

GENERAL REQUIREMENTS APPLICABLE TO ALL CANDIDATES FOR THE MANAGEMENT BOARD POSITION

As the Parent company's Management Board members may also be appointed to the boards of the Parent Company's subsidiaries, candidates must meet the legal requirements specified below.

GENERAL REQUIREMENTS APPLICABLE TO ALL CANDIDATES FOR THE MANAGEMENT BOARD POSITION:

- The candidate must have a higher (university) or equivalent education.
- The candidate must have an impeccable reputation. A person shall not be considered to have an impeccable reputation if he/she has been convicted, in accordance with the procedure laid down by law, of a serious or very serious criminal offence, a criminal offence against property, property rights and property interests, the economy and business order, the financial system, the civil service and public interests, justice, public security or government order and his/her criminal record is unspent or has not been expunged.
- The candidate must be free from any relationship with other natural or legal persons that would give rise to a conflict of interest in the performance of his/her duties as a member of a collegial body.
- The candidate must not be disqualified or restricted from holding the position he/she is applying for or from performing the functions assigned to that position.
- The candidate must not have been removed from a single member or a collegial body of a legal person within the last 5 years on grounds of misconduct.
- The candidate may not be a career civil servant in a ministry, a government agency or a body attached to a ministry who is entrusted with the functions of forming public policies in the sector of the company for whose collegial body he/she is applying.
- The candidate may not be elected or appointed as a politician in accordance with the procedure laid down by law and may not be a civil servant of a political (personal) trust.
- If the candidate is a civil servant, he/she may not be a member of more than 2 collegial bodies in total in state-owned and municipally-owned companies.
- The candidate must not be a close person (a spouse, cohabiting partner, partner, where the partnership is registered in accordance with the procedure established by law, as well as their father (adoptive father), mother (adoptive mother), child (adopted child), brother (adoptive brother, stepbrother), sister (adoptive sister, stepsister), grandfather (grandmother), grandchild, including their spouses, cohabiting partners or partners) of a manager or member of a collegial body of the company for whose collegial body he/she is applying, its subsidiary or parent company or a shareholder of a related legal person that owns shares carrying more than 1/5 of the votes at the General Meeting of Shareholders.
- The candidate must not have been, for the last 2 years, a partner, participant, manager, member of a collegial body or employee of an audit firm which carries out or has carried out an audit of the company for whose collegial body he/she is applying, its subsidiary or parent company, or a related legal person.

The following persons cannot be members of the Management Board:

- a member of the Supervisory Board.
- a member of a committee of the Supervisory Board.

- a member of a supervisory body, management body or administrative body of a legal entity engaged in electricity or natural gas transmission activities.
- a chief executive officer of a subsidiary of the Parent Company.
- an auditor, an assurance specialist, an employee of an audit firm or of an independent assurance service provider who participates and/or has participated in the audit of the Company's financial statements or in the verification of information on sustainability matters which is provided in the Company's management report where less than 2 (two) years have elapsed since the performance thereof.
- a person who is not legally entitled to hold this position.