

**COMPETITION REGULATIONS FOR THE POSITION OF PRESIDENT OF THE  
MANAGEMENT BOARD OF ZOO WROCŁAW SPÓŁKA Z OGRANICZONĄ  
ODPOWIEDZIALNOŚCIĄ (*limited liability company*)  
WITH ITS REGISTERED OFFICE IN WROCŁAW**

**INTRODUCTION**

Pursuant to the provisions of Resolution No. 20/24 of the Extraordinary General Meeting of Shareholders of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością dated 19 July 2024 on the principles for the appointment of Members of the Management Board, the Supervisory Board, pursuant to § 1 of the said resolution, may conduct qualification proceedings for the position of Member of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością. At the same time, on the basis of § 2 of the aforementioned resolution of the Extraordinary General Meeting of Shareholders, the Supervisory Board determines the principles and procedure for the qualification proceedings for the position of President of the Management Board, which are reflected in the Competition Regulations for the position of President of the Management Board of the company operating under the name ZOO Wrocław Spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław (**'Regulations'**) and the appendices thereto.

**CHAPTER 1. NAME AND ADDRESS OF THE ORGANISER OF THE COMPETITION**

The Organiser of the Competition for the position of President of the Management Board of the company operating under the name ZOO Wrocław Spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław is the Supervisory Board of the company operating under the name ZOO Wrocław spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław **'Company'**, address: ul. Wróblewskiego 1-5, (postal code: 51-618 Wrocław), entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, under KRS [*National Court Register*] number: 0000350789, having NIP [*Tax Identification Number*]: 8982167437, REGON [*National Business Registry Number*]: 021125219, share capital in the amount of PLN 233 939 000.00.

Address: ul. Wróblewskiego 1-5,  
51-618 Wrocław

e-mail: [zoo-sekretariat@zoo.wroc.pl](mailto:zoo-sekretariat@zoo.wroc.pl), website: [www.zoo.wroclaw.pl](http://www.zoo.wroclaw.pl)

Days and working hours of the Secretarial Department of the Organiser of the Competition:  
Monday to Friday from: 7.00 a.m. to 3.00 p.m.

## **CHAPTER 2. DESCRIPTION OF THE COMPETITION**

The subject of this competition is to conduct a competitive process based on these Regulations together with the Criteria for the selection of the candidate for the position of President of the Management Board of the company operating under the name ZOO Wrocław Spółka z ograniczoną odpowiedzialnością (**'Selection Criteria'**) constituting Appendix No. 1 to the Regulations. The purpose is to elect the President of the Company's Management Board.

**A management services contract (managerial contract) shall be concluded with the candidate selected through the competition - after his/her appointment by the Company's Supervisory Board as President of the Management Board - for the duration of his/her role as President of the Company's Management Board.**

ZOO Wrocław Sp. z o.o. is a company in which 100% of shares are held by the Municipality of Wrocław, hence the provisions of the Law of 9 June 2016 on the principles determining the remuneration of persons managing certain companies (Journal of Laws of 2020, item 1907, as amended) apply to the principles and amount of remuneration of the President of the Management Board.

## **CHAPTER 3. TERMS AND CONDITIONS FOR PARTICIPATION IN THE COMPETITION**

The competitive process is open to persons who meet the requirements indicated in the Selection Criteria and who deliver their bids by the date and to a place referred to in the Regulations.

The competition Regulations and the appendices thereto will be available at the Company's registered office and on the Company's website: **zoo.wroclaw.pl**. Interested persons' entry into the competitive process is deemed to be an acknowledgement that they have read and accepted the Regulations.

Persons not allowed to participate in the competitive process are those who, *inter alia*, have taken or are taking part in the preparation or conduct of the competition.

**CHAPTER 4. LIST OF DOCUMENTS AND STATEMENTS TO BE PROVIDED BY CANDIDATES IN ORDER TO CONFIRM THAT THEY MEET THE TERMS AND CONDITIONS FOR PARTICIPATION IN THE COMPETITIVE PROCESS**

1. In order to assess the candidate's compliance with the terms and conditions for taking part in the competition described in these Regulations and in the Selection Criteria, the interested person must submit the following documents and declarations, signed or certified by him/her for conformity with the original:

**I. Documents:**

- 1) a curriculum vitae (CV) stating the candidate's educational and professional background and the functions held to date, as well as contact details, including telephone number as well as correspondence and e-mail addresses,
- 2) a motivation letter, including the reasons why the candidate is applying for the position of the President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością, experience in professional work, own expectations related to the aforementioned function,
- 3) a development plan containing the management concept and business directions of the Company for a period of 5 years, with regard to the activities carried out by the Company, i.e. the operation and management of the zoo (drawn up in Polish), which shall address organisational, financial and innovative aspects,
- 4) a photocopy of a document certifying Polish citizenship or citizenship of another country with the right to be employed in the Republic of Poland,
- 5) photocopies of documents confirming higher education in the field of natural sciences (zootechnics, biology, veterinary or related) or in the field of management or law or economics, or if it is higher education obtained abroad, recognised in the Republic of Poland, documents should be submitted together with their translation into Polish,
- 6) photocopies of employment certificates or certificates proving at least 7 years of employment under an employment contract, appointment, election, cooperative employment contract or provision of services under another contract or self-employment,
- 7) photocopies of employment certificates or certificates proving at least 5 years' experience in executive or independent positions or resulting from self-employment,
- 8) if available, photocopies of employment certificates or certificates confirming experience in the area of animal protection or breeding or management of animal populations, or of an organisation working in the environment related to animals,
- 9) if available, photocopy of documents confirming cooperation with professional organisations like European Association of Zoos and Aquaria (EAZA), World Association of Zoos and Aquariums (WAZA), International Zoo Educators Association (IZE), European Union of Aquarium Curators (EUAC), Board of Directors of Polish Zoos and Aquaria

(RDPOZiA), other educational and R&D entities, scientific and research institutions and animal protection and non-governmental organisations,

- 10) a certificate of clean criminal record from the National Criminal Register, dated up to 1 month before the date on which the candidate's bid for this competitive process is submitted, or any other relevant document in force in the candidate's country of origin,
- 11) other documents at the candidate's discretion, confirming his/her qualifications, knowledge, experience, skills, cooperation (references, recommendations, certificates, completed courses, trainings, postgraduate studies, documents confirming cooperation with industry organisations and institutions or knowledge of industry programmes and strategies).

## II. **Statements:**

- 1) a signed written statement confirming that the candidate is not subject to any restrictions or prohibitions resulting from the law to act as a President of the Management Board in commercial companies or to any statutory non-competition clause, which is included in the form entitled '**Statements of the Candidate**',
- 2) a signed written statement confirming that the candidate has not been validly convicted of an intentional crime or an intentional fiscal offence, and in particular has not been sentenced by a final judgement for an offence referred to in Articles 587-587<sup>2</sup>Article 590 and Article 591 of the Law of 15 September 2000 - Commercial Companies Code (Journal of Laws of 2024, item 18, as amended) and Articles 228-231 and Chapters XXXIII-XXXVII of the Law of 6 June 1997 - Penal Code (Journal of Laws of 2024, item 17, as amended), which is included in the form entitled '**Statements of the Candidate**',
- 3) a signed written statement that the candidate has full capacity to pursue legal actions, exercise full public rights, is in good health to perform the function in question, has a good reputation and that there is no conflict of interest between the Company and the candidate, which is included in the form entitled '**Statements of the Candidate**',
- 4) a signed written statement of consent to the processing of personal data collected in the recruitment process for the purposes of the conducted recruitment procedure, in accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ EU L, 2016, 119, p. 1) - GDPR, which is included in the form entitled '**Consent to the processing of personal data**',
- 5) a written confirmation of acquaintance with the information on the principles of personal data processing by ZOO Wrocław Spółka z ograniczoną odpowiedzialnością in the qualifying procedure for the position of President of the Management Board included in **Appendix No. 2** to the Regulations, by signing the form entitled '**Information clause for candidates for the position of President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością**',

- 6) a signed written statement with the following content: 'I agree to the destruction of any documentation submitted by me (including photocopies of documents) deemed not to meet the formal requirements or submitted after the deadline if it is not collected within 1 month of the date on which the results of the competitive process are announced', which is included in the form entitled '**Statements of the Candidate**',
  - 7) a signed written statement that the candidate can perform executive functions connected with the disposal of public funds - within the meaning of the Law of 27 August 2009 on public finances (Journal of Laws of 2023, item 1270, as amended), which is included in the form entitled '**Statements of the Candidate**',
  - 8) a signed written statement that the candidate agrees to undergo the procedure stipulated for the access to classified information in accordance with the provisions of the Law of 5 August 2010 on the protection of classified information (Journal of Laws of 2024, item 632), which is included in the content of the form entitled '**Statements of the Candidate**',
  - 9) in the case of persons born before 1 August 1972, a signed written statement of fulfilment of the obligation referred to in Article 7(1) and (3a) of the Law of 18 October 2006 on the disclosure of information on documents of state security agencies from the period between 1944 and 1990 and the content of such documents (Journal of Laws 2024, item 273, as amended), which is included in the form entitled '**Statements of the Candidate**'.
2. The candidate may be required to provide the original documents referred to hereinabove by the closing date, under penalty of exclusion from the competition.
  3. The Selection Committee may request additional information, statements and documents from the candidate, specifying the date, place and manner in which they must be provided. Failure by the candidate to provide the information, statements and documents requested by the Selection Committee shall be tantamount to the candidate's withdrawal from the competition.

<p style="text-align: center;"><b>CHAPTER 5. GENERAL PROVISIONS CONCERNING EACH STAGE OF THE COMPETITIVE PROCESS</b></p>
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1. The Supervisory Board, as the Organiser of the Competition, approves these Regulations and Appendices No. 1 and 2 hereto as well as the contents of the document entitled 'Announcement of the Competitive Process for the position of President of the Management Board of the company operating under the name ZOO Wrocław Spółka z ograniczoną odpowiedzialnością' in the form of a resolution.
2. The competitive process shall be conducted by the Selection Committee.
3. The Selection Committee consists of members of the Company's Supervisory Board and the following persons appointed by the Supervisory Board by resolution:

- 1) one representative of the Board of Directors of Polish Zoos and Aquaria (RDPOZiA),
  - 2) one representative of the Faculty of Biology of the University of Wrocław,
  - 3) one representative of the Faculty of Animal Breeding and Biology of the Wrocław University of Environmental and Life Sciences,
  - 4) one zoo representative in Germany,
  - 5) one zoo representative in the Czech Republic,
  - 6) one representative of the Mayor of Wrocław - a representative of the Department of Corporate Supervision of the Wrocław City Hall,
  - 7) one representative each of the trade unions operating in the Company.
4. The Selection Committee elects a Chairperson and a Vice-Chairperson from among its members. The formal and technical support services of the Committee are provided by the Company.
  5. Members of the Selection Committee are not entitled to remuneration for their participation in the work of the Selection Committee, but only to reimbursement of justified, documented and approved by the Organiser of the Competition costs of participation in the work of the Selection Committee (costs of travel, accommodation, meals, etc.).
  6. The Selection Committee shall be chaired by the Chairperson of the Selection Committee and, in the absence or inability to act of the Chairperson, by the Vice-Chairperson of the Selection Committee.
  7. Meetings of the Selection Committee shall be held either in person or by means of direct remote communication. The first stage is minuted and the second stage of the competition is recorded by the Organiser of the Competition. No recording of the Selection Committee's meetings in any form by those attending the Selection Committee meetings is permitted.
  8. The Selection Committee shall carry out its tasks in meetings closed to third parties, with the exception of advisers invited by the Selection Committee, if the Selection Committee considers it necessary to appoint them for the purpose of the competitive process.
  9. The meetings of the Selection Committee may also be attended by Councillors of the City Council of Wrocław - as observers - one from each Club existing on the date of the announcement of competition, indicated by the Clubs, and one Councillor of the City Council not associated.
  10. The Selection Committee presents its position in the form of resolutions.
  11. Voting on the Selection Committee's resolutions shall take place by simple majority of votes. Each member of the Selection Committee has 1 (one) vote. In the event of an equality of votes, the vote of the Chairperson of the Selection Committee shall be decisive and, in the case of the situation described in sec. 6 hereinabove, the vote of the Vice-Chairperson of the Selection Committee.
  12. The competitive process **begins on the day of publication of the announcement of competition, i.e. on 26 August 2024**, and ends on the day of the Selection Committee's resolution on the selection of a candidate for the position of the President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław or after the Organiser of the Competition adopts

a resolution on the cancellation of the competition, its annulment, including termination of the competition without the selection of the President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław.

13. The publication of announcement of the competitive process for the position of the President of the Company's Management Board shall take place:
  - 1) on the website of ZOO Wrocław Sp. z o.o., on the homepage available at: <https://zoo.wroclaw.pl/en/>
  - 2) on the website of the Public Information Bulletin of ZOO Wrocław Sp. z o.o., under the tab 'Work with us/jobs' available at: [zoo.wroclaw.bip-e.pl/zoo/ogloszenia-o-naborze/18266,Ogloszenia-o-naborze.html](https://zoo.wroclaw.bip-e.pl/zoo/ogloszenia-o-naborze/18266,Ogloszenia-o-naborze.html),
  - 3) on the website of Wrocław Municipality [wroclaw.pl](https://wroclaw.pl),
  - 4) on the website of the Public Information Bulletin of the City Hall of Wrocław available at: <https://bip.um.wroc.pl>
  - 5) on the European Association of Zoos and Aquaria (EAZA) website, available at: <https://www.eaza.net>,
  - 6) on the World Association of Zoos and Aquariums (WAZA) website available at: <https://www.waza.org>,
  - 7) on the Facebook profile of the Board of Directors of Polish Zoos and Aquaria (RDPOZiA) available at: <https://www.facebook.com/RDPOZiA>,
14. The announcement on the competitive process for the position of President of the Company's Management Board shall also be published in the national newspaper 'Rzeczpospolita'.
15. The competitive process shall be carried out by the Selection Committee in 2 (two) stages as referred to in Chapters 6 and 7 of the Regulations.
16. At all times during the competitive process, a person interested in taking part in the competitive process may, at the Company's premises, acquaint himself/herself with:
  - 1) current excerpt from the Company's Register of Entrepreneurs of the National Court Register,
  - 2) company's financial statements for 2023,
  - 3) report on the Company's operations for 2023,
  - 4) plan for 2024,
  - 5) the deed of company formation constituting the Appendix to Resolution No. 1/2023 of the Company's Management Board dated 11 January 2023,
  - 6) By-laws of the Company's Management Board constituting the Appendix to Resolution No. 61/2020 of the Company's Management Board dated 17 November 2020,
  - 7) By-laws of the Company's Supervisory Board constituting the Appendix to Resolution No. 5/23 of the Company's Extraordinary General Meeting of Shareholders dated 31 March 2023,
  - 8) Company's Organisational Regulations constituting the Appendix to Resolution No. 30/23 of the Company's Management Board dated 14 June 2023,

- 9) Ordinance No. 5548/21 of the Mayor of Wrocław dated 29 June 2021, on the principles of shareholder supervision of commercial law companies with the participation of the Municipality of Wrocław and Ordinance No. 8918/22 of the Mayor of Wrocław dated 14 November 2022, amending Ordinance No. 5548/21 of the Mayor of Wrocław dated 29 June 2021 on the principles of shareholder supervision of commercial law companies with the participation of the Municipality of Wrocław,
  - 10) Resolution No. 19/17 of the Company's Extraordinary General Meeting of Shareholders dated 29 November 2017, on the determination of the requirements to be met by a candidate for a Member of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością,
  - 11) the current principles determining the remuneration of the Members of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością adopted by Resolution No. 17/17 of the Ordinary Meeting of Shareholders of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością of 21 June 2017 on the principles determining the remuneration of the Members of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością as amended by subsequent resolutions of the Meeting of Shareholders to the above extent,
17. At the request of the person interested in taking part in the competitive process, the documents referred to in sec. 16 hereinabove may be made available to him/her electronically in the form of a scan and sent to the e-mail address indicated in the request.
18. **The following bids shall not qualify for the competition:**
- 1) late bids,
  - 2) bids that do not contain all the required documents and statements as indicated in the Regulations (Chapter 4 of the Regulations),
  - 3) bids, the content of which indicates that the candidate does not meet the requirements set out in the Regulations or in Appendix No. 1.
19. 1. The Chairperson of the Selection Committee shall inform each candidate, by e-mail to the e-mail address provided in the CV, of:
- 1) qualifying or not qualifying for stage 1 (first stage) of the competition,
  - 2) qualifying or not qualifying for stage 2 (second stage) of the competition,
  - 3) the outcome of the competition,
  - 4) the resolution of the Organiser of the Competition to cancel or invalidate the Competition, including termination of the Competition without the selection of a candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o.
2. The Chairperson of the Selection Committee is not obliged to provide reasons for the Selection Committee's resolutions on the aforementioned subject.
20. A candidate is deemed to be any person who has submitted, by the closing date, all the documents required for the competitive process indicated in Chapter 4 of the Regulations.
21. Candidates for the position of President of the Company's Management Board shall bear all costs related to the preparation of the documentation referred to in these Regulations and



Appendix No. 1, the presentation of which is necessary in order to take part in the competitive process, including the costs related to their personal appearance at the interview, if they are qualified for it.

22. All documents and statements referred to in the Regulations and Appendix No.1 should be drawn up in writing under pain of invalidity, in legible Polish. Documents prepared in a foreign language shall be submitted with their translations into Polish.
23. All documents and statements referred to in the Regulations and Appendix No. 1 shall be placed by the candidate in one opaque and closed (sealed) envelope or package in such a way as to ensure that their contents remain confidential until the opening of the envelopes or packages by the Selection Committee.
24. The candidate should write on the envelope or packaging the following wording: 'Competition for the position of President of the Management Board of ZOO Wrocław Sp. z o.o.'
25. Once an application for the competition has been received at the registered office of the Organiser of the Competition, it is not possible for the candidate to amend, supplement or correct the documents and statements submitted.
26. A candidate has the possibility to withdraw from the competition at any stage.
27. The Organiser of the Competition reserves the right to cancel or invalidate the competition at any stage, without the need to provide any reason or justification, including termination of the competition without the selection of a candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o. In this case, an announcement shall be placed in the same form in which the announcement of competition appeared.
28. **Candidates may submit their bids** from the date of publication of the announcement of competition, **i.e. from 26 August 2024 to 23 September 2024 until 3.00 p.m., in person** at the registered office of the Organiser of the Competition, at the Secretarial Department, during the office hours of the Secretarial Department, i.e. from Monday to Friday from 7.00 a.m. to 3.00 p.m., or **by post** (registered letter) or **courier service** to the registered office address of the Organiser of the Competition given in these Regulations, i.e. ul. Zygmunta Wróblewskiego 1-5 in Wrocław, 51-618 Wrocław. In the case of entries made by post or courier, the date and time of receipt at the registered office of the Organiser of the Competition, as confirmed by the Secretarial Department of the Organiser of the Competition, shall determine the deadline.
29. A candidate shall receive an acknowledgement of the bid submission made in person, at his/her request.
30. It is not possible for candidates to send bids containing the documents and statements indicated in the Regulations and Appendix No. 1 in an electronic form.
31. **The competitive process shall be completed by 26 October 2024.**
32. The outcome of the competitive process shall not be equivalent to the appointment by the Supervisory Board of the candidate selected by the Selection Committee as President of the Company's Management Board.

33. The outcome of the competitive process shall not be equivalent to the conclusion of a contract for the provision of Company management services (managerial contract) with the candidate selected by the Selection Committee.
34. A contract for the provision of Company management services (managerial contract) shall be concluded with the candidate selected by the Selection Committee and appointed by the Supervisory Board as President of the Company's Management Board for the duration of his/her function as President of the Management Board.
35. The outcome of the competitive process does not constitute a basis for a candidate to claim for appointment as the President of the Company's Management Board and to conclude with him/her a contract for the provision of Company management services (managerial contract).
36. All the documents and statements submitted during this competitive process by candidates who are admitted to at least stage 1 (first stage) of the competition constitute competition documentation and may not be collected by candidates after it has been completed. It is permissible for the candidate to collect the original document if it has been submitted, however, the candidate shall submit a self-certified photocopy of that document in its place.
37. The competition documentation consists of:
  - 1) Regulations and Appendices thereto,
  - 2) announcement of the competitive process,
  - 3) minutes and records of the Selection Committee meetings,
  - 4) documents and statements referred to in sec. 36 hereinabove.
38. The manner, conditions, period and other rules for the retention of competition documentation shall be laid down by the applicable legislation.

## **CHAPTER 6. STAGE 1 OF THE COMPETITIVE PROCESS**

1. The Selection Committee's activities in the stage 1 (first stage) of the competition shall be carried out without the presence of candidates, subject to Chapter 5, sec. 8 and 9.
2. The date of the first meeting of the Committee is set for **26 September 2024 (Thursday)**.
3. At its first meeting or, if necessary, at subsequent meetings, the Selection Committee shall open the envelopes and packages containing the bids of interested persons in the order of their receipt.
4. In the stage 1 (first stage) - after the interested persons submit their offers, the Competition Commission shall:
  - 1) formally verify the submitted bids, which includes the assessment of the completeness of the submitted documents and statements, compliance with the deadline for applying for the competition and the assessment of the candidate's fulfilment of the formal selection criteria referred to in Chapter 4 of the Regulations and Appendix No. 1,
  - 2) make a substantive evaluation of the bids, which includes a development plan prepared by the candidate containing the conception of management and directions of activity of ZOO Wrocław Sp. z o.o. for the period of 5 years, within the scope of activity conducted by

the Company, i.e. the operation and management of the zoo (prepared in Polish), which shall address organisational, financial and innovative aspects.

5. If the Selection Committee decides that an interested person has not passed formal verification, i.e. has not submitted all required documents, there are errors or irregularities in the documents and statements submitted by that person, the bid was submitted after the deadline or the person does not meet formal selection criteria - it is not envisaged that the person shall be called upon to correct or supplement the submitted offer. Such bids shall be rejected.
6. **The first stage of the competition procedure shall end** with the Selection Committee either adopting a resolution to draw up a shortlist of candidates, with the names of those to be selected for stage 2 (second stage) of the competition, or adopting a resolution to refuse to draw up a shortlist of candidates because none of the candidates has passed formal verification.
7. In the second case referred to in sec. 6, the Organiser of the Competition adopts a resolution to terminate the competition without selecting a candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o.
8. The adoption of resolutions referred to in sec. 6 hereinabove shall be preceded by a deliberation of the Selection Committee and a vote.

## **CHAPTER 7. STAGE 2 OF THE COMPETITIVE PROCESS - INTERVIEW**

1. Candidates selected by the Selection Committee in the stage 1 (first stage) of the competitive process shall be invited to the stage 2 (second stage) of the competition (shortlist).
2. In the stage 2 (second stage) of the process, the Selection Committee shall conduct an interview(s) with each of the candidates shortlisted for this stage individually. The persons referred to in Chapter 5, sec. 8 and 9 may also participate in the second stage.
3. A candidate may not participate in the interview of another candidate.
4. Candidates selected for stage 2 (second stage) shall be interviewed on a date indicated by the Selection Committee at least 2 days in advance. Each of the invited candidates shall be informed by the Chairperson of the Selection Committee by e-mail, to the e-mail address provided in their CV, of the date, time and place of the interview. The candidate invited to the interview must appear in person at the time and place indicated. The possibility of conducting the interview remotely, by teleconference or other means of direct communication at a distance is excluded.
5. The venue of the interview shall be the registered office of the Organiser of the Competition, i.e. ul. Wróblewskiego 1-5, 51-618 Wrocław.
6. Failure by the candidate to appear in person at the place and time designated to him/her in the manner indicated hereinabove shall be regarded as a withdrawal from the competitive process.

7. The purpose of the interview is to assess candidates' fulfilment of the requirements set out in Chapter 4 of the Regulations and Appendix No. 1 by giving each member of the Selection Committee the opportunity to ask each candidate questions and by giving candidates the opportunity to answer the questions asked by the members of the Selection Committee. Each candidate is allowed a free self-presentation of no more than 15 (fifteen) minutes.
8. Questions asked by the Selection Committee to the candidate and his/her answers are aimed in particular at assessing the candidate's qualifications, predispositions, knowledge, attitude, skills and abilities in the scope necessary to perform the function of the President of the Company's Management Board, including those indicated in Appendix No. 1 - Part I - Terms of Reference of the President of the Company's Management Board.
9. The subject of the interview with the candidate shall be, in particular, the assessment of:
  - 1) the candidate's knowledge of the Company, particularly as it relates to the Company's operations, i.e. the operation and management of the zoo,
  - 2) the candidate's knowledge of issues relating to the management and leadership of teams of employees,
  - 3) the candidate's knowledge of the principles of operation and management of commercial law companies, including knowledge of the principles of operation of commercial law companies with participation of local government units, assessment of knowledge of the principles of shareholder supervision and restrictions on conducting business activity by managers and members of management bodies of such companies, assessment of knowledge of remuneration principles in companies with participation of local government units,
  - 4) the experience of the candidate necessary to perform the function of President of the Management Board in the Company,
  - 5) the candidate's knowledge of: accounting or investment project appraisal or corporate finance or corporate audit and financial control,
  - 6) the candidate's knowledge of: market and competition analysis or marketing, or promotion, or sales, or public relations,
  - 7) the candidate's knowledge of: the rules and regulations of employment law, or the role of management in relations with employee representatives, or collective labour relations, or recruitment policies, or the appraisal and motivation system, or employee training and development.
10. During the interview, the candidate shall be obliged in particular to make a presentation of a development plan prepared by him or her, containing the management concept and directions of operations of ZOO Wrocław Sp. z o.o. for a period of 5 years in the scope of the activities to be carried out by the Company, i.e. the operation and management of the zoo (prepared in Polish), which shall address organisational, financial and innovative aspects.
11. After interviews with all candidates, each Member of the Selection Committee shall assess each candidate individually, taking into account in particular the candidate's knowledge and experience presented during the interview and the Company's development plan outlined by

the candidate. The individual assessment of each candidate made by each member of the Selection Committee is the sole criterion for the selection of the President of the Management Board of ZOO Wrocław Sp. z o.o.

12. On the basis of the individual assessment referred to in sec. 11, each Member of the Selection Committee shall score each candidate separately on a scale of 1 to 10, where 1 is the lowest score and 10 is the highest score. The Selection Committee shall select the candidate with the highest total score. Where two or more candidates obtain the same highest number of points, the Selection Committee shall repeat the assessment procedure referred to in sec. 11, but including only those candidates who obtained the same highest number of points in the first round. If, in the next round, only one candidate with the highest number of points is not selected again, the winner of the competition shall be designated by the Chairperson of the Selection Committee from among the candidates with the highest number of points.
13. **Adoption of a resolution by the Selection Committee on the selection of a candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław (outcome of the competition) ends the stage 2 (second stage) of the competitive process** and concludes the competitive process, unless the Organiser of the Competition adopts a resolution on the cancellation or annulment of the competitive process including termination of the competition without the selection of the President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław.
14. The adoption of a resolution on the election of a candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław shall be preceded by a deliberation of the Selection Committee and a vote.
15. The resolution of the Selection Committee on the selection of a candidate for the position of the President of the Management Board of ZOO Wrocław Sp. z o.o. in Wrocław shall be adopted in the presence of at least 2/3 of the Selection Committee.

## **CHAPTER 8. APPENDICES TO THE REGULATIONS, WHICH FORM AN INTEGRAL PART THEREOF**

The Appendices forming an integral part of the Competitive Process are as follows:

- 1) Appendix No. 1 - Criteria for the selection of a candidate for the position of President of the Management Board of a company operating under the name ZOO Wrocław Spółka z ograniczoną odpowiedzialnością,
- 2) Appendix No. 2 - Information on the principles of processing personal data by ZOO Wrocław Spółka z ograniczoną odpowiedzialnością in the competitive process for the position of President of the Management Board.

## **CHAPTER 9. FORMS TO BE FILLED IN WITH THE BID**

Forms to be filled in by the candidate shall be available on the website of ZOO Wrocław Sp. z o.o.: [zoo.wroclaw.pl](http://zoo.wroclaw.pl), under the Job tab

- 1) Statement of the Candidate,
- 2) Consent to the processing of personal data,
- 3) Information clause for candidates for the position of President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością.

**Appendix No. 1**

to the Competition Regulations for the position of President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością

**CRITERIA FOR THE SELECTION OF A CANDIDATE FOR THE POSITION OF PRESIDENT OF THE MANAGEMENT BOARD OF THE COMPANY OPERATING UNDER THE NAME ZOO WROCŁAW SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ**

**I. Scope of duties of the President of the Management Board of ZOO Wrocław Sp. z o.o.:**

- 1) managing the affairs of ZOO Wrocław Sp. z o.o. – hereinafter referred to as 'Company; and representing it externally,
- 2) exercising the function of workplace manager within the meaning of the Labour Code in relation to the Company's employees,
- 3) managing the zoo in Wrocław, which the Company operates,
- 4) organising the smooth and professional operation of all areas of the Company's operations, including management, operations, finance and accounting, legal, economic, technical, technological and marketing,
- 5) cooperating with professional organisations like European Association of Zoos and Aquaria (EAZA), World Association of Zoos and Aquariums (WAZA), International Zoo Educators Association (IZE), European Union of Aquarium Curators (EUAC), Board of Directors of Polish Zoos and Aquaria (RDPOZiA), other educational and R&D entities, scientific and research institutions and animal protection and non-governmental organisations,
- 6) ensuring implementation of the basic objectives of the zoo run by the Company, i.e., inter alia: protection of animals threatened with extinction in the natural environment, conducting scientific research to protect animal species threatened with extinction in the wild, education on the protection of animal species, taking into account the protection of biodiversity, breeding animals of species threatened with extinction for the purpose of protection and subsequent introduction into the natural environment within the framework of programmes for the protection of these species, keeping animals in conditions corresponding to their biological needs, maintaining breeding documentation, ensuring appropriate living and nursing conditions for the animals,
- 7) guaranteeing suitable conditions for the animals in the zoo, by creating appropriate breeding and keeping conditions for the animals and by providing adequate financial resources to achieve these objectives,
- 8) ensuring the continuous improvement of animal welfare and other infrastructure facilities owned by the Company, through their expansion and modernisation,
- 9) ensuring and continuing the cooperation of the employees of the zoo operated by the Company with the employees of other zoos and with animal protection organisations,

- 10) ensuring suitably highly-qualified personnel with the requisite expertise and experience to guarantee the proper care of animals, including improving the quality of animals in the zoo by acquiring particularly endangered species,
- 11) working with personnel to ensure that the core objectives of the zoo operated by the Company are met,
- 12) providing public display of animals as part of the Company's object of activity,
- 13) taking measures to increase the competitiveness of the zoo run by the Company, on the tourist services market, both in Poland and abroad,
- 14) taking action to maintain the number of visitors to the zoo, including by: enriching the tourist and educational offer, introducing new exhibitions, introducing new services and solutions, continuously modernising the existing facilities, creating and ensuring the implementation of new investments within the zoo, carrying out targeted marketing activities to promote the zoo, including as a tourist attraction,
- 15) taking action to overcome the seasonality of zoo activities,
- 16) taking measures to reduce the costs of maintaining the facilities and infrastructure that serve the Company's objectives, particularly in terms of electricity, by, inter alia, introducing solutions that make use of modern technologies and regulations,
- 17) servicing the debt of the construction of the Afrykarium facility and ensuring regular debt repayments, bearing in mind the increasing maintenance costs of the Afrykarium facility due to its exposure,
- 18) managing high-value assets, which include the area entered in the Register of Historical Monuments by virtue of the decision of the Lower Silesian Voivodship Office and the City of Wrocław Department of Culture and the Arts of 29.11.1978, and facilities individually entered in the Register of Historical Monuments, including taking actions to maintain them in accordance with the applicable legal regulations.

## **II. Conditions to be fulfilled by the candidate for the position of President of the Management Board of ZOO Wrocław Sp. z o.o.:**

- 1) **FORMAL CONDITIONS (basic, essential):**
  - a) the candidate is a Polish citizen or a citizen of another country with the right to be employed in the Republic of Poland,
  - b) the candidate has a university degree with a natural science profile (zootechnics, veterinary biology or related) or with a management or legal or economic profile,
  - c) the candidate has at least 7 years of employment under an employment contract, appointment, election, cooperative employment contract or provision of services under another contract or self-employment,
  - d) the candidate has at least 5 years' experience in executive or independent positions or resulting from self-employment,
  - e) the candidate meets the requirements other than those specified in clause c and d, set out in separate regulations, and in particular does not violate restrictions or



prohibitions on holding the position of a member of a management body in commercial companies,

- f) the candidate has full legal capacity and exercises full public rights,
- g) the candidate has a good reputation and there is no conflict of interest between the candidate and the Company,
- h) the candidate demonstrates knowledge of the legal acts relating to nature conservation, in particular those regulating: the operation of zoos, the protection of animals, those on the protection of nature, on the conditions for breeding and keeping particular groups of animal species in a zoo, on local government, on the protection of personal data, OHS and fire safety,
- i) the candidate demonstrates knowledge of basic labour law issues,
- j) the candidate demonstrates knowledge of the principles of operation and management of commercial law companies, including knowledge of the principles of operation of commercial companies with participation of local government units, as well as knowledge of the principles of shareholder supervision and restrictions on conducting business activity by managers and members of management bodies of such companies, demonstrates knowledge of remuneration principles in companies with participation of local government units,
- k) the candidate may perform managerial functions related to the disposal of public funds - within the meaning of the Law of 27 August 2009 on public finance (Journal of Laws of 2023, item 1270, as amended),
- l) the candidate agrees to undergo the procedure envisaged for the access to classified information in accordance with the provisions of the Law of 5 August 2010 on the protection of classified information (Journal of Laws of 2024, item 632),
- m) the candidate is computer literate (MS Office package),
- n) the candidate is in a health condition which allows him/her to perform the aforementioned functions,
- o) the candidate has not been validly convicted of an intentional crime or an intentional fiscal offence, and in particular has not been sentenced by a final judgement for an offence referred to in Articles 587-587<sup>2</sup>, Article 590 and Article 591 of the Law of 15 September 2000 - Commercial Companies Code (Journal of Laws of 2024, item 18, as amended) and Articles 228-231 and Chapters XXXIII-XXXVII of the Law of 6 June 1997 - Penal Code (Journal of Laws of 2024, item 17, as amended),
- p) the candidate does not appear in the National Criminal Register or other relevant register in the candidate's country of origin,
- q) the candidate prepared a development plan containing the management concept and business directions of ZOO Wrocław Sp. z o.o. for a period of 5 years, with regard to the activities carried out by the Company, i.e. the operation and management of the zoo (drawn up in Polish), which shall address organisational, financial and innovative aspects,

- r) in the case of persons born before 1 August 1972 - has fulfilled the obligation referred to in Article 7(1) and (3a) of the Law of 18 October 2006 on the disclosure of information on documents of state security agencies from the period between 1944 and 1990 and the content of such documents (Journal of Laws 2024, item 273).

2) **NON-FORMAL CONDITIONS (additional requirements):**

- a) proof of cooperating with professional organisations like European Association of Zoos and Aquaria (EAZA), World Association of Zoos and Aquariums (WAZA), International Zoo Educators Association (IZE), European Union of Aquarium Curators (EUAC), Board of Directors of Polish Zoos and Aquaria (RDPOZiA), other educational and R&D entities, scientific and research institutions and animal protection and non-governmental organisations,
- b) knowledge of English in speech and writing at a level that enables to communicate freely,
- c) experience in the area of animal protection or breeding or management of animal populations, or an organisation working in the environment related to animals,
- d) knowledge of breeding and reintroduction programmes for endangered animal species carried out within the framework of the European Association of Zoos and Aquaria (EAZA),
- e) experience in the development and implementation of a financial and activity plan,
- f) knowledge of EU procedures for raising funds,
- g) ability to make quick decisions especially in crisis situations,
- h) communication and interpersonal skills,
- i) reliability, decisiveness, resistance to stress,
- j) skills: strategic planning, personnel management, setting tasks, organising work, motivating a team in carrying out tasks, public speaking,
- k) analytical skills,
- l) current and valid category B driving licence.

3) **A person who fulfils at least one of the following conditions may not be appointed** as President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością:

- a) serves as a social associate or is employed in the deputy office, senator office, deputy and senator office or an office of the deputy to the European Parliament under an employment contract or performs work under a contract of mandate or another contract of a similar nature,
- b) is a member of the body of a political party that represents the political party externally and has the authority to bind the party,
- c) is employed by a political party on the basis of an employment contract or provides work on the basis of a contract of mandate or another contract of a similar nature,

- d) holds an elected position in a company trade union organisation or a company trade union organisation of a group company,
- e) his/her social or gainful activity gives rise to a conflict of interest in relation to the activities of the Company, i.e. ZOO Wrocław Sp. z o.o.,
- f) the following provisions apply to him/her:
  - Article 4 or 4a of the Law of 21 August 1997 on restrictions on the conduct of business operations by persons performing public functions, i.e. the prohibition to combine the positions and functions set out in the Law, with the exceptions set out in the applicable legislation;
  - Article 18 of the Law of 15 September 2000 - Commercial Companies Code, i.e. the prohibition to hold the function of a member of the management board by persons sentenced by a final judgement for certain offences and by persons who do not have full legal capacity;
  - Article 24f(2) and (4) of the Law of 8 March 1990 on municipal self-government, i.e. the prohibition to combine positions and functions as defined by Law;
  - Article 214 of the Law of 15 September 2000 - Commercial Companies Code, i.e. the prohibition to combine certain positions;
  - Article 34 of the Law of 9 May 1996 on the exercise of the mandate of deputy and senator, providing for the prohibition to combine the positions and functions specified by the Law.

**Appendix No. 2**

to the Competition Regulations for the position of President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością

**INFORMATION ON THE PRINCIPLES GOVERNING THE PROCESSING OF PERSONAL DATA BY ZOO WROCŁAW SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ IN THE COMPETITIVE PROCESS FOR THE POSITION OF PRESIDENT OF THE MANAGEMENT BOARD**

Pursuant to the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (OJ EU L, 2016, 119, p. 1), hereinafter referred to as 'GDPR', we would like to inform you that:

- 1) the Controller of your personal data is ZOO Wrocław Sp. z o.o. with its registered office in Wrocław, ul. Wróblewskiego 1-5, 51-618 Wrocław;
- 2) The contact details of the Company's Data Protection Officer are as follows: [iod@zoo.wroc.pl](mailto:iod@zoo.wroc.pl);
- 3) Your personal data shall be processed for the purpose of carrying out the competitive process for the selection of a candidate for the position of the President of the Management Board of ZOO Wrocław Spółka z ograniczoną odpowiedzialnością, with its registered office in Wrocław, pursuant to Article 6(1)(a) of the GDPR, i.e. your consent, Article 6(1)(c) of the GDPR, i.e. fulfilment of the Controller's legal obligations and Article 6(1)(f) of the GDPR, i.e. fulfilment of the Controller's legally justified interests.
- 4) The legitimate legal interest pursued by the Controller shall be the verification of the accuracy of the statements made and the assertion or defence of possible claims.
- 5) You shall have the right to withdraw your consent at any time, which shall not affect the lawfulness of the processing carried out up to the time of withdrawal.
- 6) Your personal data may be disclosed to authorities entitled to receive your personal data on the basis of legal regulations, to entities processing data on behalf of the Controller, participating in the performance of the Controller's activities, in particular to providers of IT systems and services, entities providing advisory, consultancy, auditing, training, organisational, legal, tax, accounting assistance, entities carrying out postal or courier activities.
- 7) Your personal data shall not be transferred to third countries.
- 8) Your personal data shall be retained in respect of the conduct of the competitive process, for the duration of the process and thereafter for the duration of the term of office as a member of the governing body and for the period required by law (in particular tax, accounting and archiving law) or for the safeguarding of or defence against possible claims.
- 9) You have the right to access the content of your data and the right to rectification, restriction of processing, right to data portability;

- 10) You have the right to lodge a complaint with the supervisory authority if you consider that the processing of personal data concerning you violates the provisions of the GDPR.
- 11) The provision of your personal data is voluntary, but necessary in order to take part in the competitive process.