

**To: FINANCIAL SUPERVISORY AUTHORITY (F.S.A.)
BUCHAREST STOCK EXCHANGE (B.S.E.)**

From: ROMPETROL RAFINARE S.A.

CURRENT REPORT prepared in compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, and Regulation no. 5/2018 on issuers of financial instruments and market operations

Report date: December 29th, 2023

ROMPETROL RAFINARE S.A.

Registered Seat: Năvodari, 215 Năvodari Blvd. (Administrative Building), Constanta County

Telephone number: 0241/506100

Fax number: 0241/506930; 506901

Number of registration with the Trade Registry: J13/534/1991

Sole Registration Code: 1860712

Subscribed and paid-up capital: 2,655,920,572.60 LEI

Regulated market on which the securities are traded: Bucharest Stock Exchange (market symbol RRC)

Significant events to report: Reporting of transactions with related parties according to art. 108 of Law 24/2017, republished

Rompetrol Rafinare S.A. informs its shareholders and investors about the conclusion of several transactions with affiliated parties of the type listed in art. 108 of the Law no. 24/2017, republished, according to the annexes below:

- **Annex 1 - transactions with affiliated parties according to art. 108 para. (3) of Law 24/2017, republished, concluded by Rompetrol Rafinare S.A. (Issuer);**
- **Annex 2 - transactions with affiliated parties according to art. 108 para. (12) of Law 24/2017, republished, concluded between Rompetrol Downstream S.R.L. (DWS) - the subsidiary of Rompetrol Rafinare S.A. (RRC) and KMG ROMPETROL S.R.L. (KMGR) - affiliated with the RRC**
- **Annex 3 - transactions with affiliated parties according to art. 108 para. (12) of Law 24/2017, republished, concluded between Rompetrol Gas S.R.L. (RGS) - the subsidiary of Rompetrol Rafinare S.A. (RRC) and KMG ROMPETROL S.R.L. (KMGR) - affiliated with the RRC**

**General Manager
Florian Daniel POP**

**Financial Manager
Alexandru STAVARACHE**

Annex 1 - transactions with affiliated parties according to art. 108 para. (3) of Law 24/2017, republished, concluded by Rompetrol Rafinare S.A. (Issuer)

No.	Name of the Affiliate party	Nature of the relationship with the Affiliate	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6	7	8
Transactions of ROMPETROL RAFINARE S.A. (Issuer) as Beneficiary in October and November 2023							
1	KazMunayGas Trading AG	Affiliate	Addendum 1- Contract 10393-Rafinare-2023-08 / 22.11.2023*	Raw material acquisition	USD 43,928,569	NA	Payment to be made by TT at 12 working days after the final price is known
2	KazMunayGas Trading AG	Affiliate	Addendum 1- Contract 10392-Rafinare-2023-08 / 29.11.2023*	Raw material acquisition	USD 23,040,600	NA	Payment to be made by TT at 12 working days after the final price is known
3	ROMPETROL ENERGY SA	Affiliate	Notification no. 10/31.10.2023 to the Contract no.RR 3 /13.01.2022/Addendum no.2/29.12.2022	Thermal energy price change	Contract value estimated for 2023 is 261,189,721 Lei* as per actual 217,132,207 Lei January- October 2023 included CO2 certificates cost and 44,057,514 lei estimated for 2 months as per production plan quantities and prices for November-December 2023	NA	Payment term 30 days from the invoice issuing
4	ROMPETROL ENERGY SA	Affiliate	Notification no. 11/30.11.2023 to the Contract no.RR 3 /13.01.2022/Addendum no.2/29.12.2022	Thermal energy price change	Contract value estimated for 2023 is 269,016,093 Lei* as per actual 245,763,621 Lei January- November 2023 included CO2 certificates cost and 23,252,473 lei estimated for 1 month as per production plan quantities and prices for December 2023	NA	Payment term 30 days from the invoice issuing

No.	Name of the Affiliate party	Nature of the relationship with the Affiliate	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6	7	8
5	ROMINSERV S.R.L.	Affiliate	11 orders submitted in October and November 2023 based on Contract RR 4/27.02.2019 and Addendum no.1 from 19.09.2019	Contractor	24,826,108 USD (without VAT)	<p>Except where the Parties agree otherwise in writing or where the law imperatively establishes a longer warranty period (such as: the 36-month warranty period applicable to works concerning constructions in category C; the term 10 years from the receipt of the work for the hidden defects of the construction, the warranty period equal to the duration of the construction, for the defects of the resistance structure resulting from non-compliance with the design and execution rules in force at the date of its construction), warranty will last for:</p> <p>-12 (twelve) calendar months, starting with the date of preparation of the MINUTES OF RECEIPT AT THE END OF THE WORKS;</p> <p>-12 (twelve) calendar months, starting with the date of drawing up the MINUTES OF RECEPTION AT COMMISSIONING, in the case of the works mentioned in art.1.1. paragraph 1) letter b) but not more than 15 months from the signing of the Minutes of Reception at the Completion of the Works, provided that the commissioning is not postponed or prevented by causes attributable to the Beneficiary, in which case the warranty period will be 12 months old and will start to run from the date of preparation of the RECEPTION MINUTES AT THE END OF THE WORKS.</p> <p>Before the expiration of the Warranty Period and within it, the Beneficiary will immediately inform the Contractor about all problems encountered in the works performed (but not later than 2 days from their knowledge), the potential causes that caused the problems and of the consequences that may occur, following that the Parties decide together the measures that are necessary to be adopted, the term for remedying the problems appeared depending on the nature of the incident and its circumstances and any other particular aspects.</p>	Payment within 30 calendar days from the date of issuing the invoice
Transactions of ROMPETROL RAFINARE S.A. (Issuer) as Supplier in October and November 2023							
1	ROMPETROL ENERGY SA	Affiliate	Notification 10/2023 to the Contract no .RR 1 /28.01.2013	Refinery gas price change	2023 estimation contract value is 119,275,014 Lei/year* as per actual for 10 months 99,132,191 Lei and 20,142,823 Lei estimated for 2 months as per Budget 2023 quantities and price	NA	Payment term 10 calendar days after invoice issuing

No.	Name of the Affiliate party	Nature of the relationship with the Affiliate	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6	7	8
2	ROMPETROL ENERGY SA	Affiliate	Notification 11/2023 to the Contract no .RR 1 /28.01.2013	Refinery gas price change	2023 estimation contract value is 124,626,950 Lei/year* as per actual for 11 months 113,030,907 Lei and 11,596,043 Lei estimated for 1 month as per Budget 2023 quantities and price	NA	Payment term 10 calendar days after invoice issuing
Other transactions concluded by Rompetrol Rafinare S.A. (Issuer) in October and November 2023							
1	KMG ROMPETROL SRL - as Coordinating Company	Affiliate	Loan agreement registered under no. 3 from 04.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance** of the RON cash pooling account in October 2023 was - RON 1,948,108,569.09 and the net interest expense this month was - RON 13,502,667.15.</p> <p>The value of the average balance** of the USD cash pooling account in October 2023 was USD 82,877,887.80 and the net interest income was USD 514,728.04.</p> <p>The value of the average balance** of the EUR cash pooling account in October 2023 was EUR 19,130,869.75 and the net interest income was EUR 103,904.51.</p>	NA	For the Loan/ Credit: daily depending on the payment needs or maturity date (one year from the signing date which is the contract termination date) for the existing balance
2	KMG ROMPETROL SRL - as Coordinating Company	Affiliate	Loan agreement registered under no. 3 from 04.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance** of the RON cash pooling account in November 2023 was - RON 1,529,086,157.47 and the net interest expense this month was - RON 10,286,885.89.</p> <p>The value of the average balance** of the USD cash pooling account in November 2023 was - USD 2,134,688.85 and net interest expense was - USD 31,498.27.</p> <p>The value of the average balance** of the EUR cash pooling account in November 2023 was EUR 21,162,729.73 and the net interest income was EUR 110,538.47.</p>	NA	For the Loan/ Credit: daily depending on the payment needs or maturity date (one year from the signing date which is the contract termination date) for the existing balance

(*) Contracts/addendums with an estimated value (the final value is not known at the reporting time or the contract/add is applied for the subsequent period)

(**) The average balance was calculated based on daily balances, which in some days had the nature of claim, and in others - the nature of debt

Company Name	Nature of relationship	Related party Name	Nature of relationship	Currency	Balances as of 30,06,2023	
					Receivables	Liabilities
Rompetrol Rafinare S.A.	Emitent	KazMunayGas Trading AG	Affiliated	USD	30,525,705	820,244,697
				EURO	1,959,435	-
Rompetrol Rafinare S.A.	Emitent	ROMPETROL ENERGY S.A.	Affiliated	RON	70,065,552	29,833,125
					17,980,788	-
Rompetrol Rafinare S.A.	Emitent	ROMINSERV SRL	Affiliated	RON		
					34,039,196	43,319,463
Rompetrol Rafinare S.A.	Emitent	KMG ROMPETROL S.R.L.	Affiliated	RON		
				USD	2,314,800	1,608,072,371
				EURO	94,748,326	

Abbreviations:

NA - not applicable

MOP – Monthly Operational Plan

B/L – Bill of Landing

TT - Telegraphic Transfer

General Manager
Florian Daniel POP

Financial Manager
Alexandru STAVARACHE

Annex 2 - transactions with affiliated parties according to art. 108 para. (12) of Law 24/2017, republished, concluded in October and November 2023 between Rompetrol Downstream S.R.L. (DWS) - the subsidiary of Rompetrol Rafinare S.A. (RRC) and KMG Rompetrol S.R.L. (KMGR) - affiliated with the RRC

No.	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6
DWS - as Participant Company (Member of the cash pooling System) KMGR - as Coordinating Company					
1	Loan agreement from 25.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance* of the RON cash pooling account in October 2023 was RON 1,237,280,106 and the net interest income this month was RON 9,334,497</p> <p>The value of the average balance* of the USD cash pooling account in October 2023 was - USD 40,789,126 and the net interest expense was - USD 448,612</p> <p>The value of the average balance* of the EUR cash pooling account in October 2023 was - EUR 42,510 and the net interest expense was - EUR 235</p>	NA	For loan / credit / deposit: daily depending on receipts / payments or on the due date (one year from the date of signing which is also the date of termination of the contract) for the existing balance
2	Loan agreement from 25.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance* of the RON cash pooling account in November 2023 was RON 1,276,732,602 and the net interest income this month was RON 7,291,069</p> <p>The value of the average balance* of the USD cash pooling account in November 2023 was - USD 41,200,534 and the net interest expense was - USD 140,451</p> <p>The value of the average balance* of the EUR cash pooling account in November 2023 was - EUR 42,510 and the net interest expense was - EUR 227</p>	NA	For loan / credit / deposit: daily depending on receipts / payments or on the due date (one year from the date of signing which is also the date of termination of the contract) for the existing balance

(*) The average balance was calculated based on daily balances, which in some days had the nature of claim, and in others - the nature of debt

Abbreviations:

NA - not applicable

Company Name	Nature of relationship with the Issuer	Related party Name	Nature of relationship with the Issuer	Tranzaction Name	Currency	Balances as of 30,06,2023	
						Receivables	Liabilities
Rompetrol Downstream S.R.L.	Subsidiary of RRC (Issuer)	KMG ROMPETROL S.R.L.	Affiliated	Cash pooling	RON	958,905,255	5,755,234
				Cash pooling	USD	70,697,956	174,247,027
				Cash pooling	EURO		42,793

General Manager of Rompetrol Rafinare S.A.
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No.	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6
RGS: as Participant Company (Member of the cash pooling System)					
KMGR - as Coordinating Company					
1	Loan agreement from 25.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance* of the RON cash pooling account in October 2023 was RON 309,693,238.71 and the net interest income this month was 2,139,626.04 RON</p> <p>The value of the average balance* of the USD cash pooling account in October 2023 was - USD 26,454,289.83 and the net interest expense was - USD 179,663.59</p>	NA	For the Loan/ Credit: daily depending on the payment needs or maturity date (one year from the signing date which is the contract termination date) for the existing balance
2	Loan agreement from 25.08.2014	Running of Available Funds Optimization System of the companies within the Rompetrol Group (Cash pooling)	<p>The value of the average balance* of the RON cash pooling account in November 2023 was RON 196,615,401.08 and the net interest income this month was 1,303,234.47 RON</p> <p>The value of the average balance* of the USD cash pooling account in November 2023 was - USD 2,217,911.12 and the net interest expense was - USD 14,511.85</p>	NA	For the Loan/ Credit: daily depending on the payment needs or maturity date (one year from the signing date which is the contract termination date) for the existing balance

(*) The average balance was calculated based on daily balances, which in some days had the nature of claim, and in others - the nature of debt

Company Denumire	Nature of relationship with the Issuer	Related party Denumire	Nature of relationship with the Issuer	Tranzaction Name	Currency	Balances as of 30,06,2023	
						Receivables	Liabilities
Rompetrol Gas S.R.L.	Subsidiary of RRC (Issuer)	KMG ROMPETROL S.R.L.	Affiliate	Cash pooling	RON	343,652,991.25	
				Cash pooling-interest	RON	2,195,874.88	
				Cash pooling	USD		30,989,430.36
				Cash pooling-interest	USD		201,370.21

Abbreviations:

NA - not applicable

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