

ANNOUNCEMENT OF THE COMPETITIVE SELECTION OF THE INDEPENDENT MEMBERS OF THE SUPERVISORY BOARD OF THE STATE ENTERPRISE OF THE MINISTRY OF DEFENSE OF UKRAINE "DEFENSE PROCUREMENT AGENCY"

The selection of 3 (three) Independent Members of the Supervisory Board of the State Enterprise of the Ministry of Defence of Ukraine "Defence Procurement Agency" is announced in accordance with the Order of the Ministry of Defence of Ukraine No. 51 "On the Supervisory Board of the State Enterprise of the Ministry of Defence of Ukraine "Defence Procurement Agency" dated 24.01.2024.

Name of the company: State Enterprise of the Ministry of Defense of Ukraine "Defense procurement agency" (SE "Defense procurement agency").

Address: 04074, Ukraine, Kyiv, 2 Avtozavodska Street; EDRPOU code – 44725823.

The purpose of the enterprise's activities is to create an integrated procurement system in the Ministry of Defense of Ukraine, ensure the life cycle of defense products, conclude offset agreements, conclude and determine the stages of execution of state contracts (agreements) for the provision of defense products, procure goods, works and services, including defense procurement.

More information about the activity SE "Defense procurement agency":
<https://dpa.mod.gov.ua/index.html>

A Candidate for the position of an Independent Member of the Supervisory Board of the SE "Defense procurement agency" is an individual who meets the requirements for independent members outlined in the Law of Ukraine "On Management of State-Owned Property" and the requirements for independent directors outlined in the Law of Ukraine "On Joint Stock Companies", requirements for Independent Members of Supervisory Boards approved by the Cabinet of Ministers of Ukraine.

Expectant functions of Supervisory Board Members of SE "Defense procurement agency":

■ Participation in Committees' work.

The Supervisory Board may form standing and temporary Committees. Standing Committees, such as the Audit Committee, the Nomination and Determining the remuneration of officers of SE "Defense procurement agency" Committee, should be formed within the Supervisory Board. The Members of the Supervisory Board who will be members of the committees should meet the requirements for competence in matters relating to the key functions and responsibilities of the respective committees.

■ Development and monitoring of strategy implementation.

Consulting in the process of developing and approving the company's strategies based on evidence-based analysis, overseeing the business transformation process to achieve the goal and approving key organizational changes.

Analysis and control over the implementation of the functional strategies by State Enterprise "Defense Procurement Agency" by approving a short-term action plan, and coordinating priorities proposed by the company's management.

Implementation of risk management policies and procedures.

Determination of indicators for assessing the effectiveness of the company's management and regular monitoring of the achievement of goals aimed at implementing the strategy and timely taking of necessary measures.

■ Corporate Governance.

Establishment of a corporate governance system to manage the SE "Defense procurement agency" in accordance with the interests of the state and the purpose of state ownership.

Implementation of the best international standards of corporate governance for the SE "Defense

ДОКУМЕНТ СЕДО
Сертифікат 5В77СЕ19СВВ35С640400000В96В0000Е85В0100
Підписувач Ковальчук Олександр Миколайович
Дійсний з 18.08.2023 0:00:00 по 17.08.2025 23:59:59

Центральне управління координації зовнішньоекономічної діяльності



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Ensuring compliance of the corporate governance system with the best national and international corporate governance standards, 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.

Regular assessment of the performance of the officials of the SE "Defense procurement agency"

Making decisions on the levels of compensation to the officials, applying the schemes of incentives and annual rewards based on the results of an assessment of performance and achieving of annual personal and the company's objectives.

Assisting the General Manager of the SE "Defense procurement agency" in ensuring the financial stability of the enterprise in crisis conditions.

■ Alignment of interests.

Ensuring that the actions and motivation of the officials of the SE "Defense procurement agency" are in line with the best practices of corporate governance, the interests of the state and the people of Ukraine.

Introduction of the best ethical standards and prevention of potential and actual conflicts of interest among the officials of the SE "Defense procurement agency" and the Supervisory Board, including misuse of corporate assets, abuse of power in transactions with related parties, etc.

■ Audit and control.

Facilitating the implementation of an effective system of timely and reliable reporting in accordance with current and future independent audited accounting standards, full and transparent disclosure of information in accordance with Ukrainian and EU standards and principles, including oversight of regular independent audits.

Facilitating the implementation of proper control systems, including risk management systems, financial and operational control, cybersecurity, business stability, and compliance with the legal framework within which the SE "Defense procurement agency" operates (compliance).

■ Transparency and disclosure of information.

Facilitating transparency, oversight of the information disclosure process and the quality of communications of the SE "Defense procurement agency" in accordance with the principles of a competitive market and the regulatory framework of Ukraine and the EU.

■ Consulting.

Consulting the officials of the SE "Defense procurement agency" on complex issues, supporting key transformation projects and organizational changes of the State Enterprise "Defense Procurement Agency" through work in the committees of the Supervisory Board.

The Candidate for the position of an independent member of the Supervisory Board of the State Enterprise "Defense Procurement Agency" shall meet the following criteria of independence in accordance with the requirements of the legislation of Ukraine:

- is not or has not been an official of the SE "Defense Procurement Agency" or its subsidiary, branch, representative office and/or other separate subdivision within the last five years (does not apply to cases of holding the position of an independent member and relations related to this);
- is not or has not been an employee of the SE "Defense Procurement Agency" or its subsidiary, branch, representative office and/or other separate subdivision for the last five years (does not apply to cases of holding the position of an independent member and relations related to this);
- is not an affiliate of the SE "Defense procurement agency", or its subsidiary, branch, representative office and/or other separate subdivisions and/or their officials;
- does not receive or has not received any income from the SE "Defense procurement agency" or its subsidiary, branch, representative office and/or other separate subdivision, except for income in the form of remuneration for performing the functions of a Member of the Supervisory Board;
- does not represent the interests of the Authorized Management Body;
- is not a civil servant or government official;

- is not an auditor of the SE "Defense procurement agency", or has not been an auditor for a certain period during the last three years preceding his/her appointment (election) to the Supervisory Board;
- does not participate in the audit of the SE "Defense procurement agency " or its subsidiary, branch, representative office and/or other separate subdivision as an auditor working as part of an audit organization, or participated in such an audit during a certain period for the last three years preceding his/her appointment (election) to the Supervisory Board;
- does not have or has not had during the last year any economic or civil legal relations with the SE "Defense procurement agency " or its subsidiary, branch, representative office and/or other separate subdivision directly or as a shareholder (participant), manager or member of the executive body of a business entity that has or had such relations;
- has not worked as an Independent Member of the Supervisory Board of the SE "Defense procurement agency " for three terms;
- is not a close person to the persons referred to in subparagraphs two through eleven of this paragraph (the term "close person" shall have the meaning defined in the Law of Ukraine "On Prevention of Corruption").

Required competencies of prospective Independent members of the Supervisory Board of the SE "Defence procurement agency":

- Procurement and logistics:
 - Understanding of procurement and logistics processes, including strategic planning, supplier management, inventory management and logistics route optimization;
 - Experience in developing and implementing procurement and logistics strategies based on company goals and market trends, and taking into account legal requirements;
 - Monitoring and analyzing procurement and logistics data to identify opportunities to increase efficiency and reduce costs, improve quality and delivery times;
 - Ability to analyze large amounts of data and make informed strategic decisions;
 - Experience of cooperation with NATO SUPPORT & PROCUREMENT AGENCY (NSPA) will be an advantage;
 - A university degree in supply chain management, logistics, business administration or a related field will be an advantage.
- Business strategy and development:
 - Experience of work in 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 the development, implementation 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 in managerial positions (Member of the Board responsible for Finance, Partner of an Audit or Consulting Firm, Member of the Supervisory Board);

- Experience in the development of a business / financial plan of the company and budgeting;
 - Experience in ensuring 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.

A Candidate for the position of an Independent Member of the Supervisory Board must meet the following requirements:

- Full civil capacity;
- Higher education, professional knowledge and skills, work experience and other characteristics necessary for the proper exercise of powers of a Member of the Supervisory Board, which correspond to the types of activities of the SE "Defense Procurement Agency", in particular in one of the following areas: management and administration, finance, economics, audit or law;
- No outstanding or not duly cancelled criminal record;
- No prohibition to holding relevant positions or engaging in certain activities;
- No conflict of interest that may interfere with the proper performance of duties as a Member of the Supervisory Board;
- Not to be a founder, shareholder (participant), manager and/or Member of the Supervisory Board of an enterprise or other business organization operating in the same or related markets as the SE "Defense Procurement Agency";
- Not to hold elected positions and not to be an official of state and/or local authorities;
- Integrity, impartiality and impeccable business reputation;
- Compliance with other legal requirements.

The candidate for the position of an Independent Member of the Supervisory Board of the SE "Defense procurement agency" must be able to devote sufficient time to participate in the work of the Supervisory Board of the SE "Defense procurement agency" and shall participate in at least 75% of the total number of meetings of the Supervisory Board of the SE "Defense procurement agency" and/or its committees; the candidate must meet the criteria of independence established by the legislation of Ukraine.

Requirements for a candidate for the position of an Independent Member of the Supervisory Board of the State Enterprise "Defense Procurement Agency":

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

It will be an advantage to have:

- Experience in crisis management (taking organizational, economic, managerial, investment, technical, financial, economic, 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 strategies for large enterprises or industries;
- Experience in developing or managing complex projects in the field of organizational change (business model transformation, organizational restructuring, mergers/acquisitions);
- Experience in defense procurement at the international level;
- Experience in Supervisory Boards;
- International higher education or additional business education.

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 (copies of these documents must be duly certified - on each page, the document must contain the words "According to the original", the date, the person's signature, surname and initials);
- A Curriculum Vitae or resume (Ukrainian and/or English version);
- Consent to the 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);
- Letter 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 the incompleteness and inaccuracy of the submitted documents and information.

Documents must be submitted by 18:00 (Kyiv time) on May 03, 2024 in Ukrainian and/or English version to the following email address: Ivanna.Hurska@odgersberndtson.com

Telephone for information: 044-353-3857

The participants will be notified of the results of the competitive selection by e-mail.