**ANNOUNCEMENT**

**of competitive selection of candidates for the positions of independent Supervisory Board members of the**

**PUBLIC JOINT-STOCK COMPANY JOINT STOCK BANK «UKRGASBANK»**

**GENERAL INFORMATION ABOUT THE BANK**

PUBLIC JOINT-STOCK COMPANY JOINT STOCK BANK «UKRGASBANK» (hereinafter – JSB «URGASBANK» or «the Bank») is a universal bank with the state holding 94.94% of its authorized capital. The Bank is one of the top-5 Ukrainian banks in terms of assets.

JSB «URGASBANK» is the leading ECO-bank in Ukraine, which cares about the environment through financing energy efficiency and renewable energy projects. At present, the Bank is the undisputed leader in "green" financing.

According to the Main (Strategic) Lines of Action for State-Owned Banks during martial law and post-war economic recovery, the key priorities in the Bank’s activities are, including, but not limited to, financing of:

* business entities affected by the armed aggression of the russian federation and/or for prevention of such aggression, in particular, for satisfaction of needs of the Armed Forces of Ukraine and other military formations created under the law, and/or the population affected by hostilities during martial law;
* agrarian sector of the economy for the purpose of food supply for the country, including implementation of the sowing campaign, and allied industries that ensure operations of agricultural enterprises (suppliers of fuel, fertilizers, seeds, plant protection products etc.);
* enterprises (facilities) of critical infrastructure;
* food industry, food retail and related industries aimed at food supply for the population;
* infrastructure projects aimed at the restoration/development of social, transport and critical infrastructure facilities, including those damaged/destroyed as a result of hostilities during martial law;
* transport and logistics infrastructure of the country and projects related to the development of new logistic solutions;
* support for the relocation of enterprises that were located in regions of Ukraine/places of active hostilities during the martial law period;
* production facilities for the import substitution of products formerly imported from russia and/or belarus.

The specified financing and/or financial support is carried out in compliance with the requirements of the National Bank of Ukraine regarding risk management and taking into account the requirements of financial monitoring, with the view to prevent the use of public sector banks for the legalization (laundering) of proceeds obtained through crime, financing of terrorism and/or the financing of proliferation of weapons of mass destruction and /or from other illegal financial transactions.

The bank is located at: 1 Yerevanska Str., Kyiv 03087, Ukraine.

**COMPETENCE AND FUNCTIONS OF SUPERVISORY BOARD MEMBERS**

The Supervisory Board of JSB "UKRGASBANK" is a collegial body of the Bank that protects the rights of depositors, other creditors and shareholders of JSB "UKRGASBANK", and within its competence monitors and regulates the activities of the Bank’s Management Board. The Supervisory Board does not participate in the everyday management of the Bank.

The major function of the members of JSB "UKRGASBANK" Supervisory Board is to participate in the Supervisory Board meetings on issues that, in accordance with the Bank’s Charter belong to the exclusive competence of the Supervisory Board.

The Supervisory Board forms standing and interim committees from among its members. In particular, the Supervisory Board has formed the Audit Committee; Risk Management Committee; Committee on Remuneration, Assignments and Corporate Governance; Committee on Attraction of Investments and Realization of Development Strategy; Committee for Rising Funds by the Bank on the International Capital Markets through “Green” Bonds issue mechanism; IT Development Committee.

The competences of JSB "UKRGASBANK" Supervisory Board members include, in particular:

**Strategy development and implementation monitoring:**

* approving the Bank’s annual budget and business plan, as well as determining the amount of capital expenditures;
* defining and approving Risk Management Strategy and Risk Management Policy, relevant management procedures, as well as the list of risks and risk appetite.

**Corporate Governance:**

* ensuring public trust and transparency of
JSB «UKRGASBANK» management;
* key prole in implementing best international corporate governance standards in the Bank with respect to corporate governance for enterprises with state participation;
* monitoring the quality of compliance with corporate governance standards and regular performance assessment with the view to improve the effectiveness of the Bank's activities, as well as the implementation of necessary changes.

**Monitoring the performance of the Bank’s management:**

* ensuring search and appointment of JSB «UKRGASBANK» top management, aimed at and capable of implementing the Bank’s strategy, effective business management, ensuring achievement of the set targets and implementing necessary organizational changes;
* decision making on the level of compensation of top management, application of incentive and annual bonus schemes based on performance assessment and achievement of the Bank’s targets;
* supporting the Management Board of JSB "UKRGASBANK" to ensure the Bank's financial resilience in crisis conditions.

**Alignment of interests:**

* ensuring compliance of the actions and incentives of the Bank's top management with the best practices of corporate governance and the interests of the state;
* implementing best ethical standards and preventing potential conflicts of interest among management, Management Board and Supervisory Board members, including improper use of corporate assets, abuse in transactions with related parties, etc.

**Audit and control:**

* ensuring the functioning of the Bank's internal control system and monitoring its effectiveness, including monitoring the effectiveness of the risk management system;
* promoting the implementation of an effective system of timely and reliable reporting in accordance with IFRS, full and transparent disclosure of information, including ensuring regular independent audits.

**Advise:**

* advising the Bank's management in solving complex issues, supporting key transformation projects and organizational changes of the Bank, in particular privatization processes.

Detailed information about the competencies and functions of JSB «UKRGASBANK» is available at:

<https://www.ukrgasbank.com/upload/file/200707_poloj_nr.pdf>; [https://www.ukrgasbank.com/upload/file/zmin\_do\_poloj\_nr\_(1).pdf](https://www.ukrgasbank.com/upload/file/zmin_do_poloj_nr_%281%29.pdf).

During the assessment, the Selection Commission shall be guided by the principle of comprehensive diversification, including the professional knowledge and competences of the Supervisory Board members, to ensure their diversity. For this purpose, at least half of the members of the Bank’s Supervisory Board shall have work experience in banking and/or financial sector.

**REQUIREMENTS FOR CANDIDATES (attached)**

**LIST OF REQUIRED DOCUMENTS:**

* Contender’s application for participation in the competitive selection for the positions of independent Supervisory Board members of JSB "UKRGASBANK" (signed);
* statement on compliance with the independence criteria of a Supervisory Board member of JSB "UKRGASBANK" (signed);
* consent to the processing of personal data (signed);
* copy of an ID and proof of citizenship;
* copies of employment record book (if any) or documents confirming work experience;
* copy of the document on higher education;
* curriculum vitae (resume);
* references (if available);
* motivation letter to perform the functions of the Supervisory Board member.

The specified documents shall be drawn in Ukrainian or have a translation into Ukrainian.

The document package to participate in the competitive selection shall be submitted marked as **«For participation in the competitive selection for the positions of independent members of the Supervisory Board of JSB «UKRGASBANK».**

The Contender shall be liable for the reliability of the submitted documents.

**GENERAL INFORMATION ABOUT THE TENDER**

The Competitive selection will start on November 22, 2022 at the Ministry of Finance of Ukraine building at the address: 11 Mezhyhirska Str., Kyiv.

The results of the competitive selection will be published on the official website of the Ministry of Finance of Ukraine by January 02, 2023.

Documents to participate in the competitive selection shall be sent by November 18, 2022 to the address: «TALENT ADVISORS» LLC (ODGERS BERNDTSON), 1/8 Ihorivska Str., Kyiv 04070, or via e-mail: Liudmyla.Khoptiana@odgersberndtson.com.

The number of vacant Supervisory Board Independent Director positions is 5.

The positions offer market compensation in compliance with the Procedure for determining the terms of payment for services and compensation of expenses of members of the supervisory boards of state unitary enterprises and economic societies, in the authorized capital of which more than 50 percent of the shares (stake) belong to the state, approved by the CMU Resolution No.668 dated July 04, 2017.

Telephone for inquiries: +38 (044) 353 38 57.

**INFORMATION ON FINANCIAL AND ECONIMIC STANDING OF JSB “UKRGASBANK”**

 Detailed information on financial and economic standing of JSB «UKRGASBANK» is available on the Bank’s official website:

<https://www.ukrgasbank.com/upload/file/report_ukr_3q2021.pdf>