**Requirements to the persons, who expressed a desire to participate in the competitive selection for the position of an Independent Member of the Supervisory Board of JS BANK "UKRGASBANK"**

**(hereinafter – the Requirements)**

1. **Mandatory requirements for applicants to make a decision regarding their admission to the competition:**

Requirements to the applicants for the position of an Independent Member of the Supervisory Board:

* Member of the Supervisory Board can be only natural person;
* Higher education;
* At least 5 years of experience in Senior Executive positions. Senior Executive positions mean positions not lower than a member of the bank’s management board or CEO/Board Member of the company;
* Full civil capacity;
* No outstanding criminal record;
* Absence of administrative penalties for committing an offence related to corruption;
* Absence of real or potential conflicts of interest that may impede the proper performance of duties of a member of the Board;
* Compliance with the restrictions set forth in Article 26 of the Law of Ukraine "On Prevention of Corruption", Articles 39, 42 of the Law of Ukraine "On Banks and Banking Activity" and Article 65 of the Law of Ukraine "On the National Bank of Ukraine";
* Сompliance with the requirements defined by the Law of Ukraine "On Banks and Banking Activity";
* Integrity, impartiality and **compliance with the qualification requirements established by the National Bank of Ukraine.**

Meeting the requirements regarding professional suitability and business reputation as defined by **the Regulation on Banks Licensing approved by the Resolution of the Board of the National Bank of Ukraine dated December 22, 2018 No. 149.**

It is not allowed to appoint an individual to the position of a member of the Supervisory Board of the Bank if such an appointment might result in a conflict of interest.

1. **Requirements for professional suitability, namely:**

* Higher education in accordance with the requirements of the legislation;
* A set of knowledge, professional and managerial experience to the extent necessary for the proper performance of the duties assigned to the Member of the Supervisory Board (taking into account the main activities, strategy and business plan of the bank, as well as the functional load and scope of responsibility of the Member of the Supervisory Board);
* The ability to devote sufficient time to perform the assigned duties (at least 50 working days per year);
* Have enough time to participate in the work of the Supervisory Board not only during the meetings but also to properly study the materials for the meetings of the Supervisory Board;
* At least 5 years of experience in Senior Executive positions in commercial banks and/or financial institutions and/or the financial industry. Senior Executive positions mean positions not lower than a member of the bank’s management board or CEO/Board Member of the company;
* The ability to attend the meetings of the bank's Supervisory Board, which will be held in Kyiv, when the situation with safety allows holding such a meeting in Kyiv;
* Knowledge of English and/or Ukrainian languages (fluent English language for Ukrainians will be an advantage, and fluent Ukrainian for foreign candidates will be an advantage);
* High level of communication skills; qualities necessary to perform duties based on the principles of transparency, objectivity, constructiveness and professionalism.

1. **The applicant should have several of such professional competencies:**

* Strategic management,
* Retail business,
* Corporate business,
* Small and medium businesses,
* Operational efficiency,
* IT and innovation,
* Finance and audit,
* Corporate governance,
* HR management,
* Compliance and risk management, social and environmental risks (ESG), and sustainable development.

Will be an advantage:

* Work experience in Supervisory Boards (Boards of Directors) and Membership in Committees of Supervisory Boards (Boards of Directors) or in senior management positions in large banks in Europe, Ukraine and countries with developing economies;
* Experience in the development and implementation of the corporate, medium and small business segments;
* Experience in preparation for IPO/ strategic sale of financial institutions/ attraction of investors;
* Professional experience at international financial companies and on the international market;
* Experience working with government/public authorities;
* Experience working with International Financial Institutions;
* Experience in Green banking, and green finance;
* Experience in the committees of the Board, in particular, but not exclusively: audit, risk management, remuneration, appointments, corporate governance, strategic development;
* Experience in the field of corporate finance, internal control, strategy and/or audit/appointments and remuneration, risk management in order to be able to provide expert opinions when working as a member of the relevant board committee.

For applicants for the position of the Chairman of the Supervisory Board as an advantage will have:

* Proven track record as a Chairperson of the Supervisory Board/Chairperson of the Management Board in major banks or financial institutions in Europe, Ukraine and/or developing countries;
* Professional experience in privatization, share capital raising (IPO, Private Placement), and M&A projects.

1. **The Supervisory Board of the bank must meet the requirements for collective suitability established by the National Bank of Ukraine.**
2. **The following individuals are not allowed to serve as Independent Members of the Supervisory Board of the Bank:**
   1. Those who have been members of the Bank's management bodies and/or its affiliated legal entities for the previous five years,
   2. Those receiving and/or who have been receiving additional fees from the Bank and/or its affiliated legal entities for the previous three years to the amount exceeding 5 per cent of the total annual income of such individuals for each of those years,
   3. Those owning (directly or indirectly) 5 per cent or more of the authorized capital of a legal entity or serving as an official or a person performing managerial functions at the Bank, as well as individual entrepreneurs who had significant business relations with the Bank and/or its affiliated legal entities in the past year,
   4. Those who are and/or have been independent auditors of the Bank and/or its affiliated legal entities for the previous three years,
   5. Those who are and/or have been employed by an auditing firm that provided audit services to the Bank and/or its affiliated legal entities during the previous three years,
   6. Those who are and/or have been employed by the Bank and/or its affiliated legal entities for the previous three years,
   7. Majority shareholders and/or representatives of a majority shareholder of the Bank in any civil relations,
   8. Members of the Supervisory Board of the Bank for more than 12 years in total,
   9. Connected persons of the individuals specified in subclauses 5.1-5.8. of Paragraph V of the Requirements (the term "connected person" is used as defined by the Law of Ukraine On Joint Stock Companies),
   10. Affiliated persons (as defined by the Law of Ukraine On Joint Stock Companies) of the Bank and/or its shareholders (members), or its subsidiary, branch office, representative office, and/or other separate subdivisions and/or their officials,
   11. Civil servants or government representatives,
   12. Individuals not meeting the additional criteria established by the National Bank of Ukraine, the Charter or other internal documents of the Bank.

Note. Requirements of subclauses 5.1., 5.2., 5.6. of Paragraph V do not apply to the cases of holding the position of an independent member of the Supervisory Board of the Bank and associated relations.

1. **Additional criteria established by the National Bank of Ukraine, which must be met by an independent member of the Supervisory Board of the Bank:**

* The individual is not a shareholder of the Bank,
* The individual is not and has not been a majority shareholder and/or a representative of a majority shareholder of the Bank in any civil relations for the previous three years,
* The individual is not one of the 10 major final key participants in the bank's ownership structure and/or a representative of one of the 10 major final key participants in the bank's ownership structure in any civil relations (the requirement applies should the amount of the individual's total participation in the bank exceed one per cent),
* There is no information about the individual's exercise of the powers of an independent member of the Supervisory Board of a legal entity in the interests of other entities than such legal entity and/or at the direction of the management bodies of such legal entity, the owners of significant participation in it (except for the instructions provided by the decisions of the general meeting of shareholders (single shareholder) of such legal entity, adopted in accordance with the procedure established by law).

1. An applicant for the position of an independent member of the Supervisory Board of the Bank cannot be a member of the Management Board, Audit Commission of the Bank, or hold other positions in the Bank under the terms of an employment agreement (contract) or provide services to the Bank in accordance with an independent contractor agreement.
2. An applicant for the position of an independent member of the Supervisory Board of the Bank cannot be a manager, an official and/or a member of the board of the bank or other management body at another bank registered in Ukraine, except in cases stipulated by the legislation of Ukraine.
3. An applicant for the position of an independent member of the Bank’s Supervisory Board may not hold an executive managerial position of the Bank (within the meaning of the Law of Ukraine “On Banks and Banking”) and a managerial position in another public sector entity.