



Number: 013-8/2017/5

Date: 7 April 2017

On the basis of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14; hereinafter referred to as: SSHA-1) and the Decision of the Minister of Finance on the appointment and tasks of the expert commission to prepare a proposal of the candidates for members of the Supervisory Board of the Slovenian Sovereign Holding (No. 013-8/2017/1 of 3 April 2017), the expert commission publishes

### **An open public call for the members of the Supervisory Board of the Slovenian Sovereign Holding**

The expert commission invites all interested candidates to submit their application for the position of member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the requirements of this call.

Your applications are accepted by e-mail sent to [mf.ns-sdh@mf-rs.si](mailto:mf.ns-sdh@mf-rs.si), wherein all the statements and forms must be a self-signed and attached to the application in pdf format.

The expert commission may invite candidates to supplement their application. Candidates can supplement the application within 3 business days. Otherwise, their application will be excluded.

The shortlisted candidates will be informed by e-mail and invited to participate in the further process. In these proceedings there is no possibility of legal remedy.

Candidates shall be liable under material and criminal responsibility for the accuracy of the statements in their application.

The expert commission will protect all the information contained in the applications and act in accordance with the Personal Data Protection Act (Official Gazette of the Republic of Slovenia, nos. 94/07 – official consolidated text).

The expert commission will be accepting applications **up to and including Friday, 21 April 2017 until 12:00 hours.**

## **APPOINTMENT PROCEDURE OF THE SUPERVISORY BOARD OF THE SSH**

In accordance with the Article 40 of the SSHA-1, members of the supervisory board of the SSH shall be appointed by the National Assembly on the proposal of the Government. The National Assembly consents to the list of candidates proposed by the Government and is not permitted to change it.

Before the Government proposes the candidates for the supervisory board of the SSH to the National Assembly, the Minister for finance, who prepares the proposal for the Government, will have already constituted an expert commission which is composed of experts with experience in corporate governance, human resource management and the functioning of supervisory boards. The expert commission has prepared the criteria for evaluating the expert knowledge, experience and skills required for the high-quality performance of functions of members of the supervisory board of the SSH, and also prepared target expert profile for members.

The expert commission with this open public call implements the procedure for acquiring and assessing candidates for members of the supervisory board of the SSH which will be the grounds for drafting a proposal for members of the supervisory board of the SSH for the Minister of finance.

The third paragraph of Article 39 of the SSHA-1 requires that the supervisory board of the SSH be composed of members whose expertise and competences are complementary. Into it should be appointed experts in the fields of:

- finance,
- corporate management,
- liability and asset management and
- corporate law.

On the basis of a proposal of the expert commission, the Ministry of Finance and the Minister of Finance shall forward the list of candidates for the approval of the Government.

If the Ministry of finance proposes to the Government members of the supervisory board of the SSH who have not been proposed by the expert commission, the Ministry shall disclose this information publicly. The selection procedure for these candidates, the names of those who invited them to participate and how compliance with Article 39 of the SSHA-1 was ensured shall also be made public.

If the Government proposes to the National Assembly members of the supervisory board of the SSH who have not been proposed by the Ministry of finance, it shall disclose this information publicly. The selection procedure for these candidates, the names of those who invited them to participate and how compliance with Article 39 of the SSHA-1 was ensured shall also be made public.

## **CONDITIONS FOR MEMBERS OF THE SUPERVISORY BOARD OF THE SSH**

In accordance with the SSHA-1, a member of the Supervisory Board shall meet the conditions laid down in Article 39 of the SSHA-1 and in the Companies Act (Official Gazette of the

Republic of Slovenia, nos. 65/09 – official consolidated text, 33/11, 91/11, 32/12, 44/13 – Constitutional Court Decision, 82/13 and 55/15; hereinafter referred to as: CA-1).

In Article 255, CA-1 determines that any natural person with legal capacity may be appointed member of a supervisory body, other than a person who:

- is already a member of another management or the supervisory body of the company;
- has been finally convicted of a criminal offence against the economy, labour relations and social security, legal transactions, property, the environment, space and natural resources. Such a person may not be appointed member of a supervisory body for five years after serving the sentence;
- is subject to a preventive measure prohibiting it from pursuing its profession, for the duration of the prohibition; or
- who, acting as a member of the management body of a company for which bankruptcy proceedings are instituted, has been pronounced liable to pay damages to the creditors in accordance with the act governing damage liability in financial operations of companies for a period of two years after the court ruling becomes final.

In Article 273, CA-1 determines that a member of the Supervisory Board may not be:

- a member of the management board or board of directors of a company's subsidiary;
- a procurator or authorised person of the same company;
- a member of the management board of another company in which a member of the management board of this company serves as a member of the supervisory board;
- a person who is a member of the supervisory or the management board in three other companies, or
- a person who does not meet the conditions laid down in the articles of association (determined by the SSHA-1).

SSHA-1 in the first paragraph of Article 39 provides that a member of the Supervisory Board of the SSH must meet the following conditions:

- is characterised by personal integrity and business ethics;
- has experience confirmed by business success and reputation;
- has obtained an education according to study programmes for the second-cycle Bologna degree, or for the level of education acquired in study programmes which legally comply with the second Bologna degree;
- has at least ten years of suitable work experience in management or corporate governance and displays good comparable results in their work;
- has not been sentenced for a criminal act prosecuted *ex officio* or under indictment for a criminal act prosecuted *ex officio*;
- does not perform a function which, according to the act governing the integrity and prevention of corruption as per this or another act, is incompatible with membership of a supervisory body or management body and has not performed such function in the previous six months;
- is not a member of a management or supervisory body in a company in which the SSH has a majority share or prevailing influence;
- is not an individual who in the last six months has performed a function to which they were elected or appointed in a political party.

In accordance with the second paragraph of Article 39 of the SSHA-1, members of the Supervisory Board of the SSH shall not be in a business relationship with a company with a financial asset of the state, or with a company associated therewith. A business relationship is any legal transaction, except a transaction in which a member of the supervisory board of the SSH is a consumer of regular products and services of the company in which the SSH has or manages a financial asset under the general conditions applied to other subjects in the market.

In accordance with the third paragraph of Article 39 of the SSHA-1, the Supervisory Board of the SSH shall be composed of members whose expertise and competence are complementary. Experts in finance, corporate management, liability and asset management and corporate law shall be appointed to it. According to the current professional structure of the supervisory board

of SSH have priority candidates with expertise in the management of liabilities and assets, combined with expertise in the areas of finance and corporate law.

## SSH SUPERVISORY BOARD MEMBER PROFILE

### PROFESSIONAL EDUCATION

#### Level of education that constitutes an advantage

- MBA, LL.M, Master's degree, PhD or other or other appropriate specialization from one of the following areas:
  - Finance
  - Corporate Management
  - Corporate Law
  - General Management
- Complementary combination of undergraduate and postgraduate studies (e.g. law/economics or technical field/general management)

### PROFESSIONAL KNOWLEDGE

#### Additional certificates that constitute an advantage

- A certificate of qualification for a member of the Supervisory Board or Board of Directors (active certificate) or comparable document abroad ("certified director")
- CFA certificate or certified business accountant or certified accountant or other comparable document abroad
- Certificate in the area of Asset Management

### KNOWLEDGE OF FOREIGN LANGUAGES

#### Certificates of knowledge of foreign languages that constitute an advantage

- Fluency in English
- Fluency in other foreign languages

### WORK AND PROFESSIONAL EXPERIENCE

#### Work and professional experience that constitutes an advantage

- Planning, designing and implementation of investment strategies and policies in the private sector
- Theoretical and practical aspects of corporate finance, capital markets and banking
- Risk management
- Operational and financial restructuring of companies
- Corporate law, with focus on operating of associated companies
- Management or Corporate Governance position in large corporations, achieving good comparative results
- Membership in Supervisory Boards of listed companies, financial institutions or large enterprises

- International working experience in management and/or supervising of international corporations or experience in management and/or supervising of an international corporation's operation in Slovenia
- Management of banks, international corporations, brokerage houses, or private equity funds
- Due diligence and M&A
- Managing financial investments
- Corporate law – e.g. judicial work, arbitration, advocacy, insolvency administration, corporate law project consulting, corporate restructuring project consulting, experience in state administration
- Corporate governance – expertise development or academic development of corporate governance, corporate governance consulting, audit projects of corporate governance, management incentive systems
- Supervisory Board chairmanship or deputy chairmanship
- Operating in a Supervisory Board Audit Committee or HR Committee

### **ADDITIONAL COMPETENCES**

Additional competences that constitute an advantage:

- Personal Integrity
- Orientation to team work
- Communication and conflict-resolution skills
- Strategic thinking

### **REQUIRED DOCUMENTATION FOR APPLICATION**

Application must contain:

- FORM 1 – Application for a candidate member of the Supervisory Board of the SSH
- FORM 2 – Statement of the conditions as a member of the Supervisory Board of the SSH
- FORM 3 – Statement of consent to the processing of personal data
- FORM 4 – Statement of the circumstances of conflicts of interest
- FORM 5 – Statement of disclosure
- FORM 6 – Statement on reporting on financial position
- FORM 7 – Statement relating to restrictions on transactions with related parties
- A complete Europass Curriculum Vitae (available at <http://europass.cedefop.europa.eu/documents/curriculum-vitae>)
- The candidate's own written justification for their nomination, in which the candidate further justifies the individual entries in the statements and motivational reasons for their nomination

Upon the Commission's request **the candidates selected for the shortlist** should submit:

- Evidence for the statements contained in FORM 2, points 5, 10 and 12. Evidence will be considered an extract from the official records, not older than two months, or a sworn statement that is given before a judicial or administrative authority, notary or a competent professional or trade body in the country of residence.
- Any other relevant evidence to verifying the particulars of the candidate in the application at the discretion of the Commission.

**APPLICATION FOR A CANDIDATE MEMBER OF THE SUPERVISORY BOARD  
OF THE SSH**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

on the basis of open public call for members of the Supervisory Board of the Slovenian Sovereign Holding present my application as an expert (mark appropriate)\* in:

- FINANCE**
- CORPORATE MANAGEMENT**
- LIABILITY AND ASSET MANAGEMENT\*\***
- CORPORATE LAW**

*\*The candidate may, in accordance with its own competences apply to one or more areas.*

*\*\* According to the current professional structure of the supervisory board of SSH have priority candidates with expertise in the management of liabilities and assets, combined with expertise in the areas of finance and corporate law.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF THE CONDITIONS AS A MEMBER OF THE SUPERVISORY BOARD  
OF THE SSH**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

**under material and criminal responsibility, declare that:**

1. I am characterised by personal integrity and business ethics (Article 39 of the SSHA-1);  
⇒ *I enclose an argument in my own written justification for the nomination*
2. I have experience confirmed by business success and reputation (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and an argument in my own written justification for the nomination*
3. I have obtained education according to study programmes for the second-cycle Bologna degree, or for the level of education acquired in study programmes which legally comply with the second-cycle Bologna degree (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and a photocopy of the certificate of completed education*
4. I have at least ten years of suitable work experience in management or corporate governance and display good comparable results in my work (Article 39 of the SSHA-1);  
⇒ *I enclose my CV and an argument in my own written justification for the nomination*
5. I have not been sentenced for a criminal act prosecuted *ex officio* or under indictment for a criminal act prosecuted *ex officio* (Article 39 of the SSHA-1);
6. I do not perform a function which, according to the act governing the integrity and prevention of corruption as per this or another act, is incompatible with membership of a supervisory body or management body and have not performed such function in the previous six months (Article 39 of the SSHA-1);
7. I am not a member of a management or supervisory body in a company in which the SSH has a majority share or prevailing influence (Article 39 of the SSHA-1);
8. I am not an individual who has in the past six months performed a function to which I was elected or appointed in a political party (Article 39 of the SSHA-1).

\_\_\_\_\_  
Signature



9. I am not a member of another management or the supervisory body of such company (Article 255 of the CA-1);
10. I have not been convicted res iudicata of a criminal offence against the economy, against labour relations and social security, against legal transactions, against property, against environment, space and natural resources. Such a person cannot be appointed to the Supervisory Board within five years as of the finality of judgement and two years after having served the sentence (Article 255 of the CA-1);
11. I am not a person against whom a preventive measure has been passed prohibiting the pursuit of a profession, for the duration of the prohibition (Article 255 of the CA-1);
12. I am not a person who, acting as a member of the management board of a company against which bankruptcy proceedings were instituted, has been pronounced liable to repay damage to the creditors in accordance with the law regulating the financial operations (Article 255 of the CA-1);
13. I am not a procurator or authorised person of the same company (Article 273 of the CA-1);
14. I am not a member of the management board of another company with share capital in which a member of the management board of this company is on the supervisory board (Article 273 of the CA-1);
15. I am not a person who is a member of a supervisory or management board in three other companies (Article 273 of the CA-1);
16. I am at the time of submission of the application a member of the following Supervisory Boards (Article 273 of the CA-1):
- \_\_\_\_\_, mandate expires \_\_\_\_\_
  - \_\_\_\_\_, mandate expires \_\_\_\_\_
  - \_\_\_\_\_, mandate expires \_\_\_\_\_

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Place and date

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Signature

**STATEMENT OF THE CONSENT TO THE PROCESSING OF PERSONAL DATA**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

in accordance with Article 8 of the Personal Data Protection Act (Official Gazette of the Republic of Slovenia, nos. 94/07 – official consolidated text) hereby provide written personal consent to the processing of personal data relating to the procedure for the appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF THE CIRCUMSTANCES OF CONFLICTS OF INTEREST**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that, prior to deciding on appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the second paragraph of Article 59 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14), I shall submit a statement which shall disclose whether I am in circumstances that may lead to a conflict of interest and that I shall consistently avoid conflicts of interest as defined by the Integrity and Prevention of Corruption Act (Official Gazette of the Republic of Slovenia, nos. 69/11 – official consolidated text).

*\* Conflict of interest means circumstances in which the private interest of an official person influences or appears to influence the impartial and objective performance of their public duties. The private interest of an official person means a pecuniary or non-pecuniary benefit which is either to their advantage or to the advantage of their family members or other natural or legal persons with whom they maintain or have maintained personal, business or political relations. An official person is, inter alia, a manager in a private company in which a controlling interest or a dominant influence is held by the State, so also a member of the Supervisory Board of the SSH.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT OF DISCLOSURE**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that

I shall, in the case of appointment as a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with the third paragraph of Article 59 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) within one month after the appointment of a member of the Supervisory Board of the Slovenian Sovereign Holding reveal:

- data on equity stakes, stocks and management rights that I or my family members\* own,
- data on the functions and/or work I performed in the preceding five years (or continue to perform) in entities governed by public or private law,
- data on debts, liabilities or guarantees assumed and loans granted in which I, or the parties referred to in the first indent, have more than a 25 percent ownership share, with the provision of the amounts and names of the parties with whom they are in the aforementioned debtor/creditor relationship,
- data on whether I or my family members or other parties in which they have more than a 25 percent ownership share have outstanding tax liabilities,
- other circumstances that could influence or actually influence the impartial and objective performance of their tasks or their personal integrity.

*\* Family members are in accordance with the SSHA-1: direct consanguine relatives of any degree and relatives of the fourth degree, spouses or in-laws up to the second degree, regardless of whether the marriage has been terminated or not, as well as foster parents, adopters and adoptees. In this Act, a common-law marriage and a registered same-sex partnership are treated mutatis mutandis as a marriage.*

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT ON REPORTING ON FINANCIAL POSITION**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that

in the event that I become a member of the Supervisory Board of the Slovenian Sovereign Holding in accordance with Article 62 of the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) and Article 41 of the Integrity and Prevention of Corruption Act (Official Gazette of the Republic of Slovenia, nos. 69/11 – official consolidated text) I shall as a manager or officer immediately, and by no later than within one month after taking or ceasing to hold office or post, communicate the information on my assets to the Commission for the Prevention of Corruption, and to do well year after leaving office or work .

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature

**STATEMENT RELATING TO RESTRICTIONS ON TRANSACTIONS WITH  
RELATED PARTIES**

I, the undersigned \_\_\_\_\_  
(Name and surname of the candidate)

declare that I am aware that the Slovenian Sovereign Holding Act (Official Gazette of the Republic of Slovenia, nos. 25/14) in Article 60 restricts transactions with related persons, especially that:

- The SSH shall not conduct business with a company, sole proprietor or any other business entity in the public or private sector in which a member of the management board of the SSH or a close family member is a holder of the undertaking or a sole owner, or co-owner with close family members, of more than five percent of the share capital;
- The purchase and sale of goods and services, order and implementation of construction, awarding of grants, assumption of sponsorship and entering into similar business relationships, with the exception of transactions in which an individual is a consumer of regular products or services under the general conditions applied to all subjects in the market is considered as conducting business as per the first bullet;
- The limitations on the SSH's transactions with related parties shall continue to apply one year after the termination of the function of a member of the Supervisory Board of the SSH.

\_\_\_\_\_  
Place and date

\_\_\_\_\_  
Signature