

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: 28/12/2021

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: RON 4,410,920,572.60

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 SRL (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 SRL (RGS) - the subsidiary of Rompetrol Rafinare S.A. (RRC) and KMG ROMPETROL S.R.L. (KMGR) - affiliated with the RRC;**
- **Annex 4- transactions according to art.108 para. (12) of Law 24/2017, republished, concluded between the subsidiaries of Rompetrol Rafinare S.A. (Issuer) namely: between Rompetrol Downstream S.R.L. and Rompetrol Gas S.R.L.**

General Manager

Felix CRUDU-TESLOVEANU

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Felix Crudu-Tesloveanu

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Financial Manager

Ramona-Georgiana GĂLĂȚEANU

DocuSigned by:

Ramona Galateanu

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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							
1	UZINA TERMOELECTRICA MIDIA/ROMPETROL ENERGY SA	Affiliate	Notification no. 11 of the Contract no.RR 2 /21.12.2020	Thermal energy price change	Contract value estimated for 2021 is 145,111,246.87 LEI* as per actual on 11 months - 124,005,106.5 LEI and 21,106,140.33 LEI estimated for 1 month as per MOP. In estimated value are included CO2 certificates cost	The collection of delay penalties, calculated from the day following the due date and until the date of payment of the main debt (exclusive). The percentage value of the delay penalties is 0.05% / day of delay (art. 20 a), from the contract.	Paiment term 45 days from the invoice reception
2	ROMINSERV S.R.L.	Affiliate	3 orders submitted in October 2021 based on Contract RR 4/27.02.2019 and Addendum no.1 from 19.09.2019	Contractor	USD 6,834,827 (without VAT)	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: -12 (twelve) calendar months, starting with the date of preparation of the MINUTES OF RECEIPT AT THE END OF THE WORKS; -12 (twelve) calendar months, starting with the date of drawing up the MINUTES OF RECEPTION AT COMMISSIONING, in the	Payment within 30 working days from the date of issuing the invoice



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
						<p>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> <p>The parties have established penalties for delay of the obligation to pay in the amount of 0.06% of the amount not paid in time, for each day of delay; the value of the delay penalties may not exceed 3% of the amount on which they are calculated. In addition, in case of late payment by the Beneficiary, the Contractor is entitled to request that the Beneficiary pay the amount representing the exchange rate difference between the date of actual payment and the due date of the invoice, taking into account the exchange rate communicated by NBR for RON / USD or RON / EUR, as the case may be, on the two dates.</p>	

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
3	KazMunayGas Trading AG	Affiliate	FINANCIAL SERVICES CONTRACT – Crude oil and Oil Products 06.05.2011	Hedging - November 2021	USD 13,619,989	NA	5 working days from receiving the invoice, the payment should be done through electronic transfer
4	KazMunayGas Trading AG	Affiliate	Act Ad. 187 / 01.04.2021 la FINANCIAL SERVICES CONTRACT – Refinery Margin and Base Operating Stock CTR RR 2/ 16.02.2011	Hedging - November 2021	- USD 1,935	NA	5 working days from receiving the invoice, the payment should be done through electronic transfer
Other transactions concluded by Rompetrol Rafinare S.A. (Issuer) in November 2021							
1	KMG ROMPETROL SRL - as Coordinating Company	Affiliate	Loan agreement registered under no. RR 3 from 04.08.2014	Running of Available Funds Optimization System of the companies within the KMG International Group (Cash pooling)	<p>The value of the average balance** of the RON cash pooling account in November 2021 was - RON 1,549,178,339.94 and the net interest expense this month was - RON 5,422,648.59.</p> <p>The value of the average balance** of the USD cash pooling account in November 2021 was USD 79,504,883.12 and the net interest income was USD 144,983.13.</p> <p>The value of the average balance** of the EUR cash pooling account in November 2021 was EUR 11,845,531.58 and the net interest income was EUR 18,307.44.</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 30.09.2021	
					Receivables	Liabilities
Rompetrol Rafinare S.A.	Issuer	Uzina Termoelectrica Midia S.A.	Affiliate	RON	4,244,031.39	11,992,050.79
Rompetrol Rafinare S.A.	Issuer	ROMINSERV SRL	Affiliate	RON	900,283.02	66,831,392.51
Rompetrol Rafinare S.A.	Issuer	KMG ROMPETROL S.R.L.	Affiliate	RON	1,782,576.88	1,573,286,085.30
				USD	1,874,357.32	170,695.59
				EURO	13,802,594.95	

Abbreviations:

NA - not applicable

MOP-Monthly Operational Plan

General Manager**Felix CRUDU-TESTLOVEANU**

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Financial Manager**Ramona-Georgiana GĂLĂȚEANU**

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Annex 2 - transactions with affiliated parties according to art. 108 para. (12) of Law 24/2017, republished, concluded between Rompetrol Downstream SRL (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 November 2021 was RON 1,030,403,924 and the net interest income this month was RON 3,448,066</p> <p>The value of the average balance* of the USD cash pooling account in November 2021 was - USD 28,614,683 and the net interest expense was - USD 63,823</p> <p>The value of the average balance* of the EUR cash pooling account in November 2021 was - EUR 42,130 and the net interest expense was - EUR 67.74</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

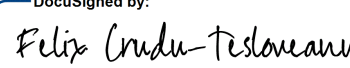
(*) The average balance was calculated based on daily balances, which in some days had the nature of claim, and in others - the nature of debt

Company Name	Nature of relationship with the Issuer	Related party Name	Nature of relationship with the Issuer	Transaction Name	Currency	Balances as of 30,09.2021	
						Receivables	Liabilities
Rompetrol Downstream S.R.L.	Subsidiary of RRC (Issuer)	KMG ROMPETROL S.R.L.	Affiliate	Cash pooling	RON	1,057,933,874	820,080
				Cash pooling	USD	20,913,646	48,364,645
				Cash pooling	EUR		42,378

Abbreviations:

NA - not applicable

General Manager of Rompetrol Rafinare SA
Felix CRUDU-TEȘLOVEANU

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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)	The value of the average balance* of the RON cash pooling account in November 2021 was RON 309,766,135.45 and the net interest income this month was RON 952,737.85 The value of the average balance* of the USD cash pooling account in November 2021 was - USD 45,052,263.82 and the net interest expense was - USD 97,300.58	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
RGS: as Seller					
ROMPETROL BULGARIA JSC: as Buyer					
2	Sale-Purchase Contract RGS No:155/17.10.2019	Sale of products (Liquefied petroleum gas, commercial propane butane 40/60) during January-October 2021	USD 1,782,373.30		35 days from the date of invoicing

(*) 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 with the Issuer	Related party Name	Nature of relationship with the Issuer	Transaction Name	Currency	Balances as of 30,09.2021	
						Receivables	Receivables
Rompetrol Gas S.R.L.	Subsidiary of RRC (Issuer)	KMG ROMPETROL S.R.L.	Affiliate	Cash pooling	RON	256,374,636.91	
				Cash pooling-interest	RON	642,313.94	
				Cash pooling	USD		39,334,786.76
				Cash pooling-interest	USD		77,749.10
Rompetrol Gas S.R.L.	Subsidiary of RRC (Issuer)	ROMPETROL BULGARIA JSC	Affiliate	Sale - purchase	USD	-	343.10

Abbreviations:

NA - not applicable

General Manager of Rompetrol Rafinare SA
Felix CRUDU-TESTLOVEANU

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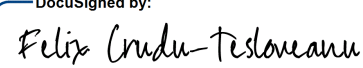
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No.	Type and No. Contract, date of conclusion	Object of transactions	Transaction value	Guarantees constituted	Terms and methods of payment
1	2	3	4	5	6
Subsidiary Rompetrol GAS SRL (Subsidiary of RRC): as Seller Rompetrol Downstream SRL (Subsidiary of RRC): as Buyer					
1	Agreement of Autogas delivery in Buyer Skid no.217/30.09.2016	Sale and delivery of fuel between November 1 - November 30, 2021	RON 11,626,902.00	-	30 days from the date of invoicing

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