

**LISTA CANDIDATILOR LA 17 IULIE 2019**

**(a) Numirea unui membru al Comitetului Reprezentanților ca urmare a expirării mandatului domnului Sorin Mindrutescu începând cu data de 29 septembrie 2019**

<i>Nume si prenumele candidatului</i>	<i>Localitatea de domiciliu</i>	<i>Calificare profesionala</i>	<i>Actionarul care a formulat propunerea</i>	<i>Calitate de actionar</i>	<i>Cazier fiscal</i>	<i>Cazier judiciar</i>	<i>Independenta</i>
FLORIAN MUNTEANU	BUCUREȘTI, ROMÂNIA	Antreprenor / Consilier / Consultant - Statele Unite, Marea Britanie, Romania  Universitatea din Cambridge – Master de Administrarea Afacerilor  Academia de Studii Economice din București – licențiat în științe economice, finanțe și management	FLORIAN MUNTEANU	DA	NU (conform declarației pe propria răspundere)	NU (conform declarației pe propria răspundere)	INDEPENDENT
VIVIAN NICOLI	PARIS, FRANȚA	Partener, Membru Executiv al Comitetului și Membru al Comitetele pentru Investiții, Evaluare, Remunerare și Audit la EISER Infrastructure Partners LLP  Universitatea din British Columbia – Doctor in Drept	AVI Global Trust PLC (fosta British Empire Trust PLC)	NU	NU (conform declarației pe propria răspundere)	NU (conform declarației pe propria răspundere)	INDEPENDENT

**(b) Numirea unui membru al Comitetului Reprezentanților ca urmare a expirării mandatului domnului Mark Gitenstein începând cu data de 29 septembrie 2019**

<i>Nume si prenumele candidatului</i>	<i>Localitatea de domiciliu</i>	<i>Calificare profesionala</i>	<i>Actionarul care a formulat propunerea</i>	<i>Calitate de actionar</i>	<i>Cazier fiscal</i>	<i>Cazier judiciar</i>	<i>Independenta</i>
MARK GITENSTEIN	SEATTLE, SUA	Avocat, fost angajat al Senatului Statelor Unite, fost ambasador al Statelor Unite  Universitatea Georgetown – Doctor in Drept	East Capital Russia, East Capital New Europe, East Capital Balkans, East Capital Eastern Europe, East Capital Global Emerging Markets Sustainable, East Capital China Environmental, East Capital Global Frontier Markets, East Capital Sustainable Emerging Markets	DA (GDR)	NU (conform declarației pe propria răspundere)	NU (conform declarației pe propria răspundere)	INDEPENDENT

FLORIAN  
MUNTEANU

**Questionnaire for candidates for Board members of Fondul Proprietatea:**

Question	Response	Please provide details if the response is Yes
Have you been the CEO/executive officer/senior employee of the Fund, of a company controlled by the Fund, or a similar position for the previous five years?	No	
Have you been the CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group, or a similar position for the previous five years?	No	
Have you been a director, employee or professional adviser of or to other investment companies or Funds that are managed by the same investment manager or alternative investment fund manager as the investment manager or as the alternative investment fund manager of the Fund, or managed by any other company in the same group as the investment manager or alternative investment fund manager of the Fund?	No	

Have you been an employee of the Fund, of a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years?	No	
Do you hold any cross-directorships or significant links with other CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group through involvement in other companies or bodies?	No	
Have you received any remuneration or other advantages from the Fund or from a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years (apart from those corresponding to the quality of member of the Board)?	No	
Have you been an employee of, or have you had any relationship, during the previous year, with a significant shareholder of the Fund, controlling more than 10% of voting rights applicable to the last quorum of the GSM, with a director, employee or professional adviser of such significant shareholder or with a company controlled by it?	No	
Have you had during the previous 3 years a business or professional substantial relationship with the Fund or with a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group, either directly or as a customer, partner, shareholder, member of the Board/ Director, CEO/executive officer or employee of a company having such a relationship?	No	
Have you been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the Fund or a company controlled by it, or of the Fund Manager of a company from Fund Manager group?	No	
Have you been a CEO/executive officer in another company where another CEO/executive officer of the Fund or of the Fund Manager of a company from Fund Manager group is a non-executive director?	No	
Have you been a member of the Board for more than three mandates of four years?	No	

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Do you have any family ties with a person in the situations referred to at points above?	No	
Do you have more than 4 roles in your current activity (board / employee roles in Funds, companies, trusts or NGOs)?	No	
Do you have any facts registered in your fiscal record?	No	
Have you ever been convicted for a criminal act?	No	
Do you hold shares in Fondul Proprietatea? If response is yes, please mention the details on your direct and indirect holdings.	Yes	Direct Shareholding under own name

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Candidatul a solicitat ca CV-ul ce detaliază activitatea profesională să nu mai fie publicat.

VIVIAN  
NICOLI

**Questionnaire for candidates for Board members of Fondul Proprietatea:**

<b>Question</b>	<b>Response</b>	<b>Please provide details if the response is Yes</b>
<b>Have you been the CEO/executive officer/senior employee of the Fund, of a company controlled by the Fund, or a similar position for the previous five years?</b>	<i>No</i>	
<b>Have you been the CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group, or a similar position for the previous five years?</b>	<i>No</i>	
<b>Have you been a director, employee or professional adviser of or to other investment companies or Funds that are managed by the same investment manager or alternative investment fund manager as the investment manager or as the alternative investment fund manager of the Fund, or managed by any other company in the same group as the investment manager or alternative investment fund manager of the Fund?</b>	<i>No</i>	
<b>Have you been an employee of the Fund, of a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years?</b>	<i>No</i>	
<b>Do you hold any cross-directorships or significant links with other CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group through involvement in other companies or bodies?</b>	<i>No</i>	
<b>Have you received any remuneration or other advantages from the Fund or from a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years (apart from those corresponding to the quality of member of the Board)?</b>	<i>No</i>	
<b>Have you been an employee of, or have you had any relationship, during the previous year, with a</b>	<i>No</i>	

<b>significant shareholder of the Fund, controlling more than 10% of voting rights applicable to the last quorum of the GSM, with a director, employee or professional adviser of such significant shareholder or with a company controlled by it?</b>		
<b>Have you had during the previous 3 years a business or professional substantial relationship with the Fund or with a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group, either directly or as a customer, partner, shareholder, member of the Board/ Director, CEO/executive officer or employee of a company having such a relationship?</b>	<i>No</i>	
<b>Have you been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the Fund or a company controlled by it, or of the Fund Manager of a company from Fund Manager group?</b>	<i>No</i>	
<b>Have you been a CEO/executive officer in another company where another CEO/executive officer of the Fund or of the Fund Manager of a company from Fund Manager group is a non-executive director?</b>	<i>No</i>	
<b>Have you been a member of the Board for more than three mandates of four years?</b>	<i>No</i>	
<b>Do you have any family ties with a person in the situations referred to at points above?</b>	<i>No</i>	
<b>Do you have more than 4 roles in your current activity (board / employee roles in Funds, companies, trusts or NGOs)?</b>		<i>Yes, I am currently on executive board and various committees for my firm. See cv attached.</i>
<b>Do you have any facts registered in your fiscal record?</b>	<i>No</i>	
<b>Have you ever been convicted for a criminal act?</b>	<i>No</i>	

<p><b>Do you hold shares in Fondul Proprietatea? If response is yes, please mention the details on your direct and indirect holdings.</b></p>	<p><i>No</i></p>	
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## Vivian Nicoli

Date of birth	28 February 1966 (53 years old)
Place and country of birth	Toronto, Canada
Nationality	Canadian/French
City and country of domicile	Paris, France
Languages	English, French, Spanish

### EDUCATION AND QUALIFICATIONS

University of British Columbia	Law	Juris Doctor	1992
University of Toronto	Sociology/History	Bachelor of Arts	1989

Financial Conduct Authority (UK) - CF1 (Director), CF10 (Compliance), CF11 (Money laundering), CF30 (Customer)

### EXECUTIVE POSITIONS

#### **EISER Infrastructure Partners** **2006 to present**

EISER managed €1.132 bln global infrastructure fund and Green Africa Power (GAP), a £121 mln mezzanine debt fund financed by the UK Government and Government of Norway.

- Partner and Executive Board Member
- Member of Investment, Valuation, Remuneration and Audit Committees
- Invested in 11 infrastructure assets, with combined enterprise value of about €3.5 bln
- Planned and co-directed exit strategy for all fund assets
- Created and led a team of 15 professionals for GAP. Financed renewable energy projects in Sub-Saharan Africa with combined value of €438 mln.

#### **European Bank for Reconstruction and Development (EBRD)** **1998 to 2006**

Senior Banker and Member of the Equity Committee of EBRD. Previously Counsel in the Office of the General Counsel. Closed 17 transactions in CEE with a cumulative bank investment of approximately €2.7 bln.

#### **Egis** **1996 to 1998**

Chief Legal Officer of Egis in France, a subsidiary of Caisse de Dépôts et Consignations (French national savings bank) and sponsor in large transportation projects. Reached close on transactions with total project value of c. \$1.7 bln.

## NON-EXECUTIVE EXPERIENCE

### **HerAmbiente**

**2010 to 2017**

HerAmbiente is Italy's largest company in the waste treatment sector, with implied market cap of €1.4 bln. It is a subsidiary of Hera which is listed on the Milan Stock Exchange with a market cap of €5.0 bln.

- Vice-Chairman of the Board and Non-Executive Director. Oversaw the Company's ambitious acquisition strategy while maintaining a net debt/EBITDA ratio of less than 4x and strong dividend returns to the shareholders for the entire period.

### **Cory Environmental (Cory)**

**2007 to 2015**

Cory is a leading UK waste operator with nearly 40 locations throughout England.

- Non-Executive Director and Member of the Investment Committee. Facilitated execution of complex construction and financing of £490 mln energy-from-waste facility in Bexley that is one of the largest of its kind in Europe.

### **AS Tallinna Vesi (ASTV)**

**2003 to 2005**

ASTV is a water utility company that treats water and wastewater in Estonia.

- Non-Executive Director with key role in the initial public offering for the company which was ground breaking transaction in Baltic equity markets. Shares were 7 times oversubscribed with market cap of €212 mln.

### **Sofiyska Voda (SV)**

**2004 to 2006**

SV provides water and wastewater utility services to 1.3 mln inhabitants in Bulgaria.

- Non-Executive Director alongside strategic sponsor United Utilities. Instrumental in implementing investments to upgrade water supply and sewerage networks to bring plant up to EU standards, as part of 15-year plan to invest \$152 mln.

## BOARD CONTRIBUTIONS

### **CEE Environmental Investment Fund (EIF)**

**2003 to 2005**

EIF was venture capital fund financed by investors including CDC and EBRD.

- Investment Committee Member of fund focusing on private equity investments in the environmental sector in CEE.

### **UK Highways Services**

**1996 to 1998**

UK Highways Services was the operational company for the M40 motorway which was a precedent setting, leading private finance initiative (PFI) at the time.

- Company Secretary and key negotiator in £237 mln project financing.

MARK HENRY  
GITENSTEIN

**Questionnaire for candidates for Board members of Fondul Proprietatea:**

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Have you been the CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group, or a similar position for the previous five years?	No	
Have you been a director, employee or professional adviser of or to other investment companies or Funds that are managed by the same investment manager or alternative investment fund manager as the investment manager or as the alternative investment fund manager of the Fund, or managed by any other company in the same group as the investment manager or alternative investment fund manager of the Fund?	No	
Have you been an employee of the Fund, of a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years?	No	
Do you hold any cross-directorships or significant links with other CEO/executive officer/senior employee of the Fund Manager of a company from Fund Manager group through involvement in other companies or bodies?	No	
Have you received any remuneration or other advantages from the Fund or from a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group for the previous five (5) years (apart from those corresponding to the quality of member of the Board)?	No	
Have you been an employee of, or have you had any relationship, during the previous year, with a significant shareholder of the Fund, controlling more than 10% of voting rights applicable to the last	No	

<b>quorum of the GSM, with a director, employee or professional adviser of such significant shareholder or with a company controlled by it?</b>		
<b>Have you had during the previous 3 years a business or professional substantial relationship with the Fund or with a company controlled by the Fund, or of the Fund Manager of a company from Fund Manager group, either directly or as a customer, partner, shareholder, member of the Board/ Director, CEO/executive officer or employee of a company having such a relationship?</b>	<i>No</i>	<i>Except as member of BON</i>
<b>Have you been in the last three years the external or internal auditor or a partner or salaried associate of the current external financial or internal auditor of the Fund or a company controlled by it, or of the Fund Manager of a company from Fund Manager group?</b>	<i>No</i>	
<b>Have you been a CEO/executive officer in another company where another CEO/executive officer of the Fund or of the Fund Manager of a company from Fund Manager group is a non-executive director?</b>	<i>No</i>	
<b>Have you been a member of the Board for more than three mandates of four years?</b>	<i>No</i>	
<b>Do you have any family ties with a person in the situations referred to at points above?</b>	<i>No</i>	
<b>Do you have more than 4 roles in your current activity (board / employee roles in Funds, companies, trusts or NGOs)?</b>	<i>No</i>	<i>Board Member, Alianta Board Member, Alex Fund Board Member, Techsoup Global President, Biden Foundation</i>
<b>Do you have any facts registered in your fiscal record?</b>	<i>No</i>	
<b>Have you ever been convicted for a criminal act?</b>	<i>No</i>	
<b>Do you hold shares in Fondul Proprietatea? If response is yes, please mention the details on your direct and indirect holdings.</b>	<i>Yes</i>	<i>Approximately \$5000 worth of GDRs</i>

**CURRICULUM VITAE**  
**MR. MARK HENRY GITENSTEIN,**  
**MEMBER OF THE BOARD OF NOMINEES**  
**FONDUL PROPRIETATEA SA**

**I. Personal data**

<b>Name</b>	<b>MARK HENRY GITENSTEIN</b>
Date of birth	7 March 1946
Place and country of birth	Alabama, United States of America
Nationality	American
City and country of domicile	Washington, DC, USA

**II. Education and qualifications**

<b>Name of institution</b>	<b>Name of course/ specialisation (if applicable)</b>	<b>Duration / Qualification awarded (yyyy)</b>	<b>Diplomas/ certificates</b>
Duke University	History	1968	Bachelor of Arts
Georgetown University		1972	Juris Doctor

**III. Professional experience in executive positions**

<b>Position and organization</b>	<b>Duration (mm/yyyy)</b>	<b>Explanation to activities, such as: Focus areas Tasks and powers No. of people under direct or indirect responsibility</b>
Staff Counsel & Chief Counsel, <b>US Senate Judiciary Committee</b>	1972-1989	Managed staff of Judiciary Committee, managed from 3-100 depending on position & project
Partner, <b>Mayer Brown LLP</b>	1989-2009	Headed Government Practice group, Managed Led Government Practice,
<b>US Ambassador to Romania</b>	2009-2012	Managed 10-30 depending on project Chief of Mission for US in Romania, Managed 400

**IV. Professional experience in non-executive positions**

<b>Supervisory position and organization</b>	<b>Duration (mm/yyyy)</b>	<b>Focus areas</b>	<b>Membership of various committees and duration of mandate, if the case (mm/yyyy)</b>
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Member of the Board of Nominees, <b>Fondul Proprietatea SA</b>	23 April 2013 – to date	Supervising the management of Fondul Proprietatea SA in accordance with Article 224 para. (4) of National Security Commission's Regulation no. 15/2004 and of the Company's Constitutive Act	Member of the Nomination and Remuneration Committee, <b>Fondul Proprietatea SA</b> , June 2013 - to date
Special Counsel, <b>Mayer Brown LLP</b>	2013-to date	Assisting firm clients in Central & Eastern Europe	

#### V. Positions in not-for-profit institutions

Positions held (paid or unpaid) and organisation	Duration (mm/yyyy)	Explanation to activities
Board Member, <b>Alianta</b>	2014-date	Founding Board Member, Alianta Is a US based NGO focused on improving US-Romanian relations
Board Member, <b>Alex Fund</b>	2014-date	Alex Fund is US arm of Ovidiu Ro Romanian program supporting the program „Each kid in kindergarten”
Board Member, <b>Techsoup Global</b>	2018-date	TechSoup equips changemakers with transformative technology solutions and skills they need to improve lives globally.
President, <b>Biden Foundation</b>	2017-date	The Biden Foundation was established to carry on a lifetime of public service, capped by eight historic years with President