



Nota 2 AGEA		Note 2 EGMS		
1. Referitor la: Ratificarea de catre Adunarea Generala Extraordinara a Acționarilor Rompetrol Rafinare S.A. a <u>Contractului cadru de achizitie titei semnat de KazMunayGas Trading AG, in calitate de Vanzator, si Rompetrol Rafinare SA, in calitate de cumparator, pentru perioada 2021-2025.</u>		1. Referring to: Ratification by the Extraordinary General Meeting of Shareholders of Rompetrol Rafinare S.A of the frame contract for <u>crude oil acquisition, concluding by Kazmunaygas Trading AG, as Seller, and Rompetrol Rafinare, as Buyer, for the period 2021-2025.</u>		
2. Pentru / For		Ratificare/ Ratification	Avizare/ Endorsement	Informare/ Information
	AGEA/EGMS	X		

3. Baza legală: Conform dispozițiilor Legii 31/1990 a societăților, republicată, cu modificările ulterioare, art.115 coroborat cu art. 153 ²² , care stabilesc competența Adunării Generale Extraordinare a Acționarilor în privința aprobării/ratificării actelor juridice, prin care societatea respectivă dobândește bunuri, a căror valoare depășește jumătate din valoarea contabilă a activelor societății la data încheierii actului juridic.	3. Legal background: According to the provisions of the Companies Law no. 31/1990, republished, with subsequent amendments, art. 115 in conjunction with art. 153 ²² , which establish the power of the Extraordinary General Meeting of Shareholders to approve/ratify legal acts, whereby the company acquires goods whose value exceeds half of the book value of the company's assets at the time of the conclusion of the legal act.
4. Conținut: a) Prezentare: Contractul cadru de achizitie titei, perfectat de Rompetrol Rafinare SA, in calitate de cumparator, cu KazMunayGas Trading AG, in	4. Content a) Presentation Frame contract for crude oil acquisition, concluded by Rompetrol Rafinare SA, as buyer, with KazMunayGas Trading AG, as



calitate de Vanzator, a intrat in vigoare la data de 01.01.2021 si s-a incheiat pentru o durata de 5 ani calendaristici.

Avand in vedere:

- realitatea relatiilor contractuale de lunga durata dintre Rompetrol Rafinare, in calitate de Cumparator de titei necesar activitatii de productie – obiectul sau principal de activitate, si Vanzator – KazMunayGas Trading AG, relatie construita pe baza unor contracte anuale pentru care numai cantitatile livrate si pretul acestora se modifica recurent, ceilalti termeni si conditii esentiale ramanand in vigoare an dupa an fara modificari de esenta;

- precum si nevoia recenta de a gestiona de o maniera eficienta riscurile pentru Societate ce decurg din aplicarea legislatiei fiscale in materie de preturi de transfer,

a fost propusa incheierea unui contract pentru achizitia de titei cu o durata mai mare de un an, respectiv de 5 ani, mentinandu-se inasa flexibilitatea in privinta stabilirii cantitatilor de produse ce vor fi livrate anual catre Cumparator, precum si corelarea preturilor la piata prin raportarea la cotationi internationale si aplicarea unor marje de trader la nivel de piata.

Contractul a carui perfectare este supus spre ratificare Adunarii Generale Extraordinare Actionarilor, face obiectul unui cereri de obtinere unui Acord de Pret in Avans din partea Agentiei Nationale de Administrare Fiscala.

Potrivit art. 153²² din Legea 31/1990 a societatilor, republicata, cu modificarile ulterioare, Consiliul de administratie, va putea sa incheie acte juridice in numele si in contul societatii, prin care sa dobandeasca bunuri pentru aceasta, a caror valoare depaseste jumătate din valoarea contabila a activelor societatii la data incheierii actului juridic,

Seller, came to force at 01.01.2021 and it is concluded for a 5 years period.

Taking into consideration:

- Reality of long term contractual relationship between Rompetrol Rafinare as Buyer of crude oil needed for processing crude for obtain petroleum products – its main object of activity and the Seller - KazMunayGas Trading AG, relation construed based on annual contracts for which only delivered quantities and the price of them are recurrently changing, the other essential terms and conditions remaining in force year after year without any essential changes;

- as well as the recent necessity to manage efficiently the risks for the Company arising from the application of tax legislation as regards the price transfer ,

it was proposed to conclude a contract for the purchase of crude oil with a duration of more than one year, respectively 5 years, maintaining the flexibility regarding the establishment of the quantities of products to be delivered annually to the Buyer, as well as the correlation of prices at market conditions by reference at international quotations and the application of trader margins at market level.

The Contract whose concluding is subject of ratification by Extraordinary General Meeting of Shareholders, is also subject to an application for an Advance Pricing Agreement expected to be issued by the National Agency for Tax Administration.

As per art. 153²² of Law no. 31/1990 of companies, as republished, with subsequent amendments, The Board of Directors is allowed to conclude legal documents in the name and on behalf of the Company, by which to acquire goods for it, whose value is exceeding half of the book value of the



<p>numai cu aprobarea Adunarii Generale a Actionarilor, data in conditiile art. 115 din aceeași lege.</p>	<p>Company assets at the date of concluding of contract, only with the approval of the General Meeting of Shareholders, approval given in the conditions of art 155 of the same law.</p>
<p>Se estimeaza ca, in cei cinci ani contractuali se va achizitiona o cantitate totala de 27.000.000 tone titei, avand o valoare estimata de 41.258.160.000 lei.</p>	<p>It is estimated that, in the five years of contract, a total quantity of 27,000,000 tons of crude oil will be bought, with an estimated value of 41,258,160,000 lei.</p>
<p>Intrucat la data de 31 decembrie 2020, valoarea contabila a activelor societatii Rompetrol Rafinare SA este de 7.398.055.151 lei, putem estima ca valoarea contractului de achizitie titei depaseste jumătate din aceasta valoare, justificand astfel necesitatea supunerii sale spre competenta aprobare/ratificare Adunarii Generale a Actionarilor.</p>	<p>As at date of 31 December, 2020, the book value of Rompetrol Rafinare SA assets is 7,398,055,151 lei, we can estimate that the value of crude oil contract exceeds half of such value, thus is justifying the need to submit the contract to competent approval/ratification issued by the General Meeting of the Shareholders.</p>
<p>b) Propunere catre AGEA:</p>	<p>b) Proposal for EGMS:</p>
<p>In aceste conditii, solicitam Adunarii Generale Extraordinare a Actionarilor sa ratifice Contractul cadru de achizitie titei semnat de KazMunayGas Trading AG, in calitate de Vanzator, si Rompetrol Rafinare SA, in calitate de cumparator, pentru perioada 2021-2025.</p>	<p>Under these conditions, we are asking to Extraordinary General Meeting of the Shareholders to ratify the framework Contract for the purchase of crude oil signed by KazMunaygas trading AG, as seller, and Rompetrol refining SA, as buyer, for the period 2021-2025.</p>

**Președinte al Consiliului de Administrație/Chairman of the Board of Directors
Yedil Utekov**

DocuSigned by:
 Yedil Utekov

**Director General/General Manager
Felix Crudu-Tesloveanu**

DocuSigned by:
 Felix Crudu-Tesloveanu

**Director Economic/Financial Manager
Ramona-Georgiana Gălățeanu**

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 Ramona Galateanu