

## **ANNOUNCEMENT OF THE COMPETITIVE SELECTION OF THE INDEPENDENT MEMBERS OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “MOTOR SICH”**

**Name of the company:** Joint Stock Company “MOTOR SICH” (JSC “MOTOR SICH”)

**Address:** 69068, Ukraine, Zaporizhzhia, 15 Motorobudivnykiv Avenue. EDRPOU code – 14307794.

The company's history began in 1907 and spans over 100 years. The company manufactures reliable aviation engines and gas turbine installations that are competitive in the global market. Its products are used on aircraft and helicopters of various purposes in more than 120 countries worldwide. The development and implementation of state-of-the-art technologies, based on the latest advancements in science and technology, a professional, highly skilled, and cohesive team, a unique production base, resources, and an effective management strategy—all of these serve as the foundation for success and continuous growth.

**The aim** of JSC “MOTOR SICH” is development, production, repair, and maintenance of aircraft gas turbine engines for airplanes and helicopters, as well as industrial gas turbine units.

More information about the activity of JSC “MOTOR SICH”: <https://motorsich.com/ukr/>

### **Expectant functions of Supervisory Board Members of JSC “MOTOR SICH”:**

#### ■ Participation in Committees’ work.

The Supervisory Board may form standing and temporary Committees. Standing Committees such as the Audit Committee, the Remuneration Committee and the Nomination Committee should be formed within the Supervisory Board. The Members of the Supervisory Board who will be Members of the Committees must meet the requirements for competence in matters relating to the key functions and responsibilities of the relevant Committees. Each position of a Member of the Supervisory Board has such key functional elements that are mandatory for the following functions.

#### ■ Development and monitoring of strategy implementation.

Consulting in the process of development and approval of corporate strategies formed on evidence-based analysis, supervision over business transformation for achieving the aim and approval of key organizational changes.

Analysis of and control over the implementation of the strategy of JSC “MOTOR SICH” by approving short-term action plan, functional strategies and coordination of priorities proposed by the company’s management.

Implementation of risk management policies and procedures.

Approval of the company's annual budget and business plan, as well as supervision of major capital expenditures, acquisitions and alienation of property.

Identifying performance indicators for the company’s management and regular monitoring of achieving the goals aimed at the implementation of the strategy, and timely taking of necessary measures.

#### ■ Corporate Governance.

Taking appropriate measures to ensure transparency for public confidence increase in JSC “MOTOR SICH”, as well as ensuring senior management adherence to the principles of transparency and compliance of its actions with the regulatory framework of Ukraine.

Development of Corporate Governance system with the aim of JSC “MOTOR SICH” management in accordance with the interests of the State.

A key role in the implementation of the best world standards of Corporate Governance for JSC "MOTOR SICH", considering the peculiarities of Corporate Governance of a business entity with more than 50 per cent share of State-owned authorized capital.

Ensuring compliance of the Corporate Governance system with the best national and world standards of Corporate Governance, regular assessment of its impact on the company's performance, as well as implementation of changes in Corporate Governance practices (transformation of the existing Corporate Governance system).

Ensuring proper interaction between the company and the shareholder and key stakeholders.

■ Control over the activities of the Management.

Ensuring recruitment and employment of the General Manager of JSC "MOTOR SICH" committed and able to implement the company's strategy, effectively manage the business, ensure the achievement of the approved objectives and introduce the necessary organizational changes.

Regular assessment of the top management performance and, where necessary, rotation and dismissal of managers; management of personnel reserves for key positions in the company.

Taking decisions on the level of compensations to the top management, applying the schemes of incentives and annual rewards based on the results of assessment of performance and achieving of annual personal and the company's objectives.

Assisting the General Manager of JSC "MOTOR SICH" in ensuring the financial stability of the company in the crisis.

■ Alignment of interests.

Ensuring that the actions and motives of the top management of the company comply with best Corporate Governance practices, interests of the State and the Ukrainian people.

Introduction of best ethical standards and prevention of potential or real conflicts of interest among the managers, Members of the Board of Directors, the Supervisory Board, including diversion of corporate assets, abuse in operations relating to related parties etc.

■ Audit and control.

Facilitating the introduction of efficient system of timely and accurate reporting in compliance with the existing and future independent audit standards for accounting, facilitating full and transparent disclosure of information according to the Ukrainian and EU standards and principles of Ukraine and EU, including supervision over regular independent audits.

Facilitating the introduction of proper control systems, including risk management system, financial and operational control, cyber security, business continuity systems, as well as compliance with the legal and regulatory framework in which the company operates.

Ensuring public trust by introducing a proper Corporate Governance system and protection of customers.

■ Transparency and disclosure of information.

Facilitating the transparency, supervision over the process of information disclosure and the quality of communications on the part of the company according to the competitive market principles and the Ukrainian and the EU legal and regulatory frameworks.

■ Consulting.

Consulting the company's management in solving complicated issues, supporting key transformation projects and organizational changes in the company by means of participation in the activities of Committees of the Supervisory Board, including the Audit Committee, the Ethics Committee, the Remuneration and Nomination Committees.

## **Required competencies:**

- **Operational Efficiency:**
  - Experience of work on managerial positions in Production Management (Chief Operating Officer, Director of Production Planning and Control);
  - Experience in Operations Management, Production Planning, Resource Management, and Production Efficiency;
  - Understanding the financial aspects of production, budgeting and efficient use of resources;
  - Master's degree. MBA will be an advantage.
- **Business strategy and development:**
  - Experience of work on managerial positions in large companies (CEO, Member of the Board, Member of the Supervisory Board);
  - Successful experience in project management of strategy development or transformation;
  - Experience in capital investment project management;
  - Experience in development, implementing and automatization of effective business processes;
  - Skills of successful management under uncertainty, ability to initiate and manage the process. The ability to create a clear vision of the company strategy and its development;
  - Master's degree. MBA will be an advantage.
- **Corporate Governance and Compliance:**
  - Experience in the Management Board, Supervisory Boards of large companies;
  - Experience in compliance at senior level (Chief Compliance Officer, Chief Risk Officer);
  - Profound understanding of Corporate Governance principles and fundamentals;
  - Successful experience in building a Corporate Governance system and/or its transformation;
  - Understanding of important legal norms and standards related to the company's activities;
  - Master's degree in Law, Business or Finance. MBA will be an advantage.
- **Finance and Audit:**
  - Experience of work in finance and audit areas on managerial positions (Member of the Board responsible for Finance, Partner of an Audit or Consulting Firm, Member of the Supervisory Board);
  - Experience in development of a business / financial plan of the company and budgeting;
  - Experience in ensuring of efficient and purposeful use of material and financial resources, management of the company's profitability;
  - Experience in developing recommendations for improving the efficiency of projects / investments, improving the financial stability of the company;
  - Investment analysis skills (analysis of transactions / investments / operations from economic, market, financial and other points of view);
  - Experience in developing internal control systems and execution of companies' audits;
  - Master's degree in Economics and Finance. MBA, ACCA, CFA will be an advantage.
- **International Relations:**
  - Understanding the basic principles and norms of International Law;
  - Understanding global political, economic and social trends;

- Understanding international economic relations, trade barriers and opportunities;
- Experience in successful negotiations with partners, distributors and other stakeholders.
- Risk Management:
  - Experience in Risk Management (Chief Risk Officer, Director of Risk and Compliance Department);
  - Ability to identify potential risks, develop strategies for their management and minimize the negative impact on the company;
  - Successful experience in developing and implementing risk management processes, including risk identification, analysis, assessment and minimization;
  - In-depth understanding of Risk Management methods and tools, such as SWOT analysis, FMEA;
  - Master's degree in Law, Economics or Finance.

**The Candidate must meet the following independence criteria in accordance with the requirements of Ukrainian legislation:**

- Compliance with the requirements for Independent Members as defined by the Law of Ukraine "On State Property Management", requirements for Independent Directors as defined by the Law of Ukraine "On Joint Stock Companies", and requirements for Independent Members of Supervisory Boards approved by the Cabinet of Ministers of Ukraine.

**It will be an advantage:**

- Experience in crisis management (taking organizational, economic, managerial, investment, technical, financial, economic, and legal measures for the financial and economic recovery of an enterprise or industry, creating and developing conditions for overcoming the crisis);
- Successful experience in developing or implementing the strategy of large enterprises or industries;
- Experience in developing or managing complex projects in the field of organizational change (business model transformation, organizational restructuring, mergers/acquisitions);
- Knowledge of regulations governing the aircraft industry, understanding of the peculiarities and specifics of the international market, global trends and prospects for the development of this industry;
- Knowledge in the field of audit, understanding the process of developing and implementing the Company's Strategy;
- Experience of work in Supervisory Boards.

**Potential Candidates must meet the following requirements:**

- Higher education, preferably in such areas as "Finance", "Economics", "Law", "Business Administration" (MBA) is preferred;
- Experience of work on managerial positions not less than 5 years;
- Knowledge of Ukrainian and/or English languages;
- Impeccable professional reputation;
- Leadership and change management skills;
- Conflict management experience, practical skills of high-level negotiations, including governmental, international and business relations, successful experience of change management, in particular: development of corporate governance system/company's restructuring (organizations, bodies) of the private and/or public sector;

- Knowledge of regulations governing the JSC "MOTOR SICH" and knowledge of the company's specifics;
- Knowledge of the principles of national market functioning;
- Full civil capacity.

The Candidate for the position of an Independent Supervisory Board Member must be able to devote sufficient time to participate in the work of the Supervisory Board of JSC "MOTOR SICH" and not be a member of the Supervisory Board or management body of more than three companies at the same time, undertake to perform the duties of a Member of the Supervisory Board for at least 20 working days per year, and/or participate in at least 75% of the total number of meetings of the Supervisory Board and/or its committees; the Candidate must meet the criteria of independence established by the legislation of Ukraine.

**For participation in the Competitive Selection an Applicant personally submits and/or sends an Application for participation in the selection (in Ukrainian and/or English) via e-mail.**

Along with the Application:

- Copy of identification document, copies of employment records (if available) or documents verifying work experience, copy of higher education certificate;
- A Curriculum Vitae or resume (Ukrainian and/or English version);
- Consent to processing of the personal data (Ukrainian and/or English version);
- References (if available);
- Application regarding the Candidate's compliance with the independence criteria for the position of a Member of the Supervisory Board (Ukrainian and/or English version);
- Declaration on the absence of conflict of interests for the position of a Member of the Supervisory Board (Ukrainian and/or English version);
- A motivational letter regarding performing the function of Member of Supervisory (written in free form in Ukrainian / English, with a volume of not more than two pages and containing justification of interest in this position.

The Applicant may submit other documents proving his or her professional and / or moral qualities.

The relevant documents should clearly reflect the information.

The Applicant is personally liable for accuracy of the submitted documents and information.

**Documents must be submitted by 18:00 (Kyiv time) on October 2, 2023** in Ukrainian and/or English version to the following email address: [mariia.shevchenko@odgersberndtson.com](mailto:mariia.shevchenko@odgersberndtson.com)

**Telephone for information:** +380 44-353-3857

Participants will be notified of the results of the competitive selection in writing.