



CANDIDATE PROFILE

for the position of Administrator of ANTIBIOTICE S.A.

8/29/24

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1. About the Candidate Profile

In accordance with the provisions of Art.14 of GD no. 639/2023, the Candidate Profile is composed of two components:

a) Description of the candidate's role, derived from the contextual requirements of the public enterprise and from the Letter of Expectation; The Management Board members must have, collectively and individually, adequate knowledge, skills and experience to be able to understand the actions taken by the Company, including their main risks, and to make informed decisions on all aspects on which they must decide according to their competences.

They must at all times have a good reputation, knowledge, skills appropriate to the nature, expansion and complexity of the Company and to the responsibilities entrusted to them and must carry out their activity in accordance with the prudent and sound good practices.

Each member of the Management Board must exercise his/her responsibilities with honesty, integrity and objectivity in order to effectively discuss the decisions made by directors, when necessary, and to effectively control and monitor the process of making those decisions.

b) Description of the selection criteria.

2. Roles of the positions (names of the positions)

Administrator 1

Eligibility conditions:

- higher education completed with a bachelor's degree in economics, proven with documents;
- minimum 10-year experience in the specialty (economic field);
- minimum 10-year professional experience in companies with a turnover of at least 50 million Euro;
- minimum 10-years experience in management positions in commercial companies or autonomous administrations;
- previous experience as a management board member;
- minimum 10-year experience in the company's field of activity, "manufacture of basic pharmaceutical products";
- he/she is not in a conflict of interest that would make him/her incompatible with exercising the duties specific to the position for which he/she applied;
- he/she is not in any of the situations provided for in art. 30, para. 9 and art. 36, para. 7 of the GEO no. 109/2011;
- he/she has not been definitively convicted by a court decision for committing a crime against humanity, against the state or against authority, corruption and official offenses, offenses against the administration of justice,

forgery, offenses against property, for offenses provided for by Law no. 129/2019 on preventing and sanctioning the money laundering, as well as on setting the measures to prevent and combat the financing of terrorism, with subsequent amendments and completions, or for offenses provided for by Law no. 85/2014 on procedures committed with intent that would make him/her incompatible with the exercise of the position;

- she/he did not engage in political policing, as defined by law;
- he/she has full capacity to exercise;
- medically fit;
- he/she is not registered in the tax offence record;
- he/she is not registered in the criminal record;
- he/she meets the criteria required by GEO. no. 109/2011 on the corporate governance of public enterprises, with subsequent additions and amendments, respectively: art. 4, art. 28 para. (1), (3), (5), (6) and (7), art. 30 para. (9), art. 33.

Specific skills required

Sector-specific skills

- Ability to integrate into the organization the principles of action and the methods of organization and operation specific to the production of medicines;
- Ability to optimally manage the company by harmonizing the interests of business partners with the company's interests;
- Ability to find and adopt viable solutions to ensure a modern infrastructure and a material base sufficient to allow the optimal operation of the company;
- Ability to ensure an optimal organizational structure;
- Ability to ensure an optimal structure of the Internal Management Control System.

Professional skills of strategic importance

- Organization and reorganization of the company and its processes
- Business analysis
- Organizational digitalization
- Negotiation

Corporate governance skills

- Management by objectives;

- Business sustainability management;
- Integration of corporate governance legislation into actions.

Social and personal skills

- Interpersonal and institutional communication in line with the position requirements.

Local and international experience

- National administration or management experience;
- International administration or management experience.

Alignment with the Letter of Expectation (according to the matrix)

Traits

- Personal and professional reputation
- Integrity
- Independence
- Political exposure
- Rigor
- Results orientation
- Synthesis capacity

Administrator 2

Eligibility conditions:

- a) higher education and experience in the field of engineering, economics, social, legal sciences or in the company's field of activity for at least 7 years (proven with documents); the higher education in the company's field of activity will be proven with copies of bachelor's degrees related to one of the following specializations: Faculty of Pharmacy or Faculty of Chemistry;
- b) minimum 12-month experience in managing companies or autonomous administrations, proven with documents;
- c) he/she is qualified as a financial auditor according to a document issued by the competent authority in Romania, from another Member State, from a member state of the European Free Trade Association, from Switzerland or United Kingdom of Great Britain and Northern Ireland, according to the law and/or he/she has at least 3 years of experience in statutory audit, acquired through participation in statutory audit missions in Romania, in another Member State, in an EFTA State, in Switzerland or in United Kingdom of Great Britain and Northern Ireland, or in the audit committees of the management boards /supervisory boards of some companies/ public interest entities, proven with documents, or

- d) he/she is not in a conflict of interest that would make him/her incompatible with exercising the duties specific to the position for which he/she applied;
- e) he/she is not in any of the situations provided for in art. 30, para. 9 and art. 36, para. 7 of GEO no. 109/2011;
- f) he/she has not been definitively convicted by a court decision for committing a crime against humanity, against the state or against authority, corruption and official offenses, offenses against the administration of justice, forgery, offenses against property, for offenses provided for by Law no. 129/2019 on preventing and sanctioning the money laundering, as well as on setting the measures to prevent and combat the financing of terrorism, with subsequent amendments and completions, or for offenses provided for by Law no. 85/2014 on procedures committed with intent that would make him/her incompatible with the exercise of the position;
- g) he/she did not engage in political policing, as defined by law;
- h) he/she has full capacity to exercise;
- i) medically fit;
- j) he/she is not registered in the tax offence record;
- k) he/she is not registered in the criminal record;
- l) he/she meets the criteria required by GEO. no. 109/2011 on the corporate governance of public enterprises, with subsequent additions and amendments, respectively: art. 4, art. 28 para. (1), (3), (5), (6) and (7), art. 30 para. (9), art. 33 and art. 34 alin. (1), (3) and (4¹).

Specific skills required

Sector-specific skills

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- Ability to optimally manage the company by harmonizing the interests of business partners with the company's interests;
- Ability to find and adopt viable solutions to ensure a modern infrastructure and a material base sufficient to allow the optimal operation of the company;
- Ability to ensure an optimal organizational structure;
- Ability to ensure an optimal structure of the Internal Management Control System.

Professional skills of strategic importance

- Organization and reorganization of the company and its processes

- Business analysis
- Organizational digitalization
- Negotiation

Corporate governance skills

- Management by objectives;
- Business sustainability management;
- Integration of corporate governance legislation into actions.

Social and personal skills

- Interpersonal and institutional communication at the level of job requirements

Local și international experience

- National administration or management experience

Alignment with the Letter of Expectation

Traits

- Personal and professional reputation
- Integrity
- Independence
- Political exposure
- Rigor
- Results orientation
- Synthesis capacity

Administrators 3, 4, 5, 6 and 7

Eligibility conditions :

- a) higher education and experience in the field of engineering, economics, social, legal sciences or in the company's field of activity for at least 7 years (proven with documents); the higher education in the company's field of activity will be proven with copies of bachelor's degrees to one of the following specializations: Faculty of Pharmacy or Faculty of Chemistry;
- b) minimum 12-month experience in managing companies or autonomous administrations, proven with documents;

- c) they are not in a conflict of interest that would make them incompatible with exercising the duties specific to the position for which they applied;
- d) they are not in any of the situations provided for in art. 30, para. 9 and art. 36 para. 7 of GEO no. 109/2011;
- e) they have not been definitively convicted by a court decision for committing a crime against humanity, against the state or against authority, corruption and official offenses, offenses against the administration of justice, forgery, offenses against property, for offenses provided for by Law no. 129/2019 on preventing and sanctioning the money laundering, as well as on setting the measures to prevent and combat the financing of terrorism, with subsequent amendments and completions, or for offenses provided for by Law no. 85/2014 on procedures committed with intent that would make them incompatible with the exercise of the position;
- f) they did not engage in political policing, as defined by law;
- g) they have full capacity to exercise;
- h) medically fit;
- i) they are not registered in the tax offence record;
- j) they are not registered in the criminal record;
- k) they meet the criteria required by GEO. no. 109/2011 on the corporate governance of public enterprises, with subsequent additions and amendments, respectively: art. 4, art. 28 para. (1), (3), (5), (6) and (7), art. 30 para. (9), art. 33.

Specific skills required

Sector-specific skills

- Ability to integrate into the organization the principles of action and the methods of organization and operation specific to the production of medicines;
- Ability to optimally manage the company by harmonizing the interests of business partners with those of the company;
- Ability to find and adopt viable solutions to ensure a modern infrastructure and a material base sufficient to allow the optimal operation of company;
- Ability to ensure an optimal organizational structure;
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Professional skills of strategic importance

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Social and personal skills

- Interpersonal and institutional communication in line with the position requirements

Local și international experience

- National administration or management experience

Alignment with the Letter of Expectation

Traits

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3. Selection criteria

Within the recruitment and selection procedures carried out in accordance with the provisions of applicable corporate governance legislation, three types of criteria are used:

1. **eligibility criteria** – initial requirements whose compliance allows the candidates' access to the selection procedure; these are individual criteria;
2. **nomination criteria** – legal requirements imposed by applicable legislation, which refer to the structure of a management board; these are collective criteria;
3. **evaluation criteria** - skills and traits of candidates required to successfully perform the role assigned to them; these are individual criteria.

These criteria are presented in the board matrix grouped in the following chapters:

- Sector-specific skills;
- Skills of strategic/technical importance;
- Corporate governance skills;
- Social and personal skills;
- Traits;
- Alignment with the Letter of Expectation;
- Prescriptive and proscriptive criteria.

Neither traits nor competency criteria are eliminatory.

Eligibility criteria / proscriptive criteria are a mix of requirements, generated either by applicable legal provisions, or by the company's constituent documents, or by the shareholders' expectations expressed through the Letter of Expectation, or by requirements explicitly expressed by decision-makers in the recruitment process.

Thus, the candidates included in the recruitment and selection process for the positions of administrators must cumulatively meet the following general eligibility criteria:

- a) They have higher education and at least 7-year experience in the field of engineering, economics, social sciences, law or in the field of activity of the respective public enterprise.
- b) They have a CAFR certification as a financial auditor or at least 3-year experience as a member of audit committees; this criterion is valid for the position of administrator with expertise in the field of financial audit.
- c) They are not in a conflict of interest that would make them incompatible with exercising the duties specific to the position for which they applied.
- d) They are not in any of the situations provided for in art. 30, para. 9 and art. 36 para. 7 of GEO no. 109/2011.
- e) They have not been definitively convicted by a court decision for committing a crime against humanity, against the state or against authority, corruption and official offenses, offenses against the administration of justice, forgery, offenses against property, for offenses provided for by Law no. 129/2019 on preventing and sanctioning the money laundering, as well as on setting the measures to prevent and combat the financing of terrorism, with subsequent amendments and completions, or for offenses provided for by Law no. 85/2014 on procedures committed with intent that would make them incompatible with the exercise of the position.
- f) They did not engage in political policing, as defined by law.
- g) They have full capacity to exercise.
- h) They are medically fit.
- i) They are not registered in the tax offence record.
- j) They are not registered in the criminal record.

- k) They meet the criteria required by GEO. no. 109/2011 on the corporate governance of public enterprises, with subsequent additions and amendments..

Prescriptive criteria are optional, "nice-to-have" requirements that represent an advantage of the candidate over other candidates; these are individual criteria.

The nomination criteria are:

1. The majority of the Management Board members will be independent administrators;
2. At least one third of all administrators are women and at least one third of all administrators are men;
3. At most two of the board members may be civil servants or other categories of staff within the Public Guardianship Authority or other public institutions or authorities.