

## **Announcement for the Selection of Independent Board Members of BALTPOOL, UAB, a company of the EPSO-G, UAB group of companies**

**UAB “EPSO-G” announces a selection process of two independent Board members of BALTPOOL, UAB in the areas of service development and international expansion.**

**You can find the essential information on the selection process and the requirements for applicants. Information on the selection is also published on the website of BALTPOOL, UAB, legal entity code 302464881 (hereinafter referred to as Baltpool or the Company) [www.baltpool.eu](http://www.baltpool.eu), on the website of EPSO-G, UAB (hereinafter referred to as EPSO-G or the parent company) [www.epsog.lt](http://www.epsog.lt) and on the website of the [Public Enterprise Management and Coordination Centre](#).**

### **General information**

The Company is 67% owned by EPSO-G and 33% owned by the minor shareholder AB “KN Energies”, AB (hereinafter referred to as “KN Energies” or the “Minor shareholder”). EPSO-G is 100% owned by the Ministry of Energy of the Republic of Lithuania, 72.43% of the shares of KN Energies are owned by the Ministry of Energy of the Republic of Lithuania, 27.53% of the shares are owned by other shareholders. Expectations of the Ministry of Energy of the Republic of Lithuania regarding EPSO-G and its subsidiary companies, including the Company, are set out in the [Shareholder’s Expectations Letter published on the website of EPSO-G regarding the goals of the state and requirements for EPSO-G, UAB](#).

The strategy and other relevant documents of the Company are available on the website of the Company [Baltpool Strategy 2030 \(in Lithuanian language\)](#).

### **Information about the Board**

The Board of the Company consists of 5 (five) members. The members of the Board are elected for a term of 4 years by the General Meeting of Shareholders, to which the Board is accountable. In order to ensure adequate shareholder representation, good governance practices and the availability of independent expertise, the Board is composed of: two (2) independent board members, two (2) board members nominated by the parent company and one (1) member nominated by a minor shareholder. The competence of the Board shall not differ from the competence of the Board set out in the Law on Companies of the Republic of Lithuania, except for the additional competence set out in the Articles of Association of the Company, which are published on the website of the Company.

The term of office of the current Board of the Company expires on 20 April 2024. The term of office of the new Board will start after this date or after the Ordinary General Meeting of Shareholders in 2024.

The standard terms and conditions of the agreement on the activities of a Board member are [published on the website of the parent company](#).

Following the selection procedures, the General Meeting of Shareholders of the Company will decide on the appointment of a members of the Board and the elected members of the Board will sign an agreement on the activities of a Board member of the Company.

### **Remuneration for the activities in the Board**

In accordance with the guidelines for determining remuneration for activities in the management bodies of EPSO-G, UAB and EPSO-G, UAB group of companies, remuneration is paid to the independent members of the Board, independence being determined according to the applicable normative legal acts, and to the members of the Board being civil servants. No remuneration is paid to other members of the Board.

The fixed monthly remuneration for the activities in the Board is: to a member of the Board - 1/4 of the average monthly salary of the Manager of the Company, to the Chairman of the Board - 1/3 of the average monthly salary of the Manager of the Company.

The specific amount of the remuneration shall be determined by a decision of the General Meeting of Shareholders of the Company. Detailed information is available in the guidelines for determining the remuneration for activities in the management bodies of EPSO-G, UAB and [EPSO-G, UAB group of companies, published on the EPSO-G website](#).

### **Documents on the basis of which the selection is made**

The selection process is carried out in accordance with the [description of the procedure for the selection of candidates to the collegial supervisory body or management body of municipal enterprise, state or municipal company or subsidiary \(hereinafter referred to as the Description\)](#), approved by Resolution No 631 of the Government of the Republic of Lithuania of 17 June 2015, as well as with the [Selection Policy](#) of the EPSO-G Group of companies, which is published on the website of EPSO-G.

### **Requirements for the candidates**

All candidates must have the education, knowledge, professional skills and functional experience required to fulfil the duties of a member of the Board, and must meet the general and specific requirements to ensure that the Board has a combination of all the necessary competences. The [competence matrix of the Board of the Company is published on the website of the Company](#). The selected candidates must have an impeccable reputation, as well as meet other requirements set forth in the Description and the Articles of Association of the Company.

### **General requirements (compulsory for all candidates)**

1. University degree or equivalent.
2. An impeccable reputation. The impeccable reputation of a person is evaluated in accordance with Article 23<sup>1</sup>(5) of [the Law on Management, Use and Disposal of State and Municipal Property of the Republic of Lithuania](#) and Article 12(4) of the Law of the Republic of Lithuania on Energy Resources Market, based on the criteria for an impeccable reputation established in Sections 6 and 7 of Article 9 of the Law of the Republic of Lithuania on Financial Instruments Markets.
3. The person must not have any relationship with other natural or legal persons which would give rise to a conflict of interest in the performance of his/her duties as a member of the Board.
4. There must be no deprivation or restriction of the right to hold the relevant position applied for or to perform the functions assigned to that position.
5. During the last 5 years, the person must not have been removed from a single-person or a collegial body of a legal entity due to improper performance of duties.
6. The person cannot be a career civil servant holding a position in a Ministry, a Government institution or an institution under the Ministry, who is entrusted with functions related to the formation of state policy in the branch of the economic sector in which the Company, to the collegial body of which the person is a candidate, operates.
7. The person cannot be elected or appointed as a state politician and a civil servant of political (personal) trust in accordance with the law.

### **Specific requirements for the candidates (to be assessed)**

1. Very good English language skills (written and spoken).
2. Communicability, ability to clearly express thoughts and present structured information.
3. At least 5 years of work experience in a managerial position (in the position of a company manager or a manager directly subordinate to him, or in the role of a member of the board/supervisory board), an advantage – in a large international company.
4. Experience in development and implementation of business strategy.
5. Experience in risk management of organisations.
6. Excellent leadership, teamwork skills and communication with the persons concerned.

## **Specific requirements for the candidates by the area of competence (to be assessed)**

### **Service development area**

1. At least 3 years of experience in developing and successfully launching B2B services (preferably in the Baltic Sea Region).
2. At least 3 years of experience in e-commerce product development in multinational companies.
3. Knowledge of future trends in B2B services web platform technologies.

### **International expansion area**

1. At least 3 years of experience in developing international business expansion strategies for B2B services.
4. At least 3 years of successful experience in implementing international expansion for a company providing B2B services (an advantage in the Baltic Sea region).
5. Experience in searching for and implementing strategic partnership opportunities on an international scale.

### **Independence requirements**

The candidates applying for a seat as an independent member of the Board must, among other things, must meet the independence requirements set out in [the Law on Management, Use and Disposal of State and Municipal Property of the Republic of Lithuania](#):

1) must not be a civil servant or an employee of the company, to the collegial body of which the person applies, its subsidiary or parent company and the legal entity related to them, which participants are the companies specified referred to in this point (hereinafter referred to as the related legal entity), the entity initiating the selection or subordinate to it for the period of at least 1 year.

(2) must not be a manager, member of another collegial body, employee or shareholder of the company, to the collegial body of which the person applies, or a manager, member of a collegial body, employee or shareholder of a subsidiary or parent company of that company or of a related legal entity for the period of at least 1 year.

3) must not be a close person of a shareholder, who owns more than 1/5 of the shares granting votes at the General Meeting of Shareholders, manager or members of the collegial bodies of the company, to the collegial body of which the person applies, its subsidiary or parent company or a shareholder of a related legal entity - a spouse, cohabitant, partner, when partnership registered in accordance with the procedure established by law, as well as their father (step-father), mother (step-mother), child (adopted), brother (step-brother), sister (step-sister), grandfather, grandmother, grandchild (s) and their spouses, cohabitants or partners.

(4) must not have significant business relations with the company, to the collegial body of which the person applies, its subsidiary or parent company or with a related legal entity, either directly or as a participant, member or manager of a legal entity with such relations. A natural or legal person who is a supplier of goods or provider of services (including financial, legal, advisory and consultancy services) and whose income from the company or the legal persons referred to in this point during the previous financial year exceeds EUR 1 000 shall be deemed to have significant business relations, except for the remuneration for activities as a member of a collegial body or a committee of a collegial body.

(5) for the last 2 years must not be a partner, participant, manager, member of a collegial body or an employee of an audit firm that performs or has performed an audit of the company, for the collegial body of which the person applies, its subsidiary or parent company or a related legal entity.

(6) not have been a member of the collegiate body of the company whose collegiate body is applied for, or of its subsidiary or parent company, for more than 10 years. This period is calculated to the future term of office as a member of the collegial body, for which the candidate would be appointed, by adding past periods of office as a member of the collegial body of the same company, between which there is a time interval of no longer than one year.

7) must not be a member of a total of more than 3 collegial bodies formed in state and municipal companies.

## **Selection process**

### **The candidates must submit the following documents:**

1. [Application for Board Membership and Declaration of Integrity \(form\)](#);
2. Curriculum Vitae (CV) (free form);
3. Cover letter (free form);
4. [Declaration of Impartiality and Independence of the Candidate \(form\)](#);
5. At the request of the Selection Committee and (or) the recruitment agency, additional documents may be requested to confirm that the candidate meets the specified general, special and independence requirements and other requirements established by legal acts.

### **Deadline for submission of documents**

**4 February 2024 (inclusive).**

### **Initiating entity and implementer**

The initiator of the selection - EPSO-G.

The selection of independent members of the Board is carried out and recommendations to the General Meeting of Shareholders regarding the selected candidates are made by a Committee (hereinafter referred to as the Selection Committee), which consists of 5 (five) members: 3 (three) representatives of EPSO-G, 1 (one) representative of the Ministry of Energy of the Republic of Lithuania and 1 (one) representative of the Public Enterprise Governance Coordination Center, engaging the recruitment agency "Master Class Lietuva", which representatives may participate in the meetings of the Selection Committee as consultants.

The selection method - an interview.

### **Contact details**

Please send your documents to the recruitment agency "Master Class Lietuva" by e-mail [laura.ziaubriene@masterclass.lt](mailto:laura.ziaubriene@masterclass.lt), indicating "Selection for Baltpool Independent Board Members" in the subject line.

Contact person - Laura Žiaubrienė, a representative of the recruitment agency "Master Class Lietuva", mobile: +370 670 33351, e-mail: [laura.ziaubriene@masterclass.lt](mailto:laura.ziaubriene@masterclass.lt).

The confidentiality of all candidates for the Board will be guaranteed.

### **Representations of the candidates**

The candidates who have submitted documents to participate in the selection are considered to be familiar with the legal obligations that arise in the case of being selected and appointed to positions, and the relevant contracts are concluded with them.

### **Privacy notice**

Personal data provided for the purposes of conducting the selection are processed in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, repealing Directive 95/46/EC (General Data Protection Regulation), and other legal acts regulating personal data protection. The documents submitted by the candidates shall be stored in accordance with the procedures established by the Law on Documents and Archives of the Republic of Lithuania and the Chief Archivist of Lithuania.

Full details of the processing of personal data relating to candidates participating in the selection process can be found in the privacy notices published by EPSO-G and Master Class Lietuva:

[on the Master Class Lithuania website;](#)

on the EPSO-G [website](#).