

Translation from Romanian

**Announcement for the Recruitment and Selection**  
**of**  
**DIRECTORS**  
**in**  
**S.C. COMPLEXUL ENERGETIC HUNEDOARA S.A.**

**March the 4<sup>th</sup>, 2013**

The Office for State Ownership and Privatization in Industry (OPSPI) selected the partnership made-up of S.C. Quest Advisors S.R.L. and S.C. Transearch International S.R.L., to assist the Ministry of Economy, through OPSPI, in the recruitment process of the candidates - members of the Board of Directors of S.C. COMPLEXUL ENERGETIC HUNEDOARA S.A.

S.C. Complexul Energetic Hunedoara S.A. was established on 01.11.2012 following a merger by amalgamation (*ro: fuziune prin contopire*) of S.C. Electrocentrale Deva S.A. with S.C. P.E.E.T. Electrocentrale Paroseni S.A. process carried out in accordance with the provisions of Government Decision no. 1023/2011 and Commercial Law no.31/1990 republished, as subsequently amended and supplemented, with a share capital of Lei 203,396,080 and sole shareholder the Romanian State through the Ministry of Economy.

On 26.02.2013 the extraordinary General Meetings of the Shareholders of S.C. Complexul Energetic Hunedoara S.A. and S.N. a HUILEI S.A. Petrosani approved the launch of the merger process for the two companies.

S.N. a HUILEI S.A. Petrosani was established on 18.12.2012 on the structure of viable mines within Compania Nationala a Huilei S.A. (EM Livezeni, EM Lonea, EM Vulcan, EM Lupeni, Statia Centrala de Salvare Miniera, Exploatarea de preparare a Carbunelui Valea Jiului), with a share capital of Lei 513,521,630 and sole shareholder the Romanian State through the Ministry of Economy.

## **Responsibilities of the Directors**

The full list of responsibilities of the Board of Directors may be found in the company's Articles of Incorporation, the Companies Law 31/ 1990, republished, as subsequently amended and supplemented, and G.E.O. no.109/ 2011 regarding corporate governance of public enterprises.

Within the recruitment and selection process for Directors, applications may be submitted by Romanian or foreign individuals, or legal entities registered in Romania or other States, that have experience in the administration/management of profitable public enterprises or profitable commercial companies, active in the same area of activity as the concerned public company.

### **Recruitment and selection criteria**

- Minimum 10 years' professional experience, of which minimum 5 years in administration/ management/ coordination positions;
- Academic degree;
- Knowledge of Romanian or of an internationally used language;
- Legal persons will be specialised in business administration in the energy sector, having minimum 5 years' experience;
- Experience, for individuals or legal entities, in administration/management/coordination positions in companies having a turnover of minimum Euro 200 million or 1000 employees or holding a key-role in projects with a minimum value of Euro 50 million.

### **Compliance with the following is considered a plus:**

- Knowledge of English is a plus in the case of Romanian individuals/representatives of Romanian legal entities;
- Knowledge of Romanian is a plus in the case of foreign individuals/representatives of foreign legal entities;
- Specialisation/Master's degree in: management/ marketing/ law/ economics/ technical studies;
- Knowledge of the legislation applicable to the public enterprise's area of activity;
- Knowledge in the field of capital markets and relation with the investors;
- Relevant experience at both local and international level;
- Experience in the relationship with public authorities, regulatory and supervisory authorities in the energy field.
- Knowledge of corporate governance;
- Proven strategic vision;
- Interpersonal communication skills;
- Professionalism.

### **Rules concerning the selection process**

- No more than 2 (two) members may be selected from among the civil servants or other categories of personnel of the Ministry of Economy – as supervisory public authority, or of other public authorities or institutions;

- At least one of the selected persons must have minimum 5 years' experience in the field of energy;
- At least one of the members of the Board of Directors must have economic studies and minimum 5 years' experience in economics, accounting, audit or finance;
- An individual may simultaneously have a maximum of 5 mandates as director and/ or member of the supervisory board of joint-stock companies/ public undertakings headquartered in Romania;
- Avoidance of conflicts of interest or incompatibility is a must in the selection of candidates;
- The majority of members selected in the Board of Directors must be non-executive and independent directors within the meaning of article 138<sup>2</sup> of Law no. 31/1990.

**Application documents required from individuals:**

1. List of documents;
2. Curriculum Vitae;
3. „Technical proposal”- the candidate shall detail therein how they meet each criterion specified in the Announcement for selection;
4. At least two letters of recommendation;
5. Conflict of interest statement (Form no. 1);
6. Statement on whether they are „independent” within the meaning of Article 138<sup>2</sup> of Companies Law 31/ 1990 republished as subsequently amended (Form no. 2);
7. Statement regarding the lack of criminal record (Form no. 3);
8. Statement on the non-registration on the list of directors whose mandates were revoked due to reasons imputable to the directors themselves (Form no. 4);
9. Copy of the identity document.

**Documents required for the application of legal entities:**

- Presentation of the company and similar projects, as detailed as possible;
- Documents proving the turnover realised from the object of activity of business administration;

- Presentation of the representative to be appointed, accompanied by the corresponding documents required for the application of individuals;
- Criminal record and tax record or an equivalent document;
- Company's details or a similar document indicating the Company's object of activity, company's duration and the fact that the Company is operational (namely that it is not undergoing bankruptcy proceedings based on a decision issued by an insolvency practitioner, is not undergoing insolvency proceedings, has not entered into an agreement with its creditors);
- Statutory declaration of the absence of any conflict of interest.

The candidatures and documents hereby requested will be sent/submitted, with acknowledgement of receipt, no later than April the 2<sup>nd</sup>, 2013, 4:00 p.m., in hard copy, in a closed and sealed envelope, bearing the mention: „Procedura de recrutare și selecție pentru poziția de Administrator al S.C. COMPLEXUL ENERGETIC HUNEDOARA S.A., Nume Prenume” (*Procedure for the recruitment and selection of the position of Director of S.C. COMPLEXUL ENERGETIC HUNEDOARA S.A., Surname Name*), to the address Secretariatul O.P.S.P.I., Calea Victoriei, nr. 152, et. 5, camera 515, sector 1, Bucuresti, cod poștal 010096, România (The Secretariat of O.P.S.P.I., 152 Calea Victoriei, 5th floor, room 515, district 1, Bucharest, postal code 010096, Romania) and in electronic format, to the e-mail address [aplicatii.cenhunedoara@questadvisors.eu](mailto:aplicatii.cenhunedoara@questadvisors.eu).

All application documents hereby requested must be submitted in hard copy.

Impossibility to send all requested documents in hard copy, before the above-mentioned deadline, entails exclusion from the recruitment and selection procedure.

By submission of the application, the candidates give their implicit consent to have their personal data processed for the recruitment and selection procedure.

The supervisory body reserves the right to interview only the selected candidates and to give up the selection process at any time during the procedure.

The candidates selected for the interview may be requested additional documents in support of their experience or professional status.

The candidates participating in the selection process must take into account that, further to the selection process, the Shareholder's General Meeting of the commercial company appoints the Directors, at the proposal of the shareholder, the Ministry of Economy.