In order to prioritise the upgrading/modernisation and major maintenance actions, an analysis was carried out based on the following criteria: technical condition (age of the installations) and their importance. The investments made so far in RET have led to the establishment of a dispatching infrastructure and the operation of the electricity market (fibre optic network, EMS-SCADA system, telecontribution system for electricity traded on the wholesale market).

The RET Development Plan for the period 2022-2031, approved by ANRE President's Decision no. 1947/02.11.2022, is based on the current state and forecast evolution of consumption, generation and electricity exchanges and has taken into account the Romanian Government's Strategies and Policies, the objectives of the new European Union Policy for Competitive and Secure Energy, studies provided by Transelectrica, the Company's strategies and policies in the field of research and innovation, digitalization, asset management and energy efficiency.

Strategy of the National Power Transmission Company Transelectrica S.A.

Following the EU's accession to the Paris Agreement and with the publication of the Energy Union Strategy, the Union has taken on an important role in the fight against climate change, through the 5 main dimensions: energy security, decarbonisation, energy efficiency, internal energy market and research, innovation and competitiveness.

Today, EU energy policy is based on **three fundamental objectives**:

- *Sustainability* - underlines the EU's concern for climate change by increasing the share of renewable energy by 32%, increasing energy efficiency by 32.5% and interconnecting at least 15% of the EU's electricity systems; at the same time, under the European Green Pact, all 27 EU Member States have committed themselves to take action in order to make EU the first climate neutral continent by 2050. In order to

achieve this goal, emissions are set to be reduced by at least 55% by 2030 compared to 1990 levels;

- *competitiveness* - aims to ensure the effective implementation of the internal energy market;
- *security of energy supply* - aims to reduce the EU's vulnerability to energy imports, supply disruptions, possible energy crises and future energy supply uncertainty.

In order to achieve its main goals, Europe has set out its future policy agenda: joint European action to save energy, diversify sources of supply and transition Europe to clean energy. Full implementation of the proposals in the "Fit for 55" legislative package is one of the EU's major challenges, which will require substantial changes to the European Energy System in the upcoming years.

Energy System Transition in ways compatible with reducing greenhouse gas emissions and increasing competitiveness and security of supply are the main long-term objectives set by the EU, mentioned as targets for the future in the "Fit for 55" programme. To achieve these goals, *significant investments need to be made in new low carbon dioxide emissions technologies, renewable energy, energy efficiency and grid infrastructure.*

Transelectrica is one of the main supporters of regional projects through its work within ENTSO-E, by initiating and participating in regional projects as well as by participating in regional working groups at the level of regulators, market operators and TSOs. Romania remains committed to supporting EU actions, following closely the various legislative initiatives of the European Commission in the field, in the negotiation process at European level, actively involved in meeting the European targets set in the field of energy and climate, the EU strategy on achieving climate neutrality by 2050 at the latest.

To achieve this goal, considerable investment is needed both in the modernisation of systems and technologies for electricity generation, distribution and transmission, and in the way energy is consumed by economic sectors.

As regards the adaptation of the national energy system to the measures that will become mandatory in the medium term (by 2030), **Transelectrica has the role of an aggregator of transformation measures in the energy sector, in conjunction with the transport, environment and economic development sectors.**

The creation of a single European energy market - as a catalyst for achieving these objectives - is one of the main pillars of the European energy strategy. The creation of a single European energy market, also known as *the "European internal electricity market"*, aims to enable any seller of electricity to use its availability to any buyer of electricity to meet its needs, irrespective of the country of origin. The principle of market coupling is based on price, with the flow of energy generally moving from the lower price to the higher price, thus leading to potential equalisation of prices between the two areas, within the limits of cross-border interconnection capacities.

Furthermore, the emphasis is placed on the transition from a predominantly national model of evolution and development of the energy sector to a model of integrated and coordinated development at the European level, which would ensure unitary development at the continental level, but which would also allow the adaptation to national specificities and pursuing the legitimate interests of European states.

In this process of transition from the national to the continental model, the regional level of integration is an intermediate step towards the final objective of trans-European integration.

Within the ENTSO-E structures, Transelectrica is a partner in the elaboration and negotiation of legislative packages applicable to the energy sector. At the national level, Transelectrica plays an essential role in the fulfilment of the energy policy commitments undertaken by our country.

Increasing the degree of integration of renewable energy sources and increasing the level of cross-border interconnectivity of the national transmission system are objectives undertaken at country level, for which Transelectrica plays a key role. In order to meet these major challenges and to fulfil its responsibilities, Transelectrica aims to develop its technical and operational capacity at the pace required by the development of the energy sector at European level.

Electricity transmission networks play a crucial role in achieving European goals, in particular in terms of security of supply for consumers, the formation of the common energy market and the integration of renewable sources. Consequently, **Transelectrica is a strategic partner in the development of the European Transmission Network Development Plan - ETNDP.**

The main European regulations with an impact on Transelectrica's activity are:

1. Directive (EU) 2019/944 concerning common rules for the internal market in electricity;
2. Regulation (EU) 2019/941 on risk preparedness in the electricity sector and repealing Directive 2005/89/EC;
3. Regulation (EU) 2019/943 on the internal market in electricity;
4. Regulation (EU, EURATOM) No 617/2010 concerning the notification to the Commission of investment projects in energy infrastructure within the European Union and repealing Regulation (EC) No 736/96;
5. Regulation (EU) 2018/1504 repealing Regulation (EU) No 256/2014 concerning the notification to the Commission of investment projects in energy infrastructure within the European Union;
6. Regulation (EU) No 347/2013 on guidelines for trans-European energy infrastructure, repealing Decision No 1364/2006/EC and amending Regulations (EC) No 713/2009, (EC) No 714/2009 and (EC) No 715/2009;
7. Delegated Regulation (EU) No 389/2020 amending Regulation (EU) No 347/2013 of the European Parliament and of the Council as regards the list of projects of common interest of the Union;
8. Commission Regulation (EU) No 631/2016 of 14 April 2016 establishing a network code concerning the requirements for connection of generating installations to the grid;
9. Commission Regulation (EU) 2016/1719 of 26 September 2016 laying down guidelines for the allocation of capacity in the long-term market;
10. Commission Regulation (EU) No 1388/2016 of 17 August 2016 establishing a network code for the connection of consumers;

11. Commission Regulation (EU) No 1447/2016 of 26 August 2016 establishing a network code concerning the requirements for the connection to the grid of high-voltage direct current systems and generating plant modules connected to direct current;
12. Commission Regulation (EU) No 1485/2017 of 2 August 2017 laying down guidelines for the operation of the electricity transmission system;
13. Commission Regulation (EU) No 2195/2017 of 23 November 2017 laying down guidelines on balancing the electricity system;
14. Commission Regulation (EU) No 2196/2017 of 24 November 2017 laying down a network code for emergency situations and power system restoration.
15. Commission Regulation (EU) 2015/1222 of 24 July 2015 laying down guidelines on capacity allocation and congestion management.

The energy sector is seen as a strategic sector, the foundation of the economy and a provider of national security. This sector makes a considerable annual contribution to the national economy, having an impact on both GDP growth and territorial development.

" Development and increase of the competitiveness of Romania's economy, improving the quality of life, and caring for the environment are inseparably linked to the development and modernization of the energy system" is the concept behind Romania's energy strategy proposed for the period 2020-2030, with a view to 2050.

According to Romania's Energy Strategy proposed for the period 2020-2030, with a 2050 perspective, the **vision of Romania's Energy Strategy is to grow the energy sector in conditions of sustainability, economic growth and accessibility**, in the context of the implementation of the new legislative package Clean Energy for All Europeans, with the setting of targets for the reduction of greenhouse gas emissions, the integration of renewable energy sources and the increase of energy efficiency, as well as with the perspective of Romania's implementation of the European Ecological Pact 2050. The development of the energy sector is part of Romania's development process.

Using innovative clean technologies in all subsectors of the energy system and maintaining Romania as an energy supplier state; building new production capacities based on state-of-the-art clean technologies; transition from solid fuels (coal, lignite, etc.) to natural gas and renewable energy sources; upgrading and modernising existing production capacities and bringing them into line with environmental standards; strengthening the energy transmission and distribution networks; encouraging decentralised energy production; encouraging growth in domestic consumption under energy-efficient conditions; exports are key objectives contributing to the growth of the energy system.

Romania's energy strategy proposed for the period 2020-2030, with a 2050 perspective, includes eight major objectives, as follows:

1. *Ensuring access to electricity and heating for all consumers;*
2. *Clean energy and energy efficiency;*
3. *Modernisation of the corporate governance system and institutional regulatory capacity;*
4. *Protecting vulnerable consumers and reducing energy poverty;*
5. *Competitive energy markets, the basis of a competitive economy;*
6. *Increasing the quality of energy education and continuous training of skilled human resources;*

7. *Romania, regional energy security provider;*
8. *Increasing Romania's energy contribution to regional and European markets by exploiting national primary energy resources.*

Achieving the strategic objectives requires a rigorous grounding in the reality of the energy sector, with a good understanding of the international context and technological, economic and geopolitical trends.

The *National Integrated Energy and Climate Change Plan 2021-2030* (PNIESC 2021-2030) states that by achieving the decarbonisation target, emissions will be reduced by about 44% by 2030 compared to 2005. The policies and measures envisaged to meet the targets include programmes to reduce GHG emissions and the exploitation of renewable energy sources, legislative changes, promotion of renewable energy efficiency, energy security, regulation of the internal energy market, as well as encouraging investment in research, innovation and competitiveness.

The main regulatory acts governing the energy sector in Romania and having a major impact on the development of RET are:

1. Electricity and Natural Gas Law No 123/2012, as amended;
2. Law No 220/2008 on the establishment of the system for the promotion of energy production from renewable energy sources, republished, with subsequent amendments and additions;
3. Law no. 255/2010 on expropriation for public utility, necessary for the realization of objectives of national, county and local interest, with subsequent amendments and additions;
4. Law No 121/2014 on energy efficiency, as amended and supplemented;
5. Law No 120/2019 on some measures necessary for the execution of works and implementation of projects of national importance on the electricity transmission network, as amended;
6. Government Decision No 557/2016 on risk management.

In the Government Programme 2023 - 2024, the following are specified:

- ❖ Ensuring **energy security** is the key objective of the new energy policy, in line with the European context of a future integrated market.

It will ensure the green transition and digitisation of the energy sector by promoting renewable electricity generation, energy efficiency and technologies. Decarbonisation of energy supply, given the EU target of reducing greenhouse gas emissions by at least 40% compared to 1990 levels, can only be achieved by increasing nuclear generation capacity.

- ❖ At regional level, **energy independence** must be the new strategic objective. In this context, Romania's energy independence becomes a primary goal of the Government.

Romania aims to transpose and implement the European Green Deal, its strategies, plans and key action legislation through the development and implementation of a Green Deal for Romania, which tailors European objectives to national realities and possibilities, so that the

new framework for sustainable, fair and inclusive development ensures an economically efficient, socially sustainable and environmentally sustainable transition focused on competitiveness, innovation and decarbonisation.

The document proposes Green-Deal as the preferred vehicle for reforming and relaunching the European project. Romania's interest is to link the resources dedicated to the green transition with those allocated post-crisis.

As a **strategic objective** assumed by the 2023-2024 Governance Programme, the Company is responsible for ***making investments in the expansion of the electricity transmission network to increase interconnection capacity with neighbouring countries and to be able to take on additional electricity generation capacity from new or renewable sources.***

Transelectrica's new investment programme, presented in the Government Programme 2023-2024, includes, in summary, the following investment projects:

- Integration of renewable generation and new power plants - Dobrogea and Moldova. In addition to the investments currently in progress, new investments are in the preliminary stages of implementation through the integration of wind power plants on the Black Sea coast - in collaboration with SPEEH Hidroelectrica S.A. - in agreement with the European Green Deal. The project will be implemented by a new 300 MW offshore CEE wind power plant, a new 30 MW hydropower plant - CHE Islaz on the Olt river, near its confluence with the Danube, with a pumping capacity of 24 MW, a new 400 kV OHL overhead power line;
- Underground direct current cable for the evacuation of power from the Dobrogea region along the route of the Tuzla-Podișor gas pipeline;
- Underground direct current cable on the BRUA pipeline route;
- Increase of the interconnection capacity of the SEN: the projects foreseen in the Electricity Transmission Network Development Plan contribute to the development of energy markets and regional energy security mechanisms, which will operate according to common EU rules. Regional cooperation is an effective solution to the analysis of the adequacy of energy systems, i.e. to eliminate/minimise significantly the impact in case of energy supply crises.

The main projects foreseen in the Transmission Network Development Plan to increase the capacity available for cross-border trade are:

- Upgrading the 220 kV Resita-Timisoara-Sacalaz-Arad axis to 400 kV - to increase the interconnection capacity of the Romanian, Hungarian and Serbian transmission networks, improving the integration of the electricity and renewables markets;
- A new 400 kV Romania-Hungary overhead interconnection line - Oradea-Józsa, to increase the interconnection capacities of the Romanian and Hungarian transmission networks, improving the integration of the electricity and renewables markets;
- Upgrading RET by continuing ongoing objectives and promoting new investments;
- 400 kV Porțile de Fier - Resita Overhead power line (OHL);
- 400 kV double circuit Reșița-Timișoara-Săcălaz-Arad OHL;
- 400 kV double-circuit Cernavodă-Stâlpul OHL, with an input/output circuit at Gura Ialomiței Station;
- 400 kV double circuit Smârdan-Gutinaș OHL;
- 400 kV Gădălin-Suceava OHL;
- 400 kV Suceava-Bălți (Republic of Moldova) OHL;

- 400 kV Medgidia South-Constanta North OHL;
- Bucharest South - Grozăvești underground power line (UGL);
- 400 kV Domnești – Grozăvești UGL;
- 400/110 kV Grozăvești station;
- 400 kV Isaccea - Tulcea West OHL;
- Closure of the 400 kV Bucharest - Ilfov Ring in the eastern area;
- Reconductoring of the 400 kV South Bucharest-Gura Ialomiței line;
- Reconductoring of the 400 kV South Bucharest-Pelicanu-Cernavodă axis;
- Reconductoring of the 220 kV Gutinaș-Dumbrava-Stejaru-Gheorgheni-Fântânele-Ungheni axis;
- Reconductoring of the 220 kV Urechești-Târgu Jiu Nord-Paroșeni-Baru Mare-Hășdat axis;
- Reconductoring of the 220 kV Portes de Fier-Reșița OHL circuits 1 and 2;
- The transition to 400 kV voltage of the 220 kV Brazi Vest-Teleajen-Stâlpu axis and its reconductoring;
- 400 kV Stâlpu-Brașov OHL;
- New AC and DC lines for the evacuation of onshore and offshore wind power production in the Dobrogea area, respectively the production generated by Unit 3 and Unit 4 of the Cernavodă Nuclear Power Plant, on the Tuzla-Podișor and Podișor- Corbu-Hurezani-Hățeg-Recaș-Horia-Nădlac route;

C.N.T.E.E. Transelectrica S.A. is the national transmission system operator that contributes to the proper functioning of the electricity market, ensuring non-discriminatory treatment of market participants. The company also contributes to the development of the domestic electricity transmission network and interconnection, to the implementation of the national sustainable development policy, acting to support the integration of electricity production based on renewable sources and the limitation of greenhouse gas emissions.

The mission of C.N.T.E.E. Transelectrica S.A. is to ensure the operation of the SEN in conditions of maximum safety and stability, meeting quality standards, thus creating the infrastructure of the national electricity market and guaranteeing, at the same time, regulated access to the electricity transmission network, in conditions of transparency, non-discrimination and fairness for all participants in the electricity market.

The vision of C.N.T.E.E. Transelectrica S.A. is to become the technical and operational authority of the SEN and the key electricity transmission operator in the South-East European region, operating interconnected to ENTSO-E and ensuring the transit of electricity on the regional electricity market.

According to the Law on Electricity and Natural Gas no. 123/2012, as subsequently amended and supplemented, and detailed in the Conditions associated with Licence no. 161/2000 for the transmission of electricity and the provision of system service - Revision 2, issued by the National Energy Regulatory Authority (ANRE) the role of C.N.T.E.E. Transelectrica S.A. is:

- to provide the *public service of electricity transmission* to all users of the electricity transmission network on non-discriminatory terms and conditions, ensuring regulated access to it to any applicant that meets the requirements of the law, subject to the conditions and performances required by the regulations in force;

- to carry out the *system service* on non-discriminatory terms for all users of the National Energy System (SEN) in order to maintain its safe operation and the quality of electricity in accordance with the rules in force;
- to ensure the maintenance, modernisation, upgrading, sustainable development and operation of the national electricity transmission network, its interconnection with the networks of neighbouring countries, the development of telecommunications, data acquisition, monitoring, control, automation and protection networks and systems in order to ensure the high economic efficiency, stability and safe operation of the SEN for a successful energy transition;
- the provision of activities and services not regulated on the competitive market, activities not subject to ANRE (upon setting the transmission tariff), activities carried out at the level of the Company in order to make more efficient use of existing human and material resources and with the aim of attracting additional revenues, other than those strictly related to its core business.

The Company's role is complemented by the energy legislation and energy policies of Romania and the European Union, which have been implemented through the application of the provisions of the third legislative package that focuses on the development of regional electricity markets, the development and efficient operation of interconnection capacities, with a view to the future completion of the European internal electricity market.

At the same time, the activity of C.N.T.E.E. Transelectrica S.A. is also regulated by the primary national legislative framework (company law, capital market regulations, electricity and natural gas law, law on the legal regime of public state property, etc.) as well as by the secondary legislative framework issued by ANRE.

The Company's commitment in the medium and long term is to fulfil in an exemplary and responsible manner its obligation as a public service of national interest, based on a modern and efficient infrastructure system, both transmission and dispatching and support, integrating the latest available technologies (Smart Grid, critical infrastructure protection, etc.).

In the current geostrategic context, increasingly focused on energy as a vector of economic development and provider of national and regional stability and security, Transelectrica must ensure an electricity transmission network capable of supporting progressive decarbonisation and the increasing integration of renewable sources, while guaranteeing efficiency and security of electricity supply in compliance with environmental and climate change regulations.

At the same time, one of Romania's strategic objectives in the energy field, stipulated by the Romanian Energy Strategy for 2020-2030, with a 2050 perspective, is to strengthen Romania's status as a regional supplier of energy security, an objective that requires a long-term approach to the development of the national electricity system, in line with EU objectives in this field.

In this context, the definition of a long-term objective focused on the company's obligations and integrated with Romania's obligations must aim at ensuring a balanced approach to the development of the national energy sector, in line with the current highly complex and volatile international context, which generates new challenges for the national energy system.

The overall long-term objective (2050) assumed by Transelectrica set out in its national

programmatic documents is to ensure the consolidation of Romania's status as a regional provider of energy stability and security.

In the medium term over the period 2023-2027, in the context of the energy transition undertaken at EU level, in order to meet the overall long-term objective, Transelectrica must ensure the resilience and adequacy of the SEN, guarantee the security of electricity supply and the development of the RET. Meeting this objective requires the development of a broad investment programme supported by a diversified financing policy, taking into account the current national and European energy context, as well as the quality standards of the public service provided by Transelectrica.

In order to ensure the achievement of the overall medium-term objective, as a result of the analysis process carried out to determine the implementation modalities, a series of *strategic objectives* have been identified that effectively guide Transelectrica's entire activity:

1. Development and optimisation of RET/SEN by:

- rehabilitation, modernisation and development of RET and increase of the operational safety of RET;
- elimination of structural congestion;
- sustainable development of own infrastructure (investment);
- optimisation of the RET infrastructure operation in order to ensure the quality of the electricity transmitted in accordance with ENTSO-E requirements and the RET Technical Code, limiting the negative impact on the environment to a European acceptable level;
- ensuring that participants have access to the RET, as support of the wholesale electricity market, in a transparent, fair and non-discriminatory manner;
- optimal asset management (new approaches are adopted to modernise and improve technologies alongside conventional ones); ensuring high availability of RET assets by: reducing the number and duration of accidental events and their consequences; as well as reducing the number and duration of preventive maintenance actions through proper planning;
- increased responsiveness to events with a particular impact on the security and operation of the RET; ambitious performance indicators in maintenance and investment contracts;
- integration of advanced technologies (through development and demonstration, new power technologies are introduced that increase the observability, controllability and flexibility of the power network);
- increased flexibility in operation through the use of modern technologies;
- digitalization of the SEN in line with the Company's strategies and policies, ensuring performance growth through the introduction of digital technologies and the development of strategic capabilities (people, assets, structure, processes, etc.);
- optimisation of the maintenance and investment budgets and having these expenses recognised by the regulator;
- reducing own technology consumption in RET;
- improvement of the cooperation with other network operators in the region to exchange information for better management of the SEN.

2. Continuous improvement of the technical and operational performance of the SEN in safe and stable operation

- providing electricity transmission and system service at the level of customer requirements and expectations and performance standards defined in regulations and contracts;
- attracting, retaining and further developing human resources (ensuring an appropriate personnel policy and increasing personnel skills in line with technological progress);
- protecting critical infrastructure by adopting specific cybersecurity measures;
- process optimisation;
- development of the process information system;
- development of the management information system.

3. Integration of renewable and conventional sources ensuring flexibility and stability in operation (for the energy transition period)

- providing the necessary infrastructure to achieve the targets set by the main documents on climate change and sustainable development: Green Deal, PNIESC 2021-2030, RET Development Plan;
- accelerating investment projects and accessing non-reimbursable funds for the development, consolidation and modernisation of RET;
- supporting legislative changes;
- coordinating projects for the integration of renewable and conventional sources.

4. Interconnection with other electricity systems in the region (strengthening the pan-European electricity market)

- increasing interconnection capacity and strengthening infrastructure to ensure the interconnection target of 15% in 2030;
- coordinated network operation and planning (planning, operation and maintenance of the pan-European network is carried out in accordance with common European interests);
- new network architecture (identification of new methods and tools to assess different network expansion options that can cope with high variability in production and demand);
- new network operation and planning (identification of new methods and tools that help system operators and network operators maintain security of supply over different timeframes (from long term to real time); identification of new training tools that allow network operators to coordinate their response to market events);
- European network development and maintenance (an integrated approach is created that allows seamless network development and maintenance using old and new technologies across Europe. Both technical and economic efficiency constraints are taken into account);
- new market incentives and mechanisms (regulatory mechanisms are put in place for an efficient pan-European electricity market with highly variable production and consumption; market incentives help innovative technologies to become competitive in the long term);
- New system services and market models (system services will be adapted to handle large amounts of variable generation from DER. New rules for energy, capacity and balancing markets are developed and demonstrated. These services are provided by different actors connected at different levels of the electricity network).

Powers of the Supervisory Board

The Supervisory Board is entrusted with the performance of all acts necessary and useful for the achievement of the company's scope of business, with the exception of those reserved by law for the General Meeting of Shareholders.

The main tasks of the Supervisory Board are the following:

- a. exercises permanent control over the management of the company by the Board of Directors;
- b. appoints and removes members of the Board of Directors;
- c. verifies the compliance of the company's management operations with the law, the Articles of Association and the resolutions of the general meeting;
- d. report at least once a year to the General Meeting of Shareholders on the supervisory activity carried out.

Members of the Supervisory Board must perform loyally their duties as prescribed by law in the interest of the company (Art. 144¹ of Law 31/1990). The law requires members of the Supervisory Board to attend General Meetings of Shareholders.

According to Law 31/1990, the relationship between the members of the Supervisory Board and the company is governed by the provisions on the mandate and the special rules contained in the Companies Act.

The appointment of the members of the Supervisory Board shall be made by the General Meeting of Shareholders, except for the first members, who shall be appointed by the Articles of Association. In order to be legally valid, the person appointed as a member of the Supervisory Board must accept his appointment.

The context requires that members of the Supervisory Board meet the following contextual requirements:

- to have a good vision of the company's role, its position in the market, the constraints the company faces;
- to have the ability to quickly identify and operationalise optimal solutions that respond effectively to the economic constraints the company faces;
- to have the ability to first analyse different situations, then to make timely and correct decisions, decisions that are as much as possible in the context of society;
- to have the ability to quickly identify and operationalise optimal solutions that effectively respond to the technical, financial, economic and social constraints the company faces;
- to be able to inspire the whole organisation through appropriate measures and actions to make the necessary efforts to achieve strategic objectives;
- to have the ability to establish an organisational culture based on understanding and meeting customer needs, quality and performance.

In addition to these contextual requirements, skills, knowledge and experience mentioned above, members of the Supervisory Board must also meet the following characteristics and conditions:

- to have the minimum knowledge, skills and experience necessary to successfully carry out their director mandate;

- to know the responsibilities of the job and be able to form medium and long-term visions;
- to have the ability to take responsibility for management and demonstrate independence;
- to show integrity, honesty and transparency in their dealings with other members and the company;
- to have the necessary knowledge, skills and experience in constructive criticism, teamwork, communication, financial literacy, decision making and pattern spotting to contribute to the company's activity;
- to have the ability to first analyse different situations, then to make timely and correct decisions, decisions that are as much as possible in the context of the company;
- to establish a managerial culture focused on inspirational leadership, on optimising the performance of the human capital available;
- to be able to inspire the entire company through appropriate measures and actions to make the necessary efforts in order to achieve strategic goals;
- to understand the importance of assessing and mediating organisational risks and be familiar with risk management methodologies and processes.

The Supervisory Board will nominate candidates who do not simultaneously hold more than 2 or 3 mandates as director and/or members on the Board of Directors / Supervisory Board in public companies or enterprises, according to Art. 33 of GEO 109/2011, in conjunction with Art. 12 para. 1 of GEO no. 34/2023. Furthermore, no more than 2 members of the Supervisory Board shall be nominated from among civil servants or other categories of personnel of the public supervisory authority or other public authorities or institutions.

At least two of the positions of the Supervisory Board members with non-economic or legal studies to which candidates with economic or legal studies may also apply will be nominated candidates with at least one year's experience in administration, leadership, management or coordination (as defined by Law no. 31/1990) acquired in a company with the company's main scope of business.

Mandatory minimum general conditions of participation for Supervisory Board positions and optional requirements

I. Common eligibility criteria for all Supervisory Board positions

- a) are Romanian citizens or citizens of other EU Member States, provided they have their domicile or residence in Romania;
- b) have a very good knowledge of Romanian language (written and spoken);
- c) are not in a conflict of interest that would make them incompatible with membership of the Supervisory Board of the company for which they have applied;
- d) is not in one of the situations referred to in Article 30(1)(b). 9 and Article 36 para. 7 of GEO no. 109/2011;
- e) have not been convicted by a final court decision of a crime against humanity, against the State or against authority, corruption and service offences, offences against the administration of justice, forgery, offences against property, offences 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 subsequently amended and completed, or for the offences provided for by Law no. 85/2014 on intentional misconduct that would make it incompatible with the exercise

- of office;
- f) have not been part of any political police activities, as defined by law;
 - g) have full legal capacity;
 - h) are medically fit;
 - i) meet the criteria required by G.E.O. no. 109/2011 on corporate governance of public companies, approved with amendments and completions by Law no. 111/2016 and Government Decision no. 722/2016;
 - j) demonstrate integrity by assuming the conditions for obtaining the ORNISS certificate at the level requested by the company (Law no. 182/2002 on the protection of classified information, the National Standards for the protection of classified information in Romania, approved by Government Decision no. 585/2002, and the Norms on the protection of classified information of the North Atlantic Treaty Organization in Romania, approved by Government Decision no. 353/2002).

II. Specific eligibility criteria

A. For the positions of member of the Supervisory Board with an economics degree

- a) higher education (at least ISCED 6 equivalent) in economics from a higher education institution;
- b) at least 5 years' specific professional experience in the field of economic studies completed and at least 15 years' total length of service;
- c) at least 5 years' administration, leadership, management or coordination experience in public or private entities.

B. For Supervisory Board members with a qualification as financial auditor or at least 3 years' experience in statutory audit or Audit Committees

- a) higher education (at least ISCED 6 equivalent) completed at a higher education institution;
- b) at least 5 years' higher education and at least 15 years' total employment;
- c) at least 5 years' administration, leadership, management or coordination experience in public or private entities.

In application of the provisions of Article 65 para. (3) of Law no. 162/2017, as amended, on the attestation of professional competences in both accounting and statutory audit, at least one member of the Audit Committee must hold the qualification of financial auditor or have at least 3 years of experience in statutory audit acquired through participation in statutory audit assignments in Romania, in another Member State, in an AELS state, in Switzerland or in the United Kingdom of Great Britain and Northern Ireland or in Audit Committees formed at the level of Supervisory Boards of public interest companies / entities, proven with documents.

C. For the positions of member of the Supervisory Board with legal studies

- a) higher education (at least ISCED 6 equivalent) in the field of law, completed at a higher education institution;
- b) at least 5 years' specific professional experience in the field of legal studies completed and at least 15 years' total length of service;
- c) at least 5 years' administration, leadership, management or coordination experience in public or private entities.

D. For Supervisory Board members with non-economic or non-legal studies (candidates with economic or legal studies may also apply)

- a) higher education (at least ISCED 6 equivalent) completed at a higher education institution;

- b) at least 5 years' higher education and at least 15 years' total employment;
- c) at least 5 years' administration, leadership, management or coordination experience in public or private entities.

**E. For Supervisory Board members with non-economic or non-legal studies
(candidates with economic or legal studies may also apply)**

- a) higher education (at least ISCED 6 equivalent) completed at a higher education institution;
- b) at least 5 years' higher education and at least 15 years' total employment;
- c) at least 5 years' experience of administration, leadership, management or coordination in public or private entities, including at least 1 year in the company's main scope of business.

At least two of the positions of member of the Supervisory Board with non-economic or legal studies (to which candidates with economic or legal studies may also apply) will be nominated by candidates with at least one year's experience in administration, leadership, management or coordination (in accordance with the provisions of Law no. 31/1990) acquired in a company with the company's main scope of business

..

Optional criteria

- Postgraduate or Master's degree;
- Experience in dealing with public, regulatory and supervisory authorities in the company's scope of business;
- Experience in carrying out investments or projects in the company's scope of business.
- Capital markets experience;
- Experience in communication and investor relations;
- Experience in building, coordinating and developing personnel teams/ groups and succession planning within them;
- Experience in audit, economics, accounting, finance or legal, risk management;
- Experience in the energy sector;
- At least one year's experience in administration, leadership, management or coordination (as defined by Law no. 31/1990) acquired in a company with the company's main field of activity
- Experience in dealing with European institutions.

Matrix of the profile of the Supervisory Board

In application of the provisions of Article 28 para. (3) and art. 29 of the methodological rules, the purpose of the numerical analysis within the matrix is to clarify the advantages and disadvantages, strengths, areas for development and dimensions of the Board's activity that can be improved, even temporarily, and must contain the following:

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

In addition, in line with the provisions of Art. 31-33 and Annex 1a of the Methodological Rules, the Board Profile Matrix differentiates between mandatory and optional criteria required for a

PROFILE OF THE SUPERVISORY BOARD

NATIONAL ELECTRICITY TRANSMISSION COMPANY TRANSELECTRICA S.A.

competency-based board, identified following the analysis of contextual requirements, and contains a collective minimum threshold level of competency indicators.

Criteria				Mandatory (OB) or Optional (OP)	Weight
1=Novice; 2=Intermediate; 3=Competent; 4=Advanced; 5=Expert					
I. Skills					
	C1. Skills specific to the company's sector of activity	C1.1	Ability to understand and overcome technical and economic activity specific to the scope of business	OB	1
		C1.2	The ability to increase the performance of a transport operator and SEN system	OB	1
		C1.3	Ability to develop, launch and lead national and international strategic importance projects	OB	1
		C1.4	Ability to understand the need for and facilitate the achievement of the investments needed by the company to enable it to achieve its strategic objectives	OB	1
		C1.5	Ability to facilitate the integration into society and the use of quality management principles specific to the scope of business	OB	1
	C2. Professional skills of strategic importance / technique	C2.1	Asset management	OB	1
		C2.2	Strategic planning	OB	1
		C2.3	Leadership	OB	1
		C2.4	Organisation and reorganisation of companies and processes	OB	1
		C2.5	Management through budgets	OB	1
		C2.6	Experience in accessing European funds and obtaining financing from financial banking institutions	OP	1
		C2.7	Risk management	OB	1
	C3. Corporate governance skills	C3.1	Management by objectives	OP	0.8
		C3.2	Ability to interact with public authorities, regulatory and supervisory authorities, shareholders and stakeholders.	OB	1
		C3.3	Social dialogue	OB	1
		C3.4	Performance monitoring	OP	0.8
	C4. Social and personal skills	C4.1	Interpersonal communication at the level of the job requirements	OB	0.7
		C4.2	Institutional communication	OB	1
		C4.3	Representativeness	OB	0.8
	C5. National and international	C5.1	Postgraduate or Master's degree;	OP	1
		C5.2	Experience in interacting with public authorities, regulatory and supervisory authorities in the company's scope of business;	OP	1
		C5.3	Experience in carrying out investments or projects in the company's scope of business.	OB	1
		C5.4	Capital markets experience;	OP	1
		C5.5	Experience in communication and investor relations;	OP	1

		C5.6	Experience in training, coordinating and developing personnel teams/ groups and succession planning within them;	OP	1
		C5.7	Experience in audit, economics, accounting, finance or legal, risk management;	OP	1
		C5.8	Experience in the energy sector.	OB	1
		C5.9	Experience in dealing with European institutions.	OP	1
		C5.10	At least one year's experience in administration, leadership, management or coordination (as defined by Law no. 31/1990) acquired in a company with the company's main scope of business	OP	1
II. Features	C6 Alignment with the letter of expectations of shareholders	C6.1	Understands the processes, programmes and action plans of CNTEE Transelectrica SA in the context established by the public supervisory authority for the implementation of the government strategy in the field	OB	1
		C6.2	Has a vision and understands the need for their contribution in fulfilling the expectations of the supervisory public authority expressed in the letter.	OB	1
		C6.3	Respond with properly formulated objectives to the public supervisory authority's expectations formulated in the letter of expectations	OB	1
		C6.4	Translates the objectives formulated in the Letter of Expectations into concrete actions	OB	1
		C6.5	Respects in its declaration of intent the structure recommended in GD 722/2016	OB	1
		T1	Personal and professional reputation	OB	1
		T2	Independence	OB	1
		T3	Entrepreneurship	OB	1
		T4	Vision	OP	0.8
		CPP1	They are not in a conflict of interest that would make them incompatible with membership of the Supervisory Board of the company for which they applied;	OB	1
III. Prescriptive and proscriptive requirements		CPP2	Is not in one of the situations referred to in Article 30(1)(a). 9 and Article 36 para. 7 of GEO no. 109/2011;	OB	1
		CPP3	They have not been convicted by a final court decision for committing a crime against humanity, against the state or against authority, corruption and service offences, offences against the administration of justice, forgery, offences against property, offences provided for by Law no. 656/2002 for the prevention and punishment of money laundering and for the establishment of measures to prevent and combat the financing of terrorism, as subsequently amended and supplemented, or for the offences provided for by Law No. 85/2014 on intentional procedures that would make it incompatible with the exercise of office.	OB	1
		CPP4	Has not been part of any political police activities, as defined by law;	OB	1
		CPP5	Is in full capacity for office;	OB	1
		CPP6	Is medically fit;	OB	1
		CPP7	<i>For the positions of member of the Supervisory Board with economic studies:</i> They have a higher education (at least ISCED level 6) in the field of economics and at least 5 years of specific professional experience in the field of economic studies completed and at least 15 years of total length of service and at least 5 years of administration, leadership, management or coordination experience in public or private entities.	OB	1

	CPP8	<p><i>For Supervisory Board positions with a qualification as a financial auditor or at least 3 years' experience in statutory audit or Audit Committees:</i></p> <p>They have a higher education (at least ISCED 6 level) and at least 5 years of higher education and at least 15 years of total employment experience and at least 5 years of administrative, leadership, managerial or coordination experience in public or private entities and is qualified as a financial auditor or has at least 3 years of experience in statutory audit acquired through participation in statutory audit assignments in Romania, in another Member State, in an AELS State, in Switzerland or in the United Kingdom of Great Britain and Northern Ireland or in the Audit Committees formed at the level of the Supervisory Boards of companies/entities of public interest, documented.</p>	OB	1
	CPP9	<p><i>For the positions of member of the Supervisory Board with legal studies:</i></p> <p>They have a higher education (at least ISCED level 6) in the</p>	OB	1
		legal field and at least 5 years of specific professional experience in the field of legal studies completed and experience of administration, leadership, management or coordination in public entities or at least 5 years' private service and at least 15 years' total length of service.		
	CPP10	<p><i>For Supervisory Board members with non-economic or legal studies (candidates with economic or legal studies may also apply):</i></p> <p>They have a higher education (at least ISCED level 6) and at least 5 years of higher education and at least 5 years of administration, leadership, management or coordination experience in public or private entities and at least 15 years of total working experience.</p>	OB	1
	CPP11	<p><i>For Supervisory Board members with non-economic or non-legal studies (candidates with economic or legal studies may also apply):</i></p> <p>They have a higher education (at least ISCED level 6) and at least 5 years' experience in higher education and at least 5 years' experience in administration, leadership, management or coordination in public or private entities, of which at least 1 year in the company's main scope of business and at least 15 years' total length of service.</p>	OB	1

I	Skills
C1	Sector-specific skills
C1.1	Ability to understand and overcome specific technical and economic challenges the company's scope of business
<u>Explanation</u>	<p>The ability to understand and correctly integrate the market mechanisms that impact society, actively identify the constraints it faces and implement optimal ways to overcome these constraints.</p>
	<p>Indicators</p> <ul style="list-style-type: none"> - integrates the specificity of the activity - understands the critical points and seek solutions to prevent/ mitigate them
C.1.2	Demonstrated ability to increase a transport operator's performance and SEN system

<u>Explanation</u> Ability to optimise the operation of the company's infrastructure.	Indicators -Integrates the full complexity of the processes carried out within the company -can identify situations where it has intervened to eliminate failures, optimise processes or eliminate losses and has obtained increased yields.
C1.3	Ability to develop, launch and oversee major national and international strategic projects
<u>Explanation</u> Previous exposure (development, implementation, revision, relaunch) on projects in similar field	Indicators - participated in the implementation of relevant projects - played an active role in achieving the goal of those projects - has a set of best practices for implementing such projects - can set consistent benchmarks standards for project implementation practices
C1.4	Ability to understand the need for and facilitate investment necessary to enable the company to achieve its strategic objectives
<u>Explanation</u> Ability to propose the adoption by the company of optimal measures for the performance of investments	Indicators - can identify sources of funding - knows the legal provisions in the field of investments - encourages the organisation to introduce and comply with complex investment management protection standards
C1.5	Ability to facilitate integration into society and use of the of quality management principles specific to the scope of business
<u>Explanation</u> Ability to do due diligence so that in the organization it is implemented and certified or recertified a reliable quality management that is known and used by the entire organisational structure.	Indicators - knows and encourages knowledge of quality standards - analyses, updates and optimises the quality management system - promotes and applies continuous improvement tools - contributes to the certification or recertification of the quality management system - follows up the recommendations resulting from the conclusions of quality auditors - ensures the allocation of the necessary resources for the operation of the quality management system
C2	Professional skills of strategic/technical importance
C2.1	Asset management
<u>Explanation</u> Has the ability to competently participate in the identification of potential projects, feasibility analysis of identified projects, preparation of approved projects, supervision of initial project implementation, closure of implemented projects, correctly using modern and efficient project	Indicators - Identify potential projects operationally - Carefully analyse the feasibility of potential projects - Identify funding sources for potential projects. - Builds and leads high-performance project teams

management tools	<ul style="list-style-type: none"> - Plans and re-plans the project - Develops activity breakdown structure, project charter, etc. - Actively monitors the implementation of projects, taking corrective action if necessary.
C2.2	Strategic planning
<u>Explanation</u>	<u>Indicators</u>
<p>Ability to formulate strategic objectives leading to the achievement of the organisation's mission and vision, as well as to develop action plans to achieve these strategic objectives.</p>	<ul style="list-style-type: none"> - understands the competitive forces that leverage strategic choices - formulates short, medium and long-term strategic objectives, - forecasts the resources needed to achieve these targets - forecasts expected results - develops best-case/ worst-case scenarios
C2.3	Leadership
<u>Explanation</u>	<u>Indicators</u>
<p>The ability to make the members of the organization they lead follow them unconditionally, to achieve the expected results by motivating and empowering employees to exceed their performance limits, to transform an operational objective into a cause to which all employees contribute with great commitment.</p>	<ul style="list-style-type: none"> - evaluates the performance of its employees and uses the result of the evaluation both to reward them appropriately, to make promotion decisions and to encourage them to improve themselves - often uses personal example - has good persuasive skills - inspires its employees in their professional development - protects its team and employees in cases of organisational conflict - sets the direction of action and is a driving force of the organisation - is a promoter of change - is an example of the integration of the organisation's values
C2.4	Organisation and reorganisation of companies and processes
<u>Explanation</u>	<u>Indicators</u>
<p>The ability to cover all the activities that contribute to achieving an objective with the necessary resources, to allocate tasks and responsibilities in accordance with the principles of process organisation, to evaluate the effectiveness of an organisation, to identify organisational errors and to make organisational structures more efficient by rethinking their organisation.</p>	<ul style="list-style-type: none"> - understands and applies the principles of efficient and effective organisation - takes a process approach to organisation - communicates organisational decisions effectively - ensures that all organisational structural elements (organisation charts, process maps, procedures, job descriptions, etc.) are harmonised and brought up to date with the latest organisational decisions - formalises organisational decisions - do not confuses delegation with allocation of tasks.
C2.5	Management by budgets

<u>Explanation</u> Ability to turn a strategic plan into a budget, to consolidate and cascade budgets, to ensure consistent budget execution.		<u>Indicators</u> - actively participated in the annual budgeting activity - experience in budget implementation - budgetary control skills - experience in setting decision limits in budget execution at institutional level.
C2.6	Ability to access European funds and obtain funding from financial banking institutions	
<u>Explanation</u> Successfully attracted European funding Was able to obtain loans to finance investment projects.		<u>Indicators</u> - can identify alternative sources of funding - is able to collaborate in the preparation of a grant application - has experience in gathering the information needed to support the argumentation with creditors regarding the funding needs.
C2.7	Risk management	
<u>Explanation</u> Has the ability to take the necessary steps to ensure that the organisation implements a reliable system for continuously identifying potential risks and preventing their occurrence and reducing their impact.		<u>Indicators</u> - has a systemic approach - correctly understand the potential risk assessment matrix - enables the organisation to map risks - empowers the organisation to create an effective system to reduce both the identified incidence and impact - enables the organisation to certify its risk management system
C3	Corporate governance skills	
C3.1	Management by objectives	
<u>Explanation</u> The ability to set coherent, motivating, SMART objectives for employees and to coordinate them in a system that both secures the company's results and motivates the employees involved. Ability to organize advisory committees, involvement in ethics and integrity issues, cooperation with and oversight of directors activity, compliance with transparency and communication policies, effective implementation of risk management.		<u>Indicators</u> - understands and uses the concept of SMART objectives - interactively sets and formalises objectives - correctly manages the levels of objectives (strategic, operational, team, individual, performance) - encourages the organisation to adopt management by objectives, - continuously monitor the degree to which employees are progressing towards their objectives, - has a successful track record of regular reporting to the implementing body and the management authority
C3.2	Ability to interact with public authorities, regulatory and supervisory authorities, shareholders and stakeholders	

<u>Explanation</u> ability to establish, maintain, and develop cordial relationships based on trust and mutual satisfaction of interests with representatives of authorities or regulatory bodies	<u>Indicators</u> <ul style="list-style-type: none"> - has a wide circle of professional acquaintances - is open to initiating mutually interesting collaborative relationships - has a positive and open approach, based on the principle of balanced reciprocal exchanges - communicates transparently on complex and important topics - skilfully avoids the conflict trap
C3.3	Social dialogue
<u>Explanation</u> Acts consistently with the social interest of company	<u>Indicators</u> <ul style="list-style-type: none"> - continuously highlights and communicates about the social interest that is the common ground between the business interests of the company and the interests of the employees - takes an active part in social dialogue actions - information, consultation, social negotiation
	<ul style="list-style-type: none"> - closely monitors social warning indicators and suggests coherent measures to defuse potential social conflicts - skilfully avoids "union leader" type behaviour and populist but costly solutions - contribute to the motivation of decisions with social impact - advocates empowering company managers to conduct a positive and fluent social dialogue
C3.4	Performance monitoring
<u>Explanation</u> ability to continuously access available information sources, to assess current technical, economic or human performance, to compare it with forecasted performance, to inform about possible gaps and to take appropriate measures to reduce such gaps	<u>Indicators</u> <ul style="list-style-type: none"> - identifies and interrogates various sources of information - establishes sets of key performance indicators which he/she monitors evolving - informs the supervisory authority of the discrepancies found - takes measures to correct the discrepancies - engages the whole organisation in monitoring performance and achieving set performance targets - makes the necessary arrangements for the implementation of integrated, viable and high-performance IT systems - ensures that all hierarchical levels involved work together to eliminate performance gaps
C4	Social and personal skills
C4.1	Interpersonal communication at the level required for the position

<p><u>Explanation</u></p> <p>Ability to communicate verbally, nonverbally and paraverbally accurately, fluently and coherently, interact, motivate and persuade</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - able to express their ideas fluently and coherently - underlines their verbal messages with gestures - has an outfit appropriate to the messages conveyed - shows that it actively listens to its interlocutors - wisely uses the phrasing - uses the correct questioning technique - correctly composes and uses both logical arguments and emotional pseudo-arguments - is able to initiate, maintain and develop relationships based on trust - uses the persuasion process correctly
C4.2	Institutional communication
<p><u>Explanation</u></p> <p>Preparation and transmission through the appropriate channels of information and official documents prepared with clarity and accuracy, within the company or externally, in relation to various other entities.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - draws up compliant and clear documents - has the ability to synthesise and present information of any nature in a balanced and correct manner - is able to choose and correctly use various institutional media channels.
C4.3	Representativeness
<p><u>Explanation</u></p> <p>Ability to represent the company in the various environments with which it is in contact, to showcase the achievements and good practices developed within the company, contributing to promoting a good image of the company and increasing its notoriety.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - expresses itself positively towards the company - takes every opportunity to share the achievements and best practices of the company with others - takes a stand when they see defamatory information about the company. - contribute with their personal brand to strengthening the company's brand, both outside the company in various professional circles and within the company in the relationship with various social dialogue partners.
C5	National and international experience
C5.1	Postgraduate or Master's degree;
<p><u>Explanation</u></p> <p>It can be found by the analysis of the documents describing and certifying the course of studies completed</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - there are mentions of having completed postgraduate or master's studies.
C 5.2	Experience in interacting with public, regulatory and supervisory authorities in the company's scope of business;
<p><u>Explanation</u></p> <p>Has gained experience in dealing with public authorities, regulatory and supervisory authorities in the scope of business of CNTEE Transelectrica S.A.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - previous experience in dealing with public authorities, regulatory and supervisory authorities in the scope of business of CNTEE Transelectrica S.A.. - the responsibilities for representation and interaction with various specified stakeholders, as set out in the attached documents.
C5.3	Relevant experience in carrying out investments or projects in the company's scope of business

<u>Explanation</u> In their previous roles they were directly involved in the implementation of major investment projects.	<u>Indicators</u> - responsibilities and participation in investment projects clearly presented in the CV or other attached documents.
C5.4	Capital markets experience;
<u>Explanation</u> In their previous roles they have had direct involvement in the capital markets area	<u>Indicators</u> - the responsibilities for representation and interaction with various specified stakeholders, as set out in the attached documents.
C5.5	Experience in communication and investor relations;
<u>Explanation</u> In previous roles, they had direct involvement in the communication and investor relations process	<u>Indicators</u> - the responsibilities for representation and interaction with various specified stakeholders, as set out in the attached documents.
C5.6	Experience in building, coordinating and developing personnel teams/ groups and succession planning within them;
<u>Explanation</u> In previous roles, had direct involvement in the formation, coordination and development of personnel teams/ groups and succession planning within them	<u>Indicators</u> - responsibilities for training, coordinating and developing personnel teams/ groups and succession planning within them
C5.7	Experience in audit, economics, accounting, finance or legal, risk management.
<u>Explanation</u> In previous roles they have gained experience in audit, economics, accounting, finance or legal, risk management	<u>Indicators</u> - Experience in audit, economic, accounting, financial or legal, risk management clearly presented in the CV or other attached documents.
C5.8	Experience in the energy sector.
<u>Explanation</u> In their previous roles they gained experience in the energy sector.	<u>Indicators</u> - experience in the energy sector clearly presented in the CV or other attached documents.
C5.9	Experience in dealing with European institutions.
<u>Explanation</u> In their previous roles they gained experience in dealing with European institutions.	<u>Indicators</u> - experience in dealing with European institutions clearly presented in the CV or other attached documents.
C5.10	At least one year's experience in administration, leadership, management or coordination (as defined by Law No 31/1990) acquired in a company in the field of electricity transmission.
<u>Explanation</u> In the previously held roles, has at least one year of experience in administration, leadership, management or coordination (as defined by Law no. 31/1990) acquired in a company with the company's main scope of business	<u>Indicators</u> - at least one year's experience in administration, leadership, management or coordination (as defined by Law no. 31/1990) acquired in a company with the company's main scope of business clearly presented in the CV or other attached documents

C6	Alignment with shareholders' letter of expectations	
C6.1	Understands CNTEE Transelectrica SA's processes, programs and action plans in the context established by the public supervisory authority for the implementation of the government strategy in the field	
<u>Explanation</u> Alignment of the personal vision of their mission within the future Board of Directors with the role and responsibilities assigned, as well as aligning their personal profile with that of a director		<u>Indicators</u> - demonstrates that it is aware of the expectations expressed by shareholders in the letter of expectations - refers to the company's strategic framework - refers to the economic and social context of company demonstrates the contribution they claim to have in achieving the company's strategic objectives.
C6.2	Has a vision and understands the need for their contribution in fulfilling the expectations of the supervisory public authority expressed in the letter.	
<u>Explanation</u> Makes a proper connection between their professional attributes and the needs arising from the organizational context, highlighting the contributions they can make to the future activities of the company.		<u>Indicators</u> - explicitly presents the organisational needs for their role - highlights the most important contributions that they can bring after nomination.
C6.3	Respond with properly formulated objectives to the public supervisory authority's expectations formulated in the letter of expectations	
<u>Explanation</u> Present in logical sequence the objectives proposed by the APT, the objectives they propose in their statement, and the expected results.		<u>Indicators</u> - formulates SMART objectives - attaches key performance indicators to each objective that measure progress towards their achievement - sets realistic targets for these KPIs.
C6.4	Translates the objectives set out in the Letter of Expectations into concrete actions	
<u>Explanation</u> Has the ability to outline the actions required to achieve the formulated objectives		<u>Indicators</u> - develops a clear and simple action plan
C6.5	Respects in its declaration of intent the structure recommended in GD 722/2016	
<u>Explanation</u> They draw up their declaration using the structure indicated in GD 722/2016.		<u>Indicators</u> - respects the specified structure.
II	Features	
T1	Personal and professional reputation	

<p><u>Explanation</u></p> <p>Ability to have an appropriate behavior for the position</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - The candidate has not been convicted of committing a crime with intent; - the candidate has not been the subject of a preventive measure involving deprivation or restriction of liberty in the context of criminal proceedings, if an investigation is being carried out into the commission of a criminal offence with intent; - the candidate has not been subject to the additional penalty and/or the accessory penalty of disqualification; - the candidate was not subject to a security measure prohibiting the exercise of professional activities; - the candidate has not been disciplined or administratively sanctioned by other Romanian or foreign authorities, institutions or bodies in the company's scope of business, for matters of a professional nature; - the candidate has not been restricted from carrying out activities in the company's scope of business by Romanian or foreign authorities, institutions or bodies in the company's scope of business.
T2	Independence
<p><u>Explanation</u></p> <p>Ability to have a certain level of independence in relation to the authority</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - designs action plans to implement strategies - supports points of view with arguments when faced with divergent opinions - requests clarification and additional information in clarification of differences
T3	Entrepreneurship
<p><u>Explanation</u></p> <p>Ability to identify opportunities and and take action to solve problems with the goal of achieving profitability.</p>	<p><u>Indicators</u></p> <ul style="list-style-type: none"> - identifies solutions to maximize the superior utilization of available resources and presents these solutions passionately - is committed to continuous improvement in the performance level of resources - demonstrates the achievement of the proposed objectives

T4	Vision
<u>Explanation</u> Ability to formulate a personal purpose, identity and distinctive personal capabilities	<u>Indicators</u> - has a personal goal from a professional perspective - shows distinct professional identity - shows personal capabilities that lead to the achievement of the goal
III	Prescriptive and proscriptive requirements
CPP1	They are not in a conflict of interest that would make them incompatible with membership of the Council Supervisory Board of the company for which they applied;
Elimination criterion	YES/NO
CPP2	Is not in one of the situations referred to in Article 30 para. 9 and Article 36 para. 7 of GEO no. 109/2011;
Elimination criterion	YES/NO
CPP3	Has not been convicted by a final court decision for committing a crime against humanity, against the state or against authority, corruption and service offences, offences against the administration of justice, forgery, offences against property, offences provided for by Law no. 656/2002 for the prevention and punishment of money laundering and for the establishment of measures to prevent and combat the financing of terrorism, as subsequently amended and supplemented, or for the offences provided for by Law No. 85/2014 on intentional misconduct that would make it incompatible with the exercise of office;
Elimination criterion	YES/NO
CPP4	Has not been part of any political police activities, as defined by law;
Elimination criterion	YES/NO
CPP5	Is in full capacity for office;
Elimination criterion	YES/NO
CPP6	Is medically fit;
Elimination criterion	YES/NO
CPP7	<i>For the positions of member of the Supervisory Board with economic studies:</i> They have a higher education (at least ISCED 6 level) in the field of economics and at least 5 years of specific professional experience in the field of economic studies and at least 5 years of administration, leadership, management or coordination experience in public or private entities and at least 15 years of total length of service.
Elimination criterion	YES/NO
CPP8	<i>For Supervisory Board positions with a qualification as a financial auditor or at least 3 years' experience in statutory audit or Audit Committees:</i> They have a higher education (at least ISCED level 6), at least 5 years of higher education and at least 15 years of total length of service and administration, leadership, management or

	coordination experience in public or private entities for at least 5 years and has a qualification as a financial auditor or at least 3 years of experience in statutory audit acquired through participation in statutory audit assignments in Romania, another Member State, an AELS State, Switzerland or the United Kingdom of Great Britain and Northern Ireland or in Audit Committees formed at the level of Supervisory Boards of companies/entities of public interest, documented.
Elimination criterion	YES/NO
CPP9	<p><i>For the positions of member of the Supervisory Board with legal studies:</i></p> <p>They have a higher education (at least ISCED level 6) in law and at least 5 years' specific professional experience in the field of legal studies and at least 5 years' experience of administration, management, management or coordination in public or private entities and at least 15 years' total length of service.</p>
Elimination criterion	YES/NO
CPP10	<p><i>For Supervisory Board members with non-economic or non-legal studies (candidates with economic or legal studies may also apply):</i></p> <p>They have a higher education (at least ISCED 6 level) and at least 5 years of higher education and at least 5 years of administrative, managerial, management or coordination experience in public or private entities and at least 15 years of total length of service.</p>
Elimination criterion	YES/NO
CPP11	<p><i>For Supervisory Board members with non-economic or non-legal studies (candidates with economic or legal studies may also apply):</i></p> <p>They have a higher education (at least ISCED level 6) and at least 5 years of higher education and at least 5 years of experience in administration, leadership, management or coordination in public or private entities, including at least 1 year in the company's main scope of business, and at least 15 years of total length of service.</p>
Elimination criterion	YES/NO